



## SUBMISSIONS and MOTIONS FOR RESOLUTION

**to the agenda of the 2020. Annual General Meeting of  
Graphisoft Park SE Ingatlanfejlesztő Európai Részvénytársaság  
(Graphisoft Park SE Real Estate Development European Company Limited by Shares)  
(1031 Budapest, Záhony utca 7., Reg.: 01-20-000002, hereinafter „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 30, 2020.

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 the year 2019 prepared in accordance with the IFRS, on the consolidated annual financial statements prepared in accordance with the IFRS, and on 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 2019, 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 2019, 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 report on the (individual) annual financial statements of the Company for year 2019 prepared in accordance with the IFRS, the consolidated annual financial statements prepared in accordance with the IFRS**

The financial 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 2019 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 7,989,474, and the profit after taxation of EUR 4,386,816.*

Motion for resolution:

*The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2019, 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 299,225 thousand and the profit after taxation of EUR 16,330 thousand.*

**Item no. 4 of the agenda: Advisory vote on the Act LXVII. of 2019. compliant Remuneration Policy; decision on the prolongation of the Management Share Option Plan, decision on the amendment of the Articles of Association in relation to this**

The Board of Directors proposes to the General Meeting to support the annexed Remuneration Policy, also the prolongation and modification of the Management Share Option Plan, given that it has fully achieved its original objectives, it has accomplished the incentive for those senior executive employees who participated in the Management Share Option Plan.

The unified text of the draft of the Management Share Option Plan and its Modification no. 1 is separately published.

Motion for resolution:

*The General Meeting hereby approves the Remuneration Policy of the Company as proposed.*

Motion for resolution:

*The General Meeting hereby modifies its resolution no. 6/2014.07.21., so that the authorization shall be effective for 5 - five - years from the passing of this resolution.*

*The General Meeting hereby modifies the Management Share Option Plan as follows:*

*The General Meeting annuls the provisions of Section 3. of the Management Share Option Plan, approved by resolution no. 5/2014.07.21., and hereby replace Section 3 with the following provisions.*



### 3. Number of Management Shares

*The maximum number of Management Shares may be 15% of the share capital of the Company. In case of a change in the share capital of the Company, the Management Shares over the number of 15% of the share capital shall be revoked by the Company.*

*The General Meeting annuls the provisions of Section 5. of the Management Share Option Plan, approved by resolution no. 5/2014.07.21., and hereby replace Section 5 with the following provisions.*

### 5. Duration of Management Share Option Plan

*The Management Share Option Plan is implemented for indefinite term.*

Given the modification of the Management Share Option Plan the Board of Directors proposes the following amendments 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.

#### Amendment of article 6.5 of the Articles of Association

6.5 Issuance of and other arrangements related to class “B” shares are within the discretion of the Board of Directors by resolution 6/2014.07.21 of the General Meeting. Detailed rules governing these shares are contained in the Management Share Option Plan, approved by resolution 5/2014.07.21 of the General Meeting.

6.5 A „B” sorozatú dolgozói részvények kibocsátására és ezen részvényekkel kapcsolatos intézkedésekre a Társaság Igazgatótanácsa jogosult, a 6/2014.07.21-es számú közgyűlési határozat alapján. Ezen részvényekre vonatkozó részletes rendelkezéseket a Társaság 5/2014.07.21-es számú közgyűlési határozatával elfogadott Vezetői Részvény Program tartalmazza.

#### replaced by

6.5 Issuance of and other arrangements related to class “B” shares are within the discretion of the Board of Directors by resolution 6/2014.07.21 of the General Meeting. Detailed rules governing these shares are contained in the Management Share Option Plan (*together with amendments thereto*), approved by resolution 5/2014.07.21 of the General Meeting.

6.5 A „B” sorozatú dolgozói részvények kibocsátására és ezen részvényekkel kapcsolatos intézkedésekre a Társaság Igazgatótanácsa jogosult, a 6/2014.07.21-es számú közgyűlési határozat alapján. Ezen részvényekre vonatkozó részletes rendelkezéseket a Társaság 5/2014.07.21-es számú közgyűlési határozatával elfogadott Vezetői Részvény Program (*ideértve annak mindenkori módosításait*) tartalmazza.

#### Motion for resolution:

*The General Meeting hereby approves the amendment of the article 6.5 of the Articles of Association as proposed.*

#### Amendment of article 8.1.B of the Articles of Association

8.1.B Class “B” employee shares are transferable only between the Company and its management position employees as defined in the Management Share Option Plan approved by resolution 5/2014.07.21 of the General Meeting.

8.1.B A Társaság „B” sorozatú dolgozói részvényei csak a Társaság és a Társaság vezető állású munkavállalói között ruházhatóak át, az 5/2014.07.21. számú közgyűlési határozattal elfogadott Vezetői Részvény Programban meghatározottak szerint.

#### replaced by

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8.1.B A Társaság „B” sorozatú dolgozói részvényei csak a Társaság és a Társaság vezető állású munkavállalói között

Management Share Option Plan (*together with amendments thereto*) approved by resolution 5/2014.07.21 of the General Meeting

ruházhatóak át, az 5/2014.07.21. számú közgyűlési határozattal elfogadott Vezetői Részvény Programban (*ideértve annak mindenkori módosításaiban*) meghatározottak szerint.

**Motion for resolution:**

*The General Meeting hereby approves the amendment of the article 8.1.B of the Articles of Association as proposed.*

**Amendment of article 13.8 of the Articles of Association**

13.8 Class “B” employee shares – besides the matters specified in 13.5 – shall have no voting rights in General Meeting resolutions concerning the employee shares or the Management Share Option Plan approved by resolution 5/2014.07.21 of the General Meeting – except the matter of giving consent to a General Meeting resolution affecting the holders of the Management Shares’ as employee shares’ shareholder rights detrimentally as regulated in Article 3:277 of the Civil Code.

13.8 A „B” sorozatú dolgozói részvények – a 13.5. pont szerinti eseteken kívül – nem rendelkeznek szavazati joggal a dolgozói részvényeket, vagy az 5/2014.07.21-es közgyűlési határozattal elfogadott Vezetői Részvény Programot érintő közgyűlési döntéseknél sem – kivéve a Ptk 3:277 § szerinti, a Vezetői Részvényekhez, mint dolgozói részvénytörzshoz kapcsolódó jogokat hátrányosan módosító közgyűlési határozathoz történő hozzájárulás kérdését.

**replaced by**

13.8 Class “B” employee shares – besides the matters specified in 13.5 – shall have no voting rights in General Meeting resolutions concerning the employee shares or the Management Share Option Plan (*together with amendments thereto*) approved by resolution 5/2014.07.21 of the General Meeting – except the matter of giving consent to a General Meeting resolution affecting the holders of the Management Shares’ as employee shares’ shareholder rights detrimentally as regulated in Article 3:277 of the Civil Code.

13.8 A „B” sorozatú dolgozói részvények – a 13.5. pont szerinti eseteken kívül – nem rendelkeznek szavazati joggal a dolgozói részvényeket, vagy az 5/2014.07.21-es közgyűlési határozattal elfogadott Vezetői Részvény Programot (*ideértve annak mindenkori módosításait*) érintő közgyűlési döntéseknél sem – kivéve a Ptk 3:277 § szerinti, a Vezetői Részvényekhez, mint dolgozói részvénytörzshoz kapcsolódó jogokat hátrányosan módosító közgyűlési határozathoz történő hozzájárulás kérdését.

**Motion for resolution:**

*The General Meeting hereby approves the amendment of the article 13.8 of the Articles of Association as proposed.*

**Amendment of article 13.9 of the Articles of Association**

13.9 Class “B” employee shares will be retired in case an offeror – or a consortium of offerors as allowed and regulated by the laws governing capital markets in force then – acquires the simple majority of ordinary shares through a public purchase offer and the opinion of the Board of Directors regarding the purchase offer (see 8.5) contains recommendation for the acceptance of that offer. The employee shares will be retired without the Board of Directors’ recommendation to accept the offer in case the offer price in the public purchase offers exceeds by a minimum of 15% the Real Net Asset Value, as defined in the Management Share Option Plan approved by resolution 5/2014.07.21 of the General Meeting.

13.9. A „B” sorozatú dolgozói részvények bevonásra kerülnek, ha a Társaságban, mint céltársaságban, nyilvános vételi ajánlat útján egy ajánlattevő, vagy a mindenkori tőkepiaci törvények által engedélyezett és szabályozott ajánlattevői konzorcium, megszerzi a törzsrészvények egyszerű többségét és a Társaság Igazgatóságának a vételi ajánlattal kapcsolatos véleménye (ld. 8.5 pont) a vételi ajánlat elfogadására irányuló javaslatot tartalmaz. A dolgozói részvények az Igazgatóság vételi ajánlat elfogadására irányuló javaslata nélkül is bevonásra kerülnek, amennyiben a nyilvános vételi ajánlat szerinti felvásárlási ár minimum 15%-al meghaladja az 5/2014.07.21-es közgyűlési határozattal elfogadott Vezetői Részvény Programban definiált Valós Nettó Eszközértéket.

replaced by

13.9 Class “B” employee shares will be retired in case an offeror – or a consortium of offerors as allowed and regulated by the laws governing capital markets in force then – acquires the simple majority of ordinary shares through a public purchase offer and the opinion of the Board of Directors regarding the purchase offer (see 8.5) contains recommendation for the acceptance of that offer. The employee shares will be retired without the Board of Directors’ recommendation to accept the offer in case the offer price in the public purchase offers exceeds by a minimum of 15% the Real Net Asset Value, as defined in the Management Share Option Plan (*together with amendments thereto*) approved by resolution 5/2014.07.21 of the General Meeting.

13.9. A „B” sorozatú dolgozói részvények bevonásra kerülnek, ha a Társaságban, mint céltársaságban, nyilvános vételi ajánlat útján egy ajánlattevő, vagy a mindenkori tőkepiaci törvények által engedélyezett és szabályozott ajánlattevői konzorcium, megszerzi a töbzsészvények egyszerű többségét és a Társaság Igazgatótanácsának a vételi ajánlattal kapcsolatos véleménye (ld. 8.5 pont) a vételi ajánlat elfogadására irányuló javaslatot tartalmaz. A dolgozói részvények az Igazgatótanács vételi ajánlat elfogadására irányuló javaslata nélkül is bevonásra kerülnek, amennyiben a nyilvános vételi ajánlat szerinti felvásárlási ár minimum 15%-al meghaladja az 5/2014.07.21-es közgyűlési határozattal elfogadott Vezetői Részvény Programban (*ideértve annak mindenkori módosításaiban*) definiált Valós Nettó Eszközértéket.

Motion for resolution:

*The General Meeting hereby approves the amendment of the article 13.9 of the Articles of Association as proposed.*

The Board of Directors proposes to the General Meeting to accept and approve the unified text of Articles of Association of Graphisoft Park SE with the present amendments incorporated.

The unified text of Articles of Association of Graphisoft Park SE with the present amendments incorporated is separately published.

Motion for resolution:

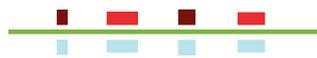
*The General Meeting approves the unified text of the Articles of Association of Graphisoft Park SE with the present amendments made on April 30, 2020, incorporated as proposed.*

### **Item no. 5 of the agenda: The Board of Directors’ proposal 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 and retained earnings of the Company for year 2019. The Board of Directors proposes that the Company should pay dividend in the amount of 2.98 EUR out of the 16,330 thousand EUR consolidated profit after taxation and retained earnings of the Company for each of the 10,082,598 “A” series ordinary shares. The forint amount of the dividend shall be determined based on the average exchange rate set by MNB (Hungarian National Bank) that apply on the working day preceding the General Meeting.

The Board of Directors proposes to the General Meeting that the Company should pay dividend in the total amount of EUR 183,958.- EUR after all “B” series employee shares. The forint amount of the dividend shall be determined based on the average exchange rate set by MNB (Hungarian National Bank) that apply on the working day preceding the General Meeting.

The proposed day that the dividend shall be paid is within 30 trading days of the acceptance of the motion.



Motion for resolution:

*The Company pays dividend out of its profit after taxation and retained earnings of 2019. The Company pays dividend in the amount of 2.98 EUR out of the 16,330 thousand EUR consolidated profit after taxation and retained earnings of the Company for each of the 10,082,598 "A" series ordinary shares. The euro currency amount of the dividend shall be determined based on the average exchange rate set by MNB (Hungarian National Bank) that apply on the working day preceeding the General Meeting.*

*The Company pays dividend in the total amount of EUR 183,958 after "B" series employee shares. The euro currency amount of the dividend shall be determined based on the average exchange rate set by MNB (Hungarian National Bank) that apply on the working day preceeding the General Meeting.*

*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 8<sup>th</sup> May 2020.*

*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 2019, 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 2019.

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 2019, 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 evaluated 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, published separately.

Motion for resolution:

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

**Item no. 8 of the agenda: Modification of remuneration of the members of the Board of Directors and the Audit Committee**

The Board of Directors proposes to the General Meeting to modify the remuneration of the members of the Board of Directors and the Audit Committee, and proposes to determine the remuneration of the members of the Board of Directors at 1,000.- EUR per month, while the remuneration of the chairman of the Board of Directors at 2,000.- EUR per month, also the remuneration of the chairman of the Audit Committee at 1,500.- EUR per month.

Motion for resolution:

*The General Meeting determines the remuneration of Gabor Bojar as the chairman of the Board of Directors in gross 2,000.- EUR per month from May 1, 2020.*

Motion for resolution:

*The General Meeting determines the remuneration of Janos Kocsany as member of the Board of Directors in gross 1,000.- EUR per month from May 1, 2020.*

Motion for resolution:

*The General Meeting determines the remuneration of Andras Szigeti as member of the Board of Directors in gross 1,000.- EUR per month from May 1, 2020.*

Motion for resolution:



*The General Meeting determines the remuneration of Peter Hornung as member of the Board of Directors and member of the Audit Committee in gross 1,000.- EUR per month from May 1, 2020.*

Motion for resolution:

*The General Meeting determines the remuneration of Dr. Janos Kalman as member of the Board of Directors and chairman of the Audit Committee in gross 1,500.- EUR per month from May 1, 2020.*

Motion for resolution:

*The General Meeting determines the remuneration of Dr. Gyorgy Martin-Hajdu as member of the Board of Directors and member of the Audit Committee in gross 1,000.- EUR per month from May 1, 2020.*

**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 remuneration of the Company's auditor pursuant to Section 19.1 (b) of the Articles of Association. The Board of Directors proposes to act based on the Audit Committee's proposal, does not intend to depart from it, and based on the report the following Motion for Resolution is submitted to the General Meeting.

Motion for resolution:

*Based on the Audit Committee's recommendation the General Meeting elects BDO Magyarország Könyvvizsgáló Kft. (1103 Budapest, Kőér u. 2/A, C ép., CHA reg. no.: 002387) as the Company's auditor for 2 years starting on the day of the General Meeting.*

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

**Item no. 10 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:

*The General Meeting annuls the resolution no. 5/2020.03.02. 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) %.*

Budapest, March 19, 2020.

Graphisoft Park SE  
Board of Directors