



SUBMISSIONS and MOTIONS FOR RESOLUTION

to the agenda of the 2017 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 20, 2017.

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 2016 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 2016, 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 2016, 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 2016 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. The Board of Directors calls to the Company's shareholders' attention that out of the EUR 10,924,936 profit after taxation 8,376,832 EUR is the share valuation difference relating to the demerger within the Group; which did not result in increased income tax liability, as it is considered a preferred (intra-group) transaction without actual cash transfer. Profit after taxation without valuation difference is 2,548,104 EUR.

Motion for Resolution:

The General Meeting hereby accepts and approves the annual financial statements of the Company for year 2016 prepared in accordance with the Hungarian Accounting Act, audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 15,061,617 and profit after taxation of EUR 10,924,936.

Motion for Resolution:

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2016, prepared in accordance with the International Financial Reporting Standards (IFRS) with the balance sheet total of EUR 79,669 thousand, and the profit after taxation of EUR 3,061 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 2016. It proposes that the Company should pay dividend based on the EUR 3,172 thousand consolidated profit after taxation excluding the one-time write-offs (3,061 thousand EUR consolidated profit after taxation increased by the result of the one-time write-offs of 111 thousand EUR), in the amount of HUF 78 for each "A" series ordinary share (a total of 10,082,598 shares) and HUF 26 for each "B" series employee shares (a total of 1,876,167 shares). The total amount of the proposed dividend is HUF 835,222,986 (amounting to EUR 2,685,432 calculated on the December 31, 2016 exchange rate). The proposed deadline for payment of the dividend is June 30, 2017.

Motion for Resolution:

The Company pays dividend out of its profit after taxation. The Company pays dividend based on its EUR 3,061 thousand consolidated profit after taxation, in the amount of HUF 78 for each "A"



series ordinary share (a total of 10,082,598 shares) and HUF 26 for each "B" series employee shares (a total of 1,876,167 shares). The total amount of the proposed dividend is HUF 835,222,986 (amounting to EUR 2,685,432 calculated on the exchange rate of 311.02 EUR/HUF effective on December 31, 2016).

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 April 28, 2017.

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 15, 2017.

The dividend shall be paid between the dates of May 22 and June 30 of 2017.

Item no. 5 of the agenda: Election and determination of the remuneration of a member of the Board of Directors

The Board of Directors proposes to the General Meeting to elect Mr. Peter Hornung to be a member of the Board of Directors. Mr. Peter Hornung qualifies as an independent member.

Motion for Resolution:

The General Meeting hereby elects Peter Hornung to be a member of the Board of Directors from this day until May 31, 2018, or if the 2018 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.

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 2016, 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 2016.



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 for the year 2016, 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: Election and determination of the remuneration of the Company's auditor

The Audit Committee submitted its proposal relating to the election and determination of the remuneration of the Company's auditor pursuant to Section 19.1. (b) of the Articles of Association. The Board of Directors unanimously agrees with the proposal and submits the following Motion for Resolution before the General Meeting.

Motion for Resolution:

Pursuant to the Audit Committee's recommendation the General Meeting elects Ernst & Young Könyvvizsgáló Kft (registered office: 1132 Budapest, Váci út 20., company reg. no.: 01-09-267553, tax ID no.: 10907836-2-41, CHA reg. no.: 001165), to be the Company's auditor for the period starting on the day of the General Meeting and ending on May 31, 2018.

The auditor's compensation is determined by the General Meeting at 22,000 EUR + VAT per annum (audit services covering the individual and consolidated annual reports).



Personally responsible registered auditor appointed by the auditor as a legal entity is Ágnes Bodócsy (mother's maiden name: Dr. Mária Illés, address: 1116 Budapest, Bezdán utca 25., CHA membership no.: MKVK 007117).

Item No. 9 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. 14/2016.04.28.

Budapest, March 20, 2017

Graphisoft Park SE
Board of Directors