



**SUBMISSIONS and MOTIONS FOR RESOLUTION**

**to the agenda of the 2016 Annual General Meeting of**

**Graphisoft Park SE Ingatlanfejlesztő Európai Részvénytársaság**

**(1031 Budapest, Záhony utca 7., Cg.: 01-20-000002, hereinafter as: "Company")**

The Board of Directors proposes the following submissions and motions for resolution to the agenda of the Annual General Meeting of the Company to be held on April 28, 2016.

The Company shall publish its notice on voting rights simultaneously with these motions.

**Item no. 1 of the agenda: Approval of the report made by the Board of Directors about the management, financial situation and business policies of the Company**

The business report is contained in the Annex published separately.

Motion for Resolution:

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

**Item no. 2 of the agenda: Approval of the report prepared by the Audit Committee and the report prepared by the auditor on the annual financial statements of the Company for year 2015 prepared in accordance with the Hungarian Accounting Act, the consolidated annual financial statements prepared in accordance with the IFRS, and the allocation of the profit after taxation**

The report of the Audit Committee is contained in the Annex published separately.

The auditors' reports are contained in the statements published separately.

Motion for Resolution:

*The General Meeting hereby approves the report prepared by the Audit Committee on the annual financial statements of the Company for year 2015, prepared according to the Hungarian Accounting Act, the consolidated annual financial statements prepared according to the IFRS, and the allocation of the profit after taxation.*



Motion for Resolution:

*The General Meeting hereby approves the report prepared by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, acting as the auditor of the Company, on the annual financial statements of the Company for year 2015, prepared according to the Hungarian Accounting Act, the consolidated annual financial statements prepared according to the IFRS, and the allocation of the profit after taxation.*

**Item no. 3 of the agenda: Approval of the annual financial statements of the Company for year 2015 prepared in accordance with the Hungarian Accounting Act, and the consolidated annual financial statements prepared in accordance with the IFRS**

The statements are contained in the Annex published separately.

Motion for Resolution:

*The General Meeting hereby accepts and approves the annual financial statements of the Company for year 2015 prepared in accordance with the Hungarian Accounting Act, audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 8,981,901 and profit after taxation of EUR 2,484,351.*

Motion for Resolution:

*The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2015, prepared in accordance with the International Financial Reporting Standards (IFRS) with the balance sheet total of EUR 65,874 thousand, and the profit after taxation of EUR 2,497 thousand.*

**Item no. 4 of the agenda: The proposal made by the Board of Directors regarding the allocation of the profit after taxation, decision on the allocation of the profit after taxation**

The Board of Directors proposes to the General Meeting to pay dividend out of the profit after taxation of the Company for year 2015. It proposes that the Company should pay dividend based on the EUR 2,979 thousand consolidated profit after taxation excluding the one-time write-offs, in the amount of HUF 72 for each "A" series ordinary share (a total of 10,082,598 shares) and HUF 24 for each "B" series employee shares (a total of 1,876,167 shares). The total amount of the proposed dividend is HUF 770,975,064 (amounting to EUR 2,462,235 calculated with the exchange rate 313.12 EUR/HUF effective on December 31, 2015). The proposed starting date for payment of the dividend is May 31, 2016.



Motion for Resolution:

*The Company pays dividend out of its profit after taxation. The Company pays dividend based on its EUR 2,979 thousand consolidated profit after taxation excluding the one-time write-offs, in the amount of HUF 72 for each "A" series ordinary share (a total of 10,082,598 shares) and HUF 24 for each "B" series employee shares (a total of 1,876,167 shares). The total amount of the proposed dividend is HUF 770,975,064 (amounting to EUR 2,462,235 calculated with the exchange rate 313.12 EUR/HUF effective on December 31, 2015). Taking into account the dividend payment, the profit for the year is EUR 22,116.*

*The dividend due for the 549,076 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 on May 5, 2016.*

*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, on May 12, 2016.*

*The starting date for payment of the dividend is May 31, 2016.*

**Item no. 5 of the agenda: Revision of the remuneration of the members of the Board of Directors**

The Board of Directors proposes to the General Meeting to determine the remuneration paid to the Chairman of the Board of Directors taking active part in the operative management of the Company, Mr Gábor Bojár, in HUF 600,000 per month, from June 1, 2016. The Board of Directors does not propose to change the remuneration paid to the other Board Members.

Motion for Resolution:

*The General Meeting hereby determines the remuneration of Mr Gábor Bojár, the Chairman of the Board of Directors, in gross HUF 600,000 per month, from June 1, 2016.*



**Item no. 6 of the agenda: Decision on granting discharge of liability to the members of the Board of Directors**

The Board of Directors hereby requests the General Meeting of the Company to grant discharge of liability to the members of the Board of Directors for year 2015, pursuant to paragraph (b) of Chapter 10 of the Articles of Association and Article 3:117 (1) of the Civil Code, having regard to the fact that the members of the Board of Directors performed their work always with a view to the best interests of the Company during 2015.

Motion for Resolution:

*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, 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.*

**Item no. 7 of the agenda: Decision on approval of the report of the Board of Directors on corporate governance**

The report on corporate governance has been prepared upon the Corporate Governance Recommendations of the Budapest Stock Exchange. The report is contained in a separate Annex.

Motion for Resolution:

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

**Item No. 8 of the agenda: Authorisation to acquire treasury shares**

The Board of Directors, based on the practice applied during recent years, proposes to the General Meeting to authorise the Board of Directors to acquire treasury shares.

Motion for Resolution:

*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. 14/2015.04.23.*

Budapest, March 24, 2016

Graphisoft Park SE  
Board of Directors