



**RESOLUTIONS OF THE 2017 ANNUAL GENERAL MEETING
of Graphisoft Park SE
(H-1031 Budapest, Graphisoft Park 1., Záhony u. 7.)**

held on April 20, 2017 at 10:00 am, at the registered office of the Company

Resolution No. 1/2017.04.20.

The General Meeting elects Mr Gábor BOJÁR, Chairman of the Board of Directors to be The Chairman of the 2016 General Meeting, held at the registered office of the Company.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*

Resolution No. 2/2017.04.20.

The General Meeting elects dr Dénes KÖLTŐ V. as Keeper of the Minutes.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*

Resolution No. 3/2017.04.20.

The General Meeting elects Mr András SZIGETI to confirm the Minutes.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*



Resolution No. 4/2017.04.20.

The General Meeting elects Mr Péter HORNUNG and Mr László SPARING as vote counters.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*

Resolution No. 5/2017.04.20.

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

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Resolution No. 6/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*



Resolution No. 7/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*

Resolution No. 8/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Resolution No. 9/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	



Resolution No. 10/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Resolution No. 11/2017.04.20.

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.

In favour	Against	Abstentions
8.189.549	0	414.000
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	



Resolution No. 12/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

*

Resolution No. 13/2017.04.20.

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

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Resolution No. 14/2017.04.20.

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).

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Resolution No. 15/2017.04.20.

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.

In favour	Against	Abstentions
8.603.549	0	0
Number of shares which in respect to votes were validly cast: 8.603.549	Votes validly cast representing proportion of the share capital: 68,79 %	

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Budapest, April 20, 2017

Graphisoft Park SE