

Resolution No. 1
of 11 October 2017
of the Extraordinary General Meeting of Shareholders (“the General Meeting”)
of CD PROJEKT S.A., headquartered in Warsaw (“the Company”)
concerning the election of the General Meeting Chairman

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Company Code the General Meeting of Shareholders hereby nominates Mr./Ms. [] as General Meeting Chairman, with the election having taken place in a secret ballot.

Management Board justification concerning Resolution no. 1:

The resolution is technical in character. The requirement to elect a chairman immediately after the opening of the General Meeting stems from Art. 409 § 1 of the Commercial Company Code.

Resolution No. 2
of 11 October 2017
of the Extraordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the General Meeting agenda

The General Meeting of Shareholders hereby approves the agenda of the General Meeting of Shareholders published on the Company website on 11 September 2017 and in Current Report no. 17/2017 of 11 September 2017, to wit:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of General Meeting Chairman.
- 3) Determining that the General Meeting has been validly convened and is empowered to undertake binding decisions.
- 4) Approval of General Meeting agenda.
- 5) Resolution concerning appointment of a Supervisory Board Member.
- 6) Resolution concerning changes in the Company Articles and empowerment of the Supervisory Board to collate the unified text of the amended Articles.
- 7) AOB.
- 8) Closing of the General Meeting.

Management Board justification concerning Resolution no. 2:

The resolution is technical in character. The requirement to approve a General Meeting agenda once the attendance list has been signed and validated by the General Meeting Chairman stems from § 6 of the General Meeting Regulations.

Resolution No. 3
of 11 October 2017
of the Extraordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw

concerning appointment of a Supervisory Board Member

Acting in compliance with Art. 385 § 1 of the Commercial Company Code and § 18 section 1 of the Company Articles, the General Meeting of Shareholders hereby decides the following:

§ 1

1. The Extraordinary General Meeting hereby appoints to the Supervisory Board of the Company.
2. The new Supervisory Board Member is appointed for the duration of the current joint term of the Supervisory Board.

§ 2

The resolution enters into force on the day of its adoption.

Management Board justification concerning Resolution no. 3:

The need for this resolution follows from § 17 of the Company Articles which stipulates that the Supervisory Board shall consist of at least five persons, in light of the resignation of one of the Supervisory Board Members.

Resolution no. 4
of 11 October 2017

of the Extraordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning changes in the Company Articles and empowerment of the Supervisory Board
to collate the unified text of the amended Articles

§ 1

Acting in compliance with Art. 430 of the Act of 15 September 2000 – the Commercial Company Code, the Extraordinary General Meeting of Shareholders of CD PROJEKT S.A., headquartered in Warsaw (hereafter referred to as “the Company”) hereby decides to amend the Company Articles (hereafter referred to as “the Articles”) by repealing §21 section 3, which currently states:

“3. The Audit Committee is a permanent committee of the Supervisory Board when the Supervisory Board consists of more than five persons. If the Supervisory Board consists of not more than five persons, the duties of the Audit Committee, as specified by the Act of 7 May 2009 on certified auditors and their self-government, entities authorized to audit financial statements and public supervision, are discharged by the full Supervisory Board unless the Supervisory Board adopts a resolution declaring otherwise.”

§ 2

The Supervisory Board is hereby authorized to collate the unified text of the Company Articles acknowledging the amendment introduced in §1 of this resolution.

§ 3

The resolution enters into force on the date of its enactment, however the changes introduced in the Company Articles will become legally binding on the date of registration of the amended Company Articles by the appropriate court of registration.

Management Board justification concerning Resolution no. 4:

The requested change is administrative in scope and meant to align the Company Articles with the Act of 11 May 2017 on certified auditors and their self-government, entities authorized to audit financial statements and public supervision, which introduces new provisions related to the functioning of the Audit Committee.

Disclaimer:

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