

Current report no. 19/2017

Subject: Motion to extend the agenda of the Extraordinary General Meeting of Shareholders of CD PROJEKT S.A. scheduled for 11 October 2017

Legal basis: Art. 56 section 1 item 2 of the Offerings Act – current and periodic information

The Management Board of CD PROJEKT S.A. (hereafter referred to as “the Company”) announces that on 18 September 2017, pursuant to Art. 401 §1 of the Commercial Company Code, a motion was filed by a Company shareholder – Mr. Piotr Nielubowicz, requesting that the agenda of the Extraordinary General Meeting of Shareholders (hereafter referred to as “the General Meeting”) scheduled for 11 October 2017 be extended.

The motion calls for inclusion of an agenda item concerning a resolution to amend the Company Articles as follows:

“Resolution no. 4 of the Extraordinary General Meeting of Shareholders of CD PROJEKT S.A. of 11 October 2017 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.”

In justifying the motion to extend the General Meeting agenda, the proponent states that 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.

Following acceptance of the presented motion, the agenda of the Extraordinary General Meeting of Shareholders of CD PROJEKT S.A. scheduled for October 11 is as follows:

- 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.

Disclaimer:

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