

INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

To the General Meeting and Supervisory Board of CD PROJEKT S.A.

The audit report on the annual financial statements

We have audited the accompanying annual financial statements for the year ended 31 December 2017 of CD PROJEKT S.A. ('the Company') located in Warsaw at Jagiellońska 74, containing statement of financial position as at 31 December 2017, the profit and loss account, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the period from 1 January 2017 to 31 December 2017 and the clarifications regarding the separate financial statements ('the accompanying financial statements').

Responsibilities of the Company's Management and members of the Supervisory Board for the financial statements

The Company's Management is responsible for the preparation, based on properly maintained accounting records, and fair presentation of the financial statements in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations announced in the form of European Commission decrees and other applicable laws, as well as the Company's Statute. The Company's Management is also responsible for such internal control as determined is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In accordance with the Accounting Act of 29 September 1994 (the 'Accounting Act'), the Company's Management and the members of the Company's Supervisory Board are required to ensure that the accompanying financial statements meet the requirements of the Accounting Act.

Auditor's responsibility

Our objective was to express an opinion on whether the accompanying financial statements give a true and fair view¹ of the financial position and results of the operations of the Company in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations announced in the form of European Commission regulations and adopted accounting policies.

We conducted our audit of the accompanying financial statements in accordance with:

- Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight ('Act on Statutory Auditors'),

¹ Translation of the following expression in Polish is 'rzetelny i jasny obraz'.

- National Auditing Standards in the wording of the International Auditing Standards adopted by the resolution no. 2783/52/2015 of the National Council of Statutory Auditors of 10 February 2015 with subsequent amendments,
- Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (“Regulation 537/2014”).

Those regulations require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

The purpose of the audit is to obtain reasonable assurance as to whether the financial statements as a whole were prepared based on properly maintained accounting records and are free from material misstatement due to fraud or error, and to issue an independent auditor's report containing our opinion. Reasonable assurance is a high level of assurance, but it is not guarantee that an audit conducted in accordance with the above mentioned standards will always detect material misstatements. Misstatements may arise as a result of fraud or error and are considered material if it can reasonably be expected that individually or in aggregate, they could influence economic decisions of the users taken on the basis of these financial statements. The risk of not detecting a material misstatement due to fraud is higher than the risk of not recognizing a material misstatement due to an error, as fraud may involve collusion, falsification, deliberate omissions, misleading or circumventing internal control and may affect every area of law and regulation, not just this directly affecting the financial statements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the financial statements.

The scope of the audit does not include assurance on the future profitability of the audited Company nor effectiveness of conducting business matters now and in the future by the Company’s Management Board.

In accordance with International Auditing Standard 320 section 5 the concept of materiality is applied by the auditor both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor’s report. Hence all auditor’s assertions and statements contained in the auditor’s report, including those on other information or regulatory requirements, are made with the contemplation of the qualitative and quantitative materiality levels established in accordance with auditing standards and auditor’s professional judgement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. The opinion is consistent with the additional report to the audit committee issued on the date of this report.

Independence

While conducting our audit, the key certified auditor and the audit firm remained independent of the Company in accordance with the regulations of Act on Statutory Auditors, Regulation 537/2014 and principles of professional ethics adopted by resolutions of the National Council of Statutory Auditors.

Based on our best knowledge and belief, we declare that we have not provided non-audit services, that are prohibited based on article 136 of the Act on Statutory Auditors and article 5, point 1 of Regulation 537/2014, to the Company.

Appointment of the audit firm

We were appointed to audit the Company's financial statements based on the Company's Supervisory Board resolution dated 23 May 2017. We have been auditing the financial statements of the Company consecutively since the beginning of the financial year ended 31 December 2016; this is for two years.

Most significant assessed risks

In the course of our audit we have identified the below described most significant assessed risks of material misstatement (key audit matters), including due to fraud and we designed appropriate audit procedures in response to those risks. Where we considered to be relevant in order to understand the nature of the identified risk and audit procedures performed we have also included key observations arising with respect to those risks.

These matters were addressed in the context of our audit of the accompanying financial statements as a whole, and in forming our opinion thereon. Therefore we do not provide a separate opinion on these matters.

<i>description of the nature of the risk of material misstatement (key audit matters)</i>	<i>audit procedures in response to the identified risk</i>
Capitalized expenses associated with development of videogames and presentation in the financial statement <i>Why the matter is a key audit matter</i> As disclosed in note 13 to the accompanying financial statements net book value of expenditures capitalized on development projects amounted to 135 million PLN as at 31 December 2017. The Company capitalizes expenses associated with production and development of videogames incurred prior to commencement of sales or application of new technological solutions and presents them in	Audit approach In the course of the conducted audit procedures we have documented our understanding of the process related to capitalization of expenses associated with development of videogames. We have identified key controls implemented in this process and we have performed appropriate test of controls. Our audit procedures included, among others, assessment of adequacy of the development costs in relation to possibility to capitalize them as an asset, in line with requirements of IAS 38, as well as assessment of the assumptions and methodology used by the

<p>the statement of financial position as Expenditures on development projects.</p> <p>Criteria for capitalization of the incurred expenses based in IAS 38 require significant judgement of the Management to analyze the assumptions used both, in the phase of initial measurement and recognition in the accounting records as well as for the purpose of further valuation. Judgement of the Management may also have significant impact on the recognition of the production and development costs in the statement of financial position and recognition of the costs in the profit and loss account, as well as on the significant disclosures in the accompanying financial statements.</p> <p><i>Reference to the disclosure in the financial statement</i></p> <p>The Company has included in the accompanying financial statements disclosure on the net book value of recognized capitalized expenditures in the note 13 “Intangibles and expenditures on development projects”.</p>	<p>Company for the impairment testing of those assets. Additionally, we performed tests of details for the selected items from expenditures on development costs. Those procedures included random testing of the source documentation, including registration of the working time, documentation on assumptions and estimates related to economic useful life, as well as assumption that the Company will achieve future economic benefits, that can be attributable to the specified asset.</p>
<p>Recognition and presentation of the sales revenues</p> <p><i>Why the matter is a key audit matter</i></p> <p>Significant portion of the revenues from sales of products is generated by granting of the licenses for distribution of videogames and expansions.</p> <p>As presented in the profit and loss account for the year ended 31 December 2017, revenues from licensing royalties for distribution of videogames and expansions in 2017 amounted to 319 million PLN, which represent the main source of revenue presented in the accompanying financial statements. Those revenues are settled and recognized in the accounting records based on monthly or quarterly sales reports or licensing reports prepared for the Company by the distributors cooperating with the Company.</p>	<p><i>Audit approach</i></p> <p>In the course of the conducted audit procedures we documented our understanding of the process related to recognition and presentation of the sales revenues from sales of products. We also identified key controls implemented in this process and we have performed relevant tests of controls.</p> <p>Additionally, we performed tests of details for the selected transactions, i.e. test of the agreements with significant distributors of the Company focused on identification of the unusual clauses in sales contracts and assessment of the revenue recognition, reconciliation of the sales revenues to sales reports and licensing reports received from the distributors and verification of their accuracy with the sales invoices issued, as well as analytical procedures.</p>

<p>Taking into account significant value of this part of the revenues, as well as usage of information from external distributors in the process of valuation, proper recognition and presentation of the revenues from sales of products were identified as the key audit matter.</p> <p><i>Reference to the disclosure in the financial statement</i></p> <p>The Company has included in the accompanying financial statements disclosure related to value of the revenues from sales of products in Note 1 “Sales revenues”.</p>	
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Opinion

In our opinion, accompanying financial statements:

- give a true and fair view of the financial position of the Company as at 31 December 2017 and its financial performance for the year from 1 January 2017 to 31 December 2017 in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations announced in the form of regulations of the European Commission and other applicable laws and the adopted accounting policies,
- have been prepared based on properly, in accordance with chapter 2 of Accounting Act, maintained accounting records,
- are in respect of the form and content in accordance with legal regulations governing the Company and the Company’s Statute.

Report on other legal and regulatory requirements

Opinion on the Directors’ Report

Our opinion on the financial statements does not include the Directors’ Report.

The Company’s Management is responsible for preparation of the Directors’ Report in accordance with the Accounting Act and other applicable laws. In addition, the Company’s Management and members of the Company’s Supervisory Board are required to ensure that the Directors’ Report meets the requirements of the Accounting Act.

Our responsibility in accordance with the Act on Statutory Auditors was to issue an opinion on whether the Director’s Report was prepared in accordance with relevant laws and that it is consistent with the information contained in the accompanying financial statements.

Our responsibility was also to make a statement, on whether based on our knowledge about the Company and its environment obtained during the audit of the financial statements we have identified in the Director's Report any material misstatements and to indicate the nature of each of material misstatement.

In our opinion the Directors' Report was prepared in accordance with the relevant regulations and reconciles with the information derived from the accompanying financial statements. Moreover, based on our knowledge of the Company and its environment obtained during the audit of the financial statements, we have not identified material misstatements in the Directors' Report.

Opinion on the corporate governance application representation

The Company's Management and members of the Company's Supervisory Board are responsible for preparation of the representation on application of corporate governance in accordance with the applicable laws.

In connection with the conducted audit of the financial statements, our responsibility in accordance with the Act on Statutory Auditors was to issue an opinion on whether the issuer, obliged to present a representation on application of corporate governance, constituting a separate part of the Director's Report, included in the representation information required by applicable laws and whether the related information is in accordance with applicable regulations and with the information included in the accompanying financial statements.

In our opinion, in the representation on application of corporate governance, the Company has included information stipulated in paragraph 91, section 5, point 4, letter a, b, g, j, k and l of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and conditions of deeming information required by the regulations of a non-member country equal ('Regulation'). Information stipulated in paragraph 91, section 5, point 4 letter c-f, h and i of the Regulation included in the representation on application of corporate governance is in accordance with applicable laws and information included in the accompanying financial statements.

Warsaw, 22 March 2018

Key Certified Auditor

Rafał Hummel
certified auditor
No. 12455

on behalf of
Ernst & Young Audyt Polska spółka z ograniczoną
odpowiedzialnością sp. k.
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