

## **Current report No. 6/2018**

**Subject:** Convocation of an Ordinary General Meeting

**Legal basis:** Art. 56 section 1 item 2 of the Act on Public Offering – current and periodic information

Pursuant to Art. 399 § 1 of the Commercial Companies Code (hereinafter referred to as “CCC”) the Management Board of CD PROJEKT S.A. (hereinafter referred to as “**the Company**”) hereby convenes an Ordinary General Meeting of Shareholders (hereinafter referred to as “**the General Meeting**”) which will be held on 8 May 2018 at 10 a.m. at the Company headquarters (Warsaw, Jagiellońska 74) with the following agenda:

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 2017.
6. Resolution concerning approval of the Company’s financial statement for 2017.
7. Resolution concerning approval of the consolidated financial statement of the CD PROJEKT Capital Group for 2017.
8. Resolution concerning approval of the Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2017.
9. Resolution concerning the allocation of Company profit obtained in 2017.
10. Resolution concerning the allocation of retained earnings from the preceding years.
11. 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 2017.
12. 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 2017.
13. 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 2017.
14. 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 2017.
15. 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 2017.
16. 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 2017.
17. 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 11 October and 31 December 2017.

18. 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 2017.
19. 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 2017
20. 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 2017.
21. 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 2017.
22. 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 11 October and 31 December 2017.
23. Resolution on granting a vote of acceptance to Mr. Maciej Majewski, member of the Supervisory Board, on account of the performance of his duties between 1 January and 11 October 2017.
24. Resolution concerning the compensation of Supervisory Board members who are also members of the Audit Committee.
25. Resolution concerning empowerment of the Management Board to buy back the Company's own shares, and creation of a reserve capital to facilitate said buyback.
26. Conclusion of the meeting.

### **Information for shareholders**

#### ***Eligibility to participate in the General Meeting***

The Management Board wishes to declare that, in accordance with Art. 406<sup>1</sup> of the CCC, eligibility to participate in the General Meeting is restricted to parties who will have held Company stock sixteen days prior to the date of the General Meeting, i.e. on 22 April 2018 (the date of registration for participation in the General Meeting, hereafter referred to as "**Registration Day**").

The list of holders of dematerialized shares who are entitled to participate in the General Meeting is prepared by the depository agency, namely the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) on the basis of information obtained from entities operating the shareholders' securities accounts and authorized to issue registered certificates of eligibility for participation in the General Meeting.

Requests for registered certificates of eligibility for participation in the General Meeting must be submitted to operators of securities accounts between the date of announcement of the General Meeting, i.e. 12 April 2018, and the first business day following the Registration Day, i.e. 23 April 2018.

Holders of registered shares and temporary certificates, as well as pledgees and usufructees authorized to exercise voting rights are entitled to attend the Ordinary General Meeting of Shareholders if they are entered in the register of shareholders on the Registration Day.

The list of shareholders entitled to participate in the General Meeting shall be prepared on the basis of lists provided by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.). The list of shareholders entitled to participate in the General Meeting shall be made available at the Company registered office (Warsaw, Jaiellońska 74) three weekdays prior to the General Meeting, i.e. from 4 May until 8 May 2018, between 9 a.m. and 4 p.m. Each shareholder may request the list to be delivered to him/her free of charge by submitting a valid e-mail address. Such requests should be addressed to [nwza@cdprojekt.com](mailto:nwza@cdprojekt.com).

***Selected rights of shareholders pertaining to the General Meeting***

A shareholder or shareholders representing at least 1/20 of the Company share capital may demand that certain items be placed on the General Meeting agenda. Such demands should be submitted to the Management Board of the Company no later than twenty-one days prior to the General Meeting date, i.e. by 17 April 2018. Each demand should be accompanied by a justification or draft resolution to be undertaken at the General Meeting and may be submitted in writing or electronically to [nwza@cdprojekt.com](mailto:nwza@cdprojekt.com). The Company should be notified of any demands to place additional items on the General Meeting agenda either in writing or by e-mail at [nwza@cdprojekt.com](mailto:nwza@cdprojekt.com).

While the General Meeting is in progress, any shareholder may introduce draft resolutions concerning the placement of additional items on the meeting agenda.

***Means of participation in the General Meeting and exercising voting rights***

A shareholder who is also a natural person may participate in the General Meeting and exercise voting rights personally or through a plenipotentiary. Shareholders who are not natural persons may participate in the General Meeting and exercise voting rights through persons authorized to issue declarations of intent on their behalf, or through plenipotentiaries. Each plenipotentiary should possess suitable authorization, issued in writing or electronically. Electronic authorization does not need to be accompanied by an electronic signature secured with a valid security certificate; however, the issuance of electronic authorization should be communicated to the Company by e-mail, at [nwza@cdprojekt.com](mailto:nwza@cdprojekt.com).

In order to properly authenticate the shareholder who is to be represented by a plenipotentiary the electronic authorization should contain the following attachments:

- (i) For shareholders who are natural persons – a copy of a national ID, passport or other official identification document. Additionally, shareholders who are natural persons should attach a declaration authorizing the Company to process their personal data for the purposes of authentication and assessment of the validity of the electronic authorization.
- (ii) For shareholders who are not natural persons – a copy of the relevant registration document or any other document confirming that the shareholder is authorized to nominate a plenipotentiary to represent them at the General Meeting.

In case of any doubts regarding the authenticity of the abovementioned documents, the Management Board of the Company reserves the right to demand the following documents of the plenipotentiary while the attendance list is being collated:

- (i) For shareholders who are natural persons – a notarized copy of a national ID, passport or other official document confirming the shareholder's identity;
- (ii) For shareholders who are not natural persons – a notarized copy of the shareholder's certificate of registration or of any other document confirming that the shareholder is authorized to nominate a plenipotentiary to represent them at the General Meeting.

In order to authenticate the plenipotentiary, the Management Board of the Company reserves the right to demand the following documents of the plenipotentiary while the attendance list is being collated:

- (i) For plenipotentiaries who are natural persons – a copy of a national ID, passport or other official document confirming the plenipotentiary's identity;
- (ii) For plenipotentiaries who are not natural persons – the plenipotentiary's certificate of registration or any other document confirming that the natural person (or natural persons) are authorized to represent the plenipotentiary at the General Meeting, or a copy thereof, confirmed by a registered notary or any other entity authorized to authenticate copies of official documents.

The forms mentioned in Art. 402<sup>3</sup> § 1 item 5 of the CCC enabling plenipotentiaries to exercise voting rights are available on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com).

The Company does not impose an obligation to use the abovementioned forms when granting plenipotentiary rights.

The Management Board wishes to declare that, should a shareholder nominate a plenipotentiary and provide him/her with voting instructions, the Company will make no attempt to verify whether the votes cast by the plenipotentiary remain in agreement with the shareholder's instructions. As such, voting instructions should be provided to plenipotentiaries only.

The Company Articles do not provide for remote participation in the General Meeting, making statements at the General Meeting using electronic communication tools or casting votes by electronic means.

The General Meeting regulations do not provide for casting votes by traditional mail.

#### ***General Meeting materials***

Each party entitled to participate in the General Meeting may obtain all documents which are to be submitted to the General Meeting, including draft resolutions, or, when no resolutions are foreseen, any statements of the Management Board or Supervisory Board regarding items on the General Meeting agenda or items which are to be placed on the agenda prior to the meeting. Such information will be made available on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com) and additionally at the Company registered office (Warsaw, Jagiellońska 74) between 9 a.m. and 4 p.m.

#### ***Supplementary information***

Information pertaining to the General Meeting will be published on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com). The Management Board wishes to clarify that all matters not directly addressed in this announcement are regulated by the CCC, the Company Articles and the applicable General Meeting regulations. As such, the Management Board advises all shareholders to familiarize themselves with the abovementioned documents.

Any questions or concerns related to participation in the General Meeting should be raised with the Company at +48 22 519 69 00 or by e-mail, at [nwza@cdprojekt.com](mailto:nwza@cdprojekt.com).

*Disclaimer:*

*This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. CD PROJEKT, its representatives and employees decline all responsibility in this regard.*