

**Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT
S.A. convened on 23 May 2019**

The Management Board of CD PROJEKT S.A. hereby announces the draft resolutions to be considered by the Ordinary General Meeting convened on 23 May 2019. These materials can also be found on the Company website at www.cdprojekt.com.

**Resolution No. 1
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning the election of the General Meeting Chairman***

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies 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 Companies Code.

**Resolution No. 2
of 23 May 2019
of the Ordinary 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 at [] and in Current Report no. [] of [], to wit:

1. Opening of the 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. Discussion concerning the Company's managerial reports, the Company's financial statement and the consolidated financial statement for 2018.
6. Resolution concerning approval of the Company's financial statement for 2018.
7. Resolution concerning approval of the consolidated financial statement of the CD PROJEKT Capital Group for 2018.
8. Resolution concerning approval of the Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2018.
9. Resolution concerning the allocation of Company profit obtained in 2018.
10. Resolution on granting a vote of acceptance to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between 1 January and 31 December 2018.

11. Resolution on granting a vote of acceptance to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between 1 January and 31 December 2018.
12. Resolution on granting a vote of acceptance to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between 1 January and 31 December 2018.
13. Resolution on granting a vote of acceptance to Mr. Adam Badowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.
14. Resolution on granting a vote of acceptance to Mr. Michał Nowakowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.
15. Resolution on granting a vote of acceptance to Mr. Piotr Karwowski, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.
16. Resolution on granting a vote of acceptance to Mr. Oleg Klapovskiy, member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.
17. Resolution on granting a vote of acceptance to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarc, on account of the performance of her duties between 1 January and 31 December 2018.
18. Resolution on granting a vote of acceptance to Deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between 1 January and 31 December 2018.
19. Resolution on granting a vote of acceptance to Mr. Michał Bień, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.
20. Resolution on granting a vote of acceptance to Mr. Krzysztof Kilian, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.
21. Resolution on granting a vote of acceptance to Mr. Maciej Nielubowicz, member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.
22. Conclusion of the 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 is signed and validated by the General Meeting Chairman stems from § 6 of the General Meeting Regulations.

**Resolution No. 3
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Company's financial statement for 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code the General Meeting has decided the following:

The financial statement of CD PROJEKT S.A. for 2018, comprising the items listed below, is hereby approved:

1. Statement of financial position of 31 December 2018, with the balance of assets and the corresponding equity and liabilities valued at 1 045 722 683.18 PLN,
2. Profit and loss account for the period between 1 January and 31 December 2018, showing a net profit of 109 450 674.08 PLN,
3. Statement of comprehensive income for the period between 1 January and 31 December 2018 showing an aggregate net profit of 109 450 674.08 PLN,
4. Cash flow statement for the period between 1 January and 31 December 2018 showing an increase in monetary assets by 22 649 469.23 PLN,
5. Statement of changes in equity showing an increase in equity by 119 834 740.94 PLN for the period between 1 January and 31 December 2018,
6. Other supplementary information and clarifications.

§ 2

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

Management Board justification concerning Resolution no. 3:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

**Resolution No. 4
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Consolidated Financial Statement of the CD PROJEKT Capital
Group for 2018***

Pursuant to Art. 395 § 5 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The consolidated financial statement of the CD PROJEKT Capital Group for 2018, comprising the items listed below, is hereby approved:

1. Consolidated statement of financial position of 31 December 2018, with the balance of assets and the corresponding equity and liabilities valued at 1 126 837 535.82 PLN,
2. Consolidated profit and loss account for the period between 1 January and 31 December 2018, showing a net profit of 109 333 726.58 PLN,
3. Consolidated statement of comprehensive income for the period between 1 January and 31 December 2018 showing an aggregate net profit of 109 433 594.80 PLN,
4. Consolidated cash flow statement for the period between 1 January and 31 December 2018 showing an increase in monetary assets by 36 891 526.73 PLN,
5. Statement of changes in consolidated equity showing an increase in equity by 119 964 458.76 PLN for the period between 1 January and 31 December 2018,
6. Other supplementary information and clarifications.

§ 2

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

Management Board justification concerning Resolution no. 4:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 5 of the Commercial Companies Code.

**Resolution No. 5
of 23 May 2018
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the Management Board report on CD PROJEKT Capital Group and
CD PROJEKT S.A. activities for the period between 1 January and 31 December 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities for the period between 1 January and 31 December 2018 is hereby approved.

§ 2

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

Management Board justification concerning Resolution no. 5:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

**Resolution No. 6
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning allocation of Company profit for 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 2 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The General Meeting hereby decides that the net profit obtained in 2018 in the amount of 109 450 674.08 PLN (one hundred and nine million four hundred and fifty thousand six hundred and seventy-four PLN 08/100) be divided by allocating 100 926 000.00 PLN (one hundred million nine hundred and twenty-six thousand PLN) to a dividend payable to Company shareholders at a rate of 1.05 PLN (one PLN 05/100) per share and transferring the remainder, i.e. 8 524 674.08 PLN (eight million five hundred and twenty-four thousand six hundred and seventy-four PLN 08/100) to the Company's reserve capital.

§ 2

The General Meeting also decides that the dividend date shall be set to 31 May 2019 with dividend payment occurring on 13 June 2019.

§ 3

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

Management Board justification concerning Resolution no. 6:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 2 of the Commercial Companies Code.

**Resolution No. 7
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting a vote of acceptance to the President of the Management Board, Mr. Adam
Kiciński, on account of the performance of his duties between 1 January and 31 December
2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the President of the Management Board, Mr. Adam Kiciński, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 7:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 8
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting a vote of acceptance to the Vice President of the Management Board, Mr.
Marcin Iwiński, on account of the performance of his duties between 1 January and 31
December 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Vice President of the Management Board, Mr. Marcin Iwiński, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 8:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 9
of 23 May 2019**

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting a vote of acceptance to the Vice President of the Management Board, Mr. Piotr
Nielubowicz, on account of the performance of his duties between 1 January and 31
December 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to the Vice President of the Management Board, Mr. Piotr Nielubowicz, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 9:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 10
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting a vote of acceptance to Mr. Adam Badowski, Member of the Management Board,
on account of the performance of his duties between 1 January and 31 December 2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Adam Badowski, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 10:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 11
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*on granting a vote of acceptance to Mr. Michał Nowakowski, Member of the Management
Board, on account of the performance of his duties between 1 January and 31 December
2018***

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Michał Nowakowski, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 11:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 12

of 23 May 2019

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting a vote of acceptance to Mr. Piotr Karwowski, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Piotr Karwowski, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 12:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 13

of 23 May 2019

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting a vote of acceptance to Mr. Oleg Klapovskiy, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Oleg Klapovskiy, Member of the Management Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 13:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 14
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarc, on account of the performance of her duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Chairwoman of the Supervisory Board, Ms. Katarzyna Szwarc, on account of the performance of her duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 14:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 15
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to deputy Chairman of the Supervisory Board, Mr. Piotr Pałowski, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 15:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 16
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Mr. Michał Bień, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Michał Bień, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 16:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 17
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting a vote of acceptance to Mr. Krzysztof Kilian, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Krzysztof Kilian, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 17:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 19
of 23 May 2019
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw

on granting a vote of acceptance to Mr. Maciej Nielubowicz, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1

The Ordinary General Meeting hereby grants a vote of acceptance to Mr. Maciej Nielubowicz, Member of the Supervisory Board, on account of the performance of his duties between 1 January and 31 December 2018.

§ 2

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

Management Board justification concerning Resolution no. 18:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.