



**POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING OF THE YEAR
2020**

I, the undersigned,

NAME/COMPANY NAME:
 ADDRESS/SEAT:
 EMAIL ADDRESS:

acting as a shareholder of Graphisoft Park SE Real Estate Development European Company Limited by Shares (1031 Budapest, Záhony utca 7., company registration number: 01-20-000002, hereinafter referred to as: Company) registered in the Register of Shares, hereby

authorize

the permanent legal representative of the Company, dr. Dénes Mihály Költő (place and date of birth: Budapest, 26th October, 1979., address: Margaréta utca 17. mfszt. 1., 1126 Budapest) to

provide my representation as follows at the General Meeting convened on 30th April, 2020, at the registered seat of the company with the following votes on my behalf

Option „A”

I would like to give the proxy a general, summary power of attorney. The proxy shall cast the following votes for each motion for resolution:

YES	NO	ABSTENTION
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Option „B”

I do not intend to give the proxy a general, summary power of attorney, the proxy shall vote as follows on the following 23 decisions.

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

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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



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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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



Motion for resolution:

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

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

Motion for resolution:

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

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

Motion for resolution:

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

Voting instruction given to the proxy:		
YES	NO	ABSTENTION



Motion for resolution:

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

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

Motion for resolution:

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

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 30th April, 2020, incorporated as proposed.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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 8th 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.



Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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 1st May, 2020.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 1st May, 2020.



Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 1st May, 2020.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 1st May, 2020.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 1st May, 2020.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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 1st May, 2020.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

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

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).

Voting instruction given to the proxy:		
YES	NO	ABSTENTION



10. Authorisation 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) %.

Voting instruction given to the proxy:		
YES	NO	ABSTENTION

The proxy shall be free to elect the officers of the General Meeting.

This power of attorney shall be valid only for the General Meeting of the Company to be held on the above mentioned date, however, its validity shall also cover for the continuation of the general meeting possibly suspended and also for the reconvened general meeting if it is repeated due to lack of quorum.

..... 2020, Budapest

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Principal

Witnessed by:

Witness No. 1.

Name: _____

Address: _____

Signature: _____

Witness No. 2.

Name: _____

Address: _____

Signature: _____

Please sign each page of the power of attorney. Please send your power of attorney by post to Graphisoft Park SE (1031 Budapest, Záhony utca 7.) and, if possible, also via email to announcements@graphisoftpark.com.



Information

The power of attorney shall be submitted to the Company in the form of a public document or a private document representing conclusive evidence.

In case of natural persons, the shareholders need to verify their identity by sufficient and reliable proof. In case of non-natural person shareholders, the representation rights of the persons signing the POA or of the persons acting at the general meeting on behalf of the non-natural person shareholders shall have to be verified by a document issued by the authentic public registration body, not older than 30 days (for example both an extract from the Companies Register and a specimen of signature, together, not older than 30 days) or by a notarial deed.

The deeds issued abroad must be presented in a certified form, in compliance with the laws governing the certification and legalization of documents issued abroad. The documents can be issued in Hungarian or English. A certified Hungarian or English translation has to be attached of any documents issued in other languages.

The president and member of the Board of Directors or the auditor of the Company cannot be appointed as representative of the shareholder.

The securities intermediary registered in the share register, as the shareholder's proxy (nominee) may act on behalf of the shareholder according to the provisions of Act CXX of 2001 on the Capital Market.