GRAPHISOFTPARK

SUBMISSIONS and MOTIONS FOR RESOLUTION

to the agenda of the 2022. 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 21, 2022.

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 2021 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 2021, 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 2021, 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 2021 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.

<u>Motion for resolution:</u>

The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2021 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 11,309,222 and the profit after taxation of EUR 3,083,122 (profit).

<u>Motion for resolution:</u>

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2021, 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 239,994 thousand and the profit after taxation of EUR 11,042 thousand (profit).

Item no. 4 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 for year 2021, taking into account the available liquid funds. The Board of Directors proposes that the Company should pay dividend in the amount of 0,43 EUR that is 43 eurocents for each of the outstanding 10,082,598 "A" series ordinary shares.

The Board of Directors proposes to the General Meeting that the Company should pay dividend in the total amount of EUR 268,917 after all "B" series employee shares.

The amount of the dividend in HUF is determined on the day of the General Meeting at the exchange rate at which the account-managing financial institution of Graphisoft Park SE purchases the euro from the Company.

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

<u>Motion for resolution:</u>

The Company pays dividend out of the profit after taxation for year 2021, taking into account the available liquid funds. The Company pays dividend in the amount of 0,43 EUR, that is 43 eurocents for each of the outstanding 10,082,598 "A" series ordinary shares.

The Company pays dividend in the total amount of EUR 268,917 after "B" series employee shares.

The amount of the dividend in HUF is determined on the day of the General Meeting at the exchange rate at which the account-managing financial institution of Graphisoft Park SE purchases the euro from the Company.

The dividend due for shares owned by the Company (treasury shares) 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 28th April 2022.

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.

Dividend will be paid within 30 trading days.

Item no. 5 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 2021, pursuant to paragraph (d) 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 2021.

The Board of Directors further requests the General Meeting of the Company that, since the Board of Directors did not grant itself the discharge of liability for the financial years 2019 and 2020 under the epidemic provisions, the General Meeting now retroactively grants its recognition that the members of the Board of Directors have performed their work in 2019 and 2020 with a view to the best interests of the Company.

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 **Gábor Bojár** for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

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 **János Kocsány** for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. The discharge of liability also includes the discharge of the CEO from liability for labour law. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

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 **Dr. János Kálmán** for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

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 ***András Szigeti*** *for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

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 ***Péter Hornung*** *for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

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 ***Dr. György Martin-Hajdu*** *for the year 2021, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. By granting the discharge of liability, the General Meeting verifies that the named person performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.*

Motion for resolution:

The General Meeting resolves that the Company considers the management activities of Gábor Bojár, János Kocsány, Dr. János Kálmán, András Szigeti, Péter Hornung and Dr. György Martin-Hajdu, as the members of the Board of Directors of the Company in the financial years 2019 and 2020 to be adequate and, by passing present resolution, hereby issues a declaration equivalent to the release of discharge of liability provided for in Article 3:117 (1) of Act V of 2013. By granting the declaration, the General Meeting verifies that each of the named persons has performed his 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 his managing duties, if the facts or data underlying the granting of the discharge of liability were false or insufficient.

Item no. 6 of the agenda: Decision on approval of the report 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 proposal.

Item no. 7 of the agenda: Election and determination of the remuneration of the members of the Board of Directors and the Audit Committee

The Board of Directors proposes to the General Meeting to re-elect Gábor Bojár, Péter Hornung, János Kocsány, Dr. János Kálmán, György Martin-Hajdu and András Szigeti for members of the Board of Directors for 4 years; and to elect Péter Hornung, Dr. János Kálmán and Dr. György Martin-Hajdu for members of the Audit Committee. The Board of Directors proposes to the General Meeting that the remuneration of the Chairman of the Board of Directors be set at EUR 2,000 gross per month, the remuneration of the Chairman of the Audit Committee at EUR 1,500 gross per month and the remuneration of the other members of the Board of Directors at EUR 1,000 gross per month.

Motion for Resolution:

The General Meeting hereby elects Gábor Bojár for member of the Board of Directors from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Gabor Bojár in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month.

Motion for Resolution:

The General Meeting hereby elects János Kocsány for member of the Board of Directors from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of János Kocsány in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month.

Motion for Resolution:

The General Meeting hereby elects András Szigeti for member of the Board of Directors from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of András Szigeti in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month.

Motion for Resolution:

The General Meeting hereby elects Péter Hornung for member of the Board of Directors and the Audit Committee from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Péter Hornung in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month, or if the member gets elected for the position of the chairman of the Audit Committee, then in gross EUR 1,500 per month.

<u>Motion for Resolution:</u>

The General Meeting hereby elects Dr. János Kálmán for member of the Board of Directors and the Audit Committee from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. János Kálmán in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month, or if the member gets elected for the position of the chairman of the Audit Committee, then in gross EUR 1,500 per month.

<u>Motion for Resolution:</u>

The General Meeting hereby elects Dr. György Martin-Hajdu for member of the Board of Directors and the Audit Committee from this day until May 31, 2026, or if the 2026 General Meeting is called earlier, then until that day. The General meeting determines the remuneration of Dr. György Martin-Hajdu in gross EUR 1,000 per month; if the member gets elected for the position of the chairman of the Board of Directors, then in gross EUR 2,000 per month, or if the member gets elected for the position of the chairman of the Audit Committee, then in gross EUR 1,500 per month.

Item no. 8 of the agenda: Change the content of employee shares and decide on the necessary amendments to the Management Share Option Plan and the Articles of Association

The Board of Directors considers it important that a greater number of senior employees who play an outstanding role in the management and success of the Company receive dividend-type income, as this will increase the loyalty of senior employees. To allow additional executives to benefit from the 1,876,167 employee shares, the Board of Directors proposes to increase the dividend rate of one-third (1/3) to one-two (1/2) of the employee share. The entitlement to the changed dividend rate will first be considered for the payment of dividends after the financial year 2022. At the same time, the Board of Directors intends to repurchase one third of the employee shares currently held by the Chief Executive Officer and the Chief Financial Officer, should the General Meeting of Shareholders adopt this resolution. Consequently, the ratio of the amount of the dividend on the employee shares held by the CEO and the CFO to the dividend paid on the ordinary shares will remain unchanged. The change in the entitlement to employee shares affects the Articles of Association and the Management Share Option Plan.

<u>Motion for Resolution:</u>

The General Meeting decides to increase the dividend rate of one-third to one-two of the Company's employee share.

<u>Motion for Resolution:</u>

The General Meeting adopts the amendment to point 6.1.B of the Articles of Association as proposed, as follows.

In all cases, **bold text** indicates a change, ~~**strikethrough**~~ indicates a deletion, and ***italics*** indicate the addition of a new element.

<u>Amendment of point 6.1.B of the Articles of Association</u>

<u>instead of</u>

6.1.B 1.876.167 (i.e. one million eight hundred seventy six thousand and one hundred sixty seven) dematerialized registered class "B"	6.1.B 1.876.167 db, azaz egymillió-nyolcszázhetvenhatezer-százhatvanhét darab, egyenként 0.02 Euro azaz kettő eurocent

employee shares of €0.02 (i.e. two cents) nominal (face) value. Class B shares are entitled to one-third (reduced) dividend as per their nominal (face) value.	névértékű „B" sorozatú dolgozói részvényből áll. A B sorozatú részvények egyharmad (csökkentett) mértékű osztalékra jogosítanak.

as follows

6.1.B 1.876.167 (i.e. one million eight hundred seventy six thousand and one hundred sixty seven) dematerialized registered class "B" employee shares of €0.02 (i.e. two cents) nominal (face) value. Class B shares are entitled to ~~one-third~~ **half** (reduced) dividend ~~**as per their nominal (face) value**~~.	6.1.B 1.876.167 db, azaz egymillió-nyolcszázhetvenhatezer-százhatvanhét darab, egyenként 0.02 Euro azaz kettő eurocent névértékű „B" sorozatú dolgozói részvényből áll. A B sorozatú részvények ~~**egyharmad**~~**egyketted** (csökkentett) mértékű osztalékra jogosítanak.

Motion for Resolution:

The General Meeting amends point 10 (a) of the Management Share Option Plan as follows and adopts it as the Management Share Option Plan No. 2 as amended to a unified structure:

In all cases, **bold text** indicates a change, ~~**strikethrough**~~ indicates a deletion, and ***italics*** indicate the addition of a new element.

Amendment to point 10(a) of the Management Share Option Plan:

instead of

The Management Shares entitle to a dividend equal to (reduced) one-third to their nominal value.

as follows

The Management Shares entitle to a dividend equal to (reduced) one-~~**third**~~ ***two***[3] to their nominal value.

3: The entitlement to the changed dividend rate will first be taken into account for the payment of the dividend after the financial year 2022

Item no. 9 of the agenda: Authorisation to acquire own shares

In accordance with the practice of previous years, the Board of Directors proposes to the General Meeting to authorise the Board of Directors to acquire own shares.

Motion for Resolution:

Pursuant to Article 3:223 (1) of Act V of 2013 (Civil Code), The General Meeting authorises the Board of Directors, for a period of 18 months, to acquire a maximum number of own ordinary shares of Series A (with a nominal value of EUR 0.02), up to a maximum of 10 (ten) % of the registered capital. In the event of acquisition in return for payment, the minimum consideration shall be the nominal value; the maximum consideration shall not exceed the amount which exceeds the market price quoted on the stock exchange at the time of purchase by more than 10 (ten) %.

Item no. 10 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 Ernst & Young Könyvvizsgáló Kft. (1132 Budapest, Váci út 20., CHA registration no.: 001165), to be the Company's auditor for the period starting on the day of the General Meeting and ending on May 31, 2024.

The General Meeting proposes to set the auditor's remuneration at EUR 14,800 + VAT for the year 2022 and EUR 14,800 + VAT for the year 2023, increased by the HICP index of 1 January 2023.

Item no. 11 of the agenda: **Adoption of the Articles of Association of the Company in a unified structure**

Motion for Resolution:

The General Meeting approves the Articles of Association of Graphisoft Park SE in a unified structure as amended on April 21, 2022, as proposed.

Budapest, March 21, 2022.

Graphisoft Park SE
Board of Directors