



**RESOLUTIONS OF THE 2019 ANNUAL GENERAL MEETING  
of Graphisoft Park SE  
(H-1031 Budapest, Graphisoft Park 1., Záhony u. 7.)**

**held on April 29, 2019 at 10:00 am, at the registered office of the Company**

**Resolution No. 1/2019.04.29.**

**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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 2/2019.04.29.**

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

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 3/2019.04.29.**

**The General Meeting elects Tibor Gáthy to confirm the Minutes.**

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*



**Resolution No. 4/2019.04.29.**

**The General Meeting elects Miklós Pál Dr. Misley and Gergő Orosz as vote counters.**

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 5/2019.04.29.**

**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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 6/2019.04.29.**

**The General Meeting hereby approves the report prepared by the Audit Committee on the (individual) annual financial statements of the Company for year 2018, 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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*



**Resolution No. 7/2019.04.29.**

The General Meeting hereby approves the report prepared by BDO Magyarország Könyvvizsgáló Korlátolt Felelősségű Társaság, acting as the auditor of the Company, the (individual) annual financial statements of the Company for year 2018 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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 8/2019.04.29.**

The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2018 prepared in accordance with the International Financial Reporting Standards (IFRS), audited by BDO Magyarország Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 7,546,202 and profit after taxation of EUR 4,910,997.

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 9/2019.04.29.**

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2018, prepared in accordance with the International Financial Reporting Standards (IFRS) audited by BDO Magyarország Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 251,757 thousand, and the profit after taxation of EUR 15,083 thousand.

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	



**Resolution No. 10/2019.04.29.**

The General Meeting will vote collectively about the modification (resolution No. 11., 12., 13.) of the Articles of Association.

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 11/2019.04.29.**

The General Meeting hereby accepts the modification of article 27.A. of the Articles of Association.

**Resolution No. 12/2019.04.29.**

The General Meeting hereby accepts the modification of article 29. of the Articles of Association.

**Resolution No. 13/2019.04.29.**

The General Meeting approves the unified text of the Articles of Association of Graphisoft Park SE with the present modifications incorporated as proposed as of 29th April 2019.

collective vote:

In favour	Against	Abstentions
<b>6.758.469</b>	0	0
Number of shares which in respect to votes were validly cast: <b>6.758.469</b>	Votes validly cast representing proportion of the share capital: <b>54,03%</b>	

\*



**Resolution No. 14/2019.04.29.**

The Company pays dividend out of its profit after taxation and retained earnings. The Company pays dividend in the amount of HUF 126 for each “A” series ordinary share and HUF 42 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 3, 2019.

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 30 trading days.

In favour	Against	Abstentions
<b>8.009.247</b>	<b>0</b>	<b>0</b>
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 15/2019.04.29.**

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 2018, 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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 16/2019.04.29.**

**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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

**Resolution No. 17/2019.04.29.**

**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. 19/2018.04.26.**

In favour	Against	Abstentions
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*



**Resolution No. 18/2019.04.29.**

Pursuant to the Audit Committee’s recommendation the General Meeting re-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, 2020.

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
<b>8.009.247</b>	0	0
Number of shares which in respect to votes were validly cast: <b>8.009.247</b>	Votes validly cast representing proportion of the share capital: <b>64,03%</b>	

\*

Budapest, April 29, 2019

Graphisoft Park SE