



SUBMISSIONS and MOTIONS FOR RESOLUTION

to the agenda of the 2019 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 29, 2019.

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 (individual) annual financial statements of the Company for year 2018 prepared in accordance with the IFRS, 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 (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.

Motion for Resolution:

The General Meeting hereby approves the report prepared by BDO Magyarország Könyvvizsgáló Korlátolt Felelősségű Társaság, acting as the auditor of the Company, 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.

Item no. 3 of the agenda: Approval of 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

The statements are contained in the Annex published separately.

Motion for Resolution:

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.

Motion for Resolution:

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.

Item no. 4 of the agenda: Decision on the modification of the Articles of Association

The Board of Directors, according to the changes of the law on regulated real estate investment companies in 2018, proposes the following modifications of the Articles of Association.

Changes are always highlighted by using **bold** text, where ~~strikethrough~~ means deletion and *italics* means newly added elements.

The motion for resolution contains the current wording followed by the newly proposed wording under the “**replaced by**” remark

Modification of article 27.A. of the Articles of Association

27.A For as long the Company is operating under the designation of regulated real estate investment company, throughout the duration of operating under such designation or in its preincorporation phase the Company shall pay dividend at least in the amount of the expected dividend within 15 trading days from the approval of its financial report. In case the Company’s liquid funds are less than the amount of expected dividend, then the Company shall pay 90% of its liquid funds in dividends. The meaning of expected dividend and liquid funds are defined in the prevailing legislation on regulated real estate investment companies.

27.A Amennyiben a Társaság szabályozott ingatlanbefektetési társaságként, vagy szabályozott ingatlanbefektetési elővállalkozásként működik, úgy ezen működés ideje alatt a Társaság a számviteli beszámoló jóváhagyását követő 15 kereskedési napon belül legalább az elvárt osztaléknak megfelelő mértékű osztalékot fizet, azzal, hogy abban az esetben, ha a szabályozott ingatlanbefektetési társaság szabad pénzeszközeinek összege nem éri el az elvárt osztalék összegét, akkor a szabad pénzeszközök összegének legalább 90%-át fizeti ki osztalékként. Az elvárt osztalék és a szabad pénzeszköz fogalmát a szabályozott

ingatlanbefektetési társaságokról szóló mindenkori jogszabály határozza meg

replaced by

27.A For as long the Company is operating under the designation of regulated real estate investment company, throughout the duration of operating under such designation or in its preincorporation phase **the management in its proposal to the annual general meeting shall propose the approval of at least the amount of the expected dividend and in case of acceptance** the Company shall pay dividend at least in the amount of the expected dividend within **15 30** trading days from the approval of its financial report. In case the Company's liquid funds are less than the amount of expected dividend, then the **Company management** shall **propose to pay at least** 90% of its liquid funds in dividends. The meaning of expected dividend and liquid funds are defined in the prevailing legislation on regulated real estate investment companies.

27.A. Amennyiben a Társaság szabályozott ingatlanbefektetési társaságként, vagy szabályozott ingatlanbefektetési elővállalkozásként működik, úgy ezen működés ideje alatt **az ügyvezetés előterjesztésében, az éves rendes közgyűlésen legalább az elvárt osztaléknak megfelelő mértékű osztalék jóváhagyására tesz javaslatot, amelynek elfogadása esetén** a Társaság a számviteli beszámoló jóváhagyását követő **15 30** kereskedési napon belül legalább az elvárt osztaléknak megfelelő mértékű osztalékot fizet, azzal, hogy abban az esetben, ha a szabályozott ingatlanbefektetési társaság szabad pénzeszközeinek összege nem éri el az elvárt osztalék összegét, akkor **az ügyvezetés** a szabad pénzeszközök összegének legalább 90%-át **javasolja fizeti ki** osztalékként **kifizetni**. Az elvárt osztalék és a szabad pénzeszköz fogalmát a szabályozott ingatlanbefektetési társaságokról szóló mindenkori jogszabály határozza meg.

Motion for resolution:

The General Meeting approves the modification of article 27.A. of the Articles of Association as proposed.

Modification of article 29. of the Articles of Association

29 The first day of the payment of dividend shall be the 21st working day following the Annual General Meeting declaring the dividend, except if the General Meeting decides on a later commencement date or dates. At least 10 working days must pass between the first publication by the Company specifying the amount of dividend payable per share and the first day of payment of dividend by the Company.

29. Az osztalékfizetés kezdőnapja az osztalékot megállapító évi rendes közgyűlés napját követő 21. munkanap, kivéve, ha a közgyűlés e célból későbbi időpontot vagy időpontokat állapít meg. A Társaság által fizetendő osztalék mértékét tartalmazó közlemény első megjelenése és az osztalékfizetés kezdő napja között legalább 10 munkanapnak kell eltelnie.

replaced by

29 The first day of the payment of dividend shall be the 21st working day following the Annual General Meeting declaring the dividend, except if the General Meeting **in accordance with the governing laws and present articles** decides on **a later other** commencement date or dates. At least 10 working days must pass between the first publication by the Company specifying the amount of dividend payable per share and the first day of payment of dividend by the Company.

29. Az osztalékfizetés kezdőnapja az osztalékot megállapító évi rendes közgyűlés napját követő 21. munkanap, kivéve, ha a közgyűlés e célból **a mindenkori jogszabályokkal és jelen Alapszabállyal összhangban későbbi más** időpontot vagy időpontokat állapít meg. A Társaság által fizetendő osztalék mértékét tartalmazó közlemény első megjelenése és az osztalékfizetés kezdő napja között legalább 10 munkanapnak kell eltelnie

Motion for resolution:

The General Meeting approves the modification of article 29. of the Articles of Association as proposed.



Unified text of the Articles of Association of Graphisoft Park SE with the present modifications incorporated

The unified text of the Articles of Association of Graphisoft Park SE with the present modifications incorporated is presented in a separate attachment.

Motion for resolution:

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.

Item no. 5 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 2018. It proposes that the Company should pay dividend in the amount of HUF 126 for each "A" series ordinary share and HUF 42 for each "B" series employee shares. The dividend shall be paid within 30 trading days-

Motion for Resolution:

The Company pays dividend out of its profit after taxation. 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.



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 2018, 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 2018.

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 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.

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. 19/2018.04.26.

Item no. 9 of the agenda: Election and determination of the remuneration of the Company's auditor

The Audit Committee submitted its proposal relating to the re-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 acts based on the Audit Committee's proposal, does not intend to depart from it, based on the report the following Motion for Resolution is submitted to the General Meeting.

Motion for Resolution:

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).

Budapest, March 22, 2019

Graphisoft Park SE
Board of Directors