



SUBMISSIONS and MOTIONS FOR RESOLUTION

to the agenda of the 2018 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 26, 2018.

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 2017 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 2017, 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 Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, acting as the auditor of the Company, on the (individual) annual financial statements of the Company for year 2017, 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 2017 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 2017 prepared in accordance with the International Financial Reporting Standards (IFRS), audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 5,645,700 and profit after taxation of EUR 2,417,332.

Motion for Resolution:

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2017, prepared in accordance with the International Financial Reporting Standards (IFRS) audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 103,912 thousand, and the profit after taxation of EUR 4,371 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 2017 and of its retained earnings. It proposes that the Company should pay dividend in the amount of HUF 93 for each "A" series ordinary share and HUF 31 for each "B" series employee shares. The dividend shall be paid within 15 trading days

The Board of Directors inform the shareholders, that the Company - a regulated real estate investment company and owner of the subsidiaries holding the real estate property - is obliged by law to pay out at least 90 percent of Graphisoft Park SE's profit in its individual report, if available free cash allows for it. The source of the Company's profit in any given year is the dividends from the subsidiaries, which are based on the subsidiaries' profits from the previous year, therefore the dividend payment after the Company's 2017 profit is derived from the 2016 profits of the subsidiaries. According to these rules, the Company would be obliged to pay a dividend significantly lower than proposed however, the Board of Directors proposes to pay out around 80 percent of the consolidated profit achieved from ordinary activities in 2017, in line with the Company's previous practices.



Motion for Resolution:

The Company pays dividend out of its profit after taxation and retained earnings. The Company pays dividend in the amount of HUF 93 for each "A" series ordinary share and HUF 31 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 4, 2018.

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 15 trading days.

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 re-elect Gabor Bojar, Peter Hornung, Janos Kocsany, Dr. Janos Kalman and Dr. Gyorgy Martin-Hajdu for members of the Board of Directors for 4 years; and to elect Peter Hornung, Dr. Janos Kalman and Dr. Gyorgy Martin-Hajdu for members of the Audit Committee. Remuneration for BoD members is proposed at 300,000 HUF per month, while the remuneration for chairman of the BoD at 600,000 HUF per month.

Motion for Resolution:

The General Meeting hereby elects Gabor Bojar for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Gabor Bojar in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

Motion for Resolution:

The General Meeting hereby elects Janos Kocsany for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Janos Kocsany in gross HUF 300,000 per month;



if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

Motion for Resolution:

The General Meeting hereby elects Andras Szigeti for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Andras Szigeti in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

Motion for Resolution:

The General Meeting hereby elects Peter Hornung for member of the Board of Directors from this day until May 31, 2022, or if the 2022 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; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

Motion for Resolution:

The General Meeting hereby elects Dr. Janos Kalman for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. Janos Kalman in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 per month.

Motion for Resolution:

The General Meeting hereby elects Dr. Gyorgy Martin-Hajdu for member of the Board of Directors from this day until May 31, 2022, or if the 2022 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. Gyorgy Martin-Hajdu in gross HUF 300,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross HUF 600,000 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 2017, 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 2017.

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 2017, 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 proposal contained 2 alternatives with reasons supporting the election of one. 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 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, 2019.

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).

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. 15/2017.04.20.

Budapest, March 22, 2018

Graphisoft Park SE
Board of Directors