



**RESOLUTIONS OF THE 2018 ANNUAL GENERAL MEETING
of Graphisoft Park SE
(H-1031 Budapest, Graphisoft Park 1., Záhony u. 7.)**

held on April 26, 2017 at 10:00 am, at the registered office of the Company

Resolution No. 1/2018.04.26.

The General Meeting elects Mr Gábor BOJÁR, Chairman of the Board of Directors to be The Chairman of the annual General Meeting, held at the registered office of the Company.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 2/2018.04.26.

The General Meeting elects dr Dénes KÖLTŐ V. as Keeper of the Minutes.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 3/2018.04.26.

The General Meeting elects András Schnábel to confirm the Minutes.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*



Resolution No. 4/2018.04.26.

The General Meeting elects Gábor Kazár és András Bodor as vote counters.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 5/2018.04.26.

The General Meeting hereby approves the report made by the Board of Directors about the management, financial situation and business policies of the Company.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 6/2018.04.26.

The General Meeting hereby approves the report prepared by the Audit Committee on the (individual) annual financial statements of the Company for year 2017, prepared according to the IFRS, the consolidated annual financial statements prepared according to the IFRS, and the allocation of the profit after taxation.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*



Resolution No. 7/2018.04.26.

The General Meeting hereby approves the report prepared by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, acting as the auditor of the Company, the (individual) annual financial statements of the Company for year 2017 prepared in accordance with the IFRS, and the consolidated annual financial statements prepared in accordance with the IFRS, and the allocation of the profit after taxation.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 8/2018.04.26.

The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2017 prepared in accordance with the International Financial Reporting Standards (IFRS), audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 5,645,700 and profit after taxation of EUR 2,417,332.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 9/2018.04.26.

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2017, prepared in accordance with the International Financial Reporting Standards (IFRS) audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 103,912 thousand, and the profit after taxation of EUR 4,371 thousand.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	



Resolution No. 10/2018.04.26.

The Company pays dividend out of its profit after taxation and retained earnings. The Company pays dividend in the amount of HUF 93 for each “A” series ordinary share and HUF 31 for each “B” series employee shares.

The dividend due for shares owned by the Company shall not be paid. The Company shall regard the dividend that is payable on treasury shares as dividend to be distributed among the Company’s shareholders being entitled to dividend, in the proportion of their shares’ nominal values.

Dividend payment shall be performed according to the provisions of the Articles of Association effective at the time the present General Meeting is convened and this Resolution is passed.

The Company shall publish its detailed announcement regarding the dividend payment until May 4, 2018. Those shareholders shall be entitled to receive dividend who own the respective share on the date of the shareholder identification procedure held pursuant to the currently effective Articles of Association.

The dividend shall be paid within 15 trading days.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 11/2018.04.26.

The General Meeting hereby elects Gabor Bojar for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Gabor Bojar in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

In favour	Against	Abstentions
4.521.329	0	0
Number of shares which in respect to votes were validly cast: 4.521.329	Votes validly cast representing proportion of the share capital: 36,15 %	



Resolution No. 12/2018.04.26.

The General Meeting hereby elects Janos Kocsany for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Janos Kocsany in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

In favour	Against	Abstentions
6.365.219	0	0
Number of shares which in respect to votes were validly cast: 6.365.219	Votes validly cast representing proportion of the share capital: 50,89 %	

*

Resolution No. 13/2018.04.26.

The General Meeting hereby elects Andras Szigeti for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Andras Szigeti in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

In favour	Against	Abstentions
7.580.454	0	0
Number of shares which in respect to votes were validly cast: 7.580.454	Votes validly cast representing proportion of the share capital: 60,61 %	

*

Resolution No. 14/2018.04.26.

The General Meeting hereby elects Peter Hornung for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Peter Hornung in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.



In favour	Against	Abstentions
7.292.454	0	0
Number of shares which in respect to votes were validly cast: 7.292.454	Votes validly cast representing proportion of the share capital: 58,30 %	

*

Resolution No. 15/2018.04.26.

The General Meeting hereby elects Dr. Janos Kalman for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. Janos Kalman in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 16/2018.04.26.

The General Meeting hereby elects Dr. Gyorgy Martin-Hajdu for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. Gyorgy Martin-Hajdu in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*



Resolution No. 17/2018.04.26.

The General Meeting resolves that the Company grants discharge of liability as per Article 3:117 (1) of Act V of 2013 to the members of the Board of Directors for the year 2017, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company, and also acknowledges the activity of the Chief Executive Officer carried out for the benefit of the Company. By granting the discharge of liability, the General Meeting verifies that the members of the Board of Directors performed their work during the target period always with a view to the best interests of the Company. The Company can file a compensation claim against the executive officers for breach of their managing duties if the facts or data underlying the granting of the discharge of liability were false or insufficient.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 18/2018.04.26.

The General Meeting hereby approves the report of the Board of Directors on corporate governance, with the contents as per the motion.

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 19/2018.04.26.

Pursuant to Article 3:223(1) of Act V of 2013 on the Civil Code, the General Meeting authorises the Board of Directors, for a period of 18 months, to acquire the Company's own "A" series ordinary shares (having the nominal value of EUR 0.02 each), in such a way so that the aggregate nominal value of these acquired treasury shares may not exceed 10 (ten) % of the registered capital. In the event of onerous acquisition, the minimum amount of the consideration shall be the nominal value; the maximum amount shall not exceed the market price quoted on the stock exchange at the time of purchase + 10 (ten) %. This resolution shall repeal the General Meeting resolution no. 15/2017.04.20.



In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

*

Resolution No. 20/2018.04.26

Pursuant to the Audit Committee's recommendation the General Meeting elects BDO Magyarország Könyvvizsgáló Kft (1103 Budapest, Kőér u. 2/A, C ép., CHA registration no.: 002387), to be the Company's auditor for the period starting on the day of the General Meeting and ending on May 31, 2019.

The auditor's compensation is determined by the General Meeting at 16,000 EUR + VAT per annum (audit services covering the individual and consolidated annual reports).

In favour	Against	Abstentions
7.706.454	0	0
Number of shares which in respect to votes were validly cast: 7.706.454	Votes validly cast representing proportion of the share capital: 61,61 %	

Budapest, April 26, 2018

Graphisoft Park SE