



RESOLUTIONS OF THE 2022 ANNUAL GENERAL MEETING

of Graphisoft Park SE

(H-1031 Budapest, Graphisoft Park 1., Záhony u. 7.)

held on April 21, 2022 at 10:00 am, at the registered office of the Company

Resolution No. 1/2022.04.21.

The General Meeting elects Mr János KOCSÁNY, CEO to be The Chairman of the annual General Meeting, held at the registered office of the Company.

In favour	Against	Abstentions
7.074.599	0	0
Number of shares which in respect to votes were validly cast: 7.074.599 pcs		Votes validly cast representing proportion of the share capital: 56,56 %

Resolution No. 2/2022.04.21.

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

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 3/2022.04.21.

The General Meeting elects László SPARING to confirm the Minutes.

In favour	Against	Abstentions
8.336.241	0	0
Number of shares which in respect to votes were validly cast: 8.336.241 pcs		Votes validly cast representing proportion of the share capital: 66,65 %

Resolution No. 4/2022.04.21.

The General Meeting elects Ildikó FARKAS and Sándor BIHARI as vote counters.

In favour	Against	Abstentions
8.058.527	0	0
Number of shares which in respect to votes were validly cast: 8.058.527 pcs		Votes validly cast representing proportion of the share capital: 64,43 %

Resolution No. 5/2022.04.21.

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
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 6/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 7/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 8/2022.04.21.

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).

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 9/2022.04.21.

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).

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 10/2022.04.21.

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 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 exchange rate for today: 372.3 HUF/EUR, therefore the Company pays HUF 160 for each of the outstanding ordinary shares.

The Company pays dividend in the total amount of EUR 268,917 after "B" series employee shares, which is a total amount of HUF 100,117,799.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 11/2022.04.21.

*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.*

In favour	Against	Abstentions
6.864.750	0	0
Number of shares which in respect to votes were validly cast: 6.864.750 pcs		Votes validly cast representing proportion of the share capital: 54,88 %

Resolution No. 12/2022.04.21.

*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.*

In favour	Against	Abstentions
7.074.599	0	0
Number of shares which in respect to votes were validly cast: 7.074.599 pcs		Votes validly cast representing proportion of the share capital: 56,56 %

Resolution No. 13/2022.04.21.

*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.*

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 14/2022.04.21.

*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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 15/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 16/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 17/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 18/2022.04.21.

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

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 19/2022.04.21.

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 Gábor 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.

In favour	Against	Abstentions
6.864.750	0	0
Number of shares which in respect to votes were validly cast: 6.864.750 pcs	Votes validly cast representing proportion of the share capital: 54,88 %	

Resolution No. 20/2022.04.21.

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.

In favour	Against	Abstentions
7.074.599	0	0
Number of shares which in respect to votes were validly cast: 7.074.599 pcs	Votes validly cast representing proportion of the share capital: 56,56 %	

Resolution No. 21/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 22/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 23/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 24/2022.04.21.

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.



In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %

Resolution No. 25/2022.04.21.

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

In favour	Against	Abstentions
6.648.821	24.887	0
Number of shares which in respect to votes were validly cast: 6.673.708 pcs		Votes validly cast representing proportion of the share capital: 53,37 %

Resolution No. 26/2022.04.21.

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.

Amendment of point 6.1.B of the Articles of Association

instead of

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 (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 (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~~**egyharmadegyketted** (csökkentett) mértékű osztalékra jogosítanak.

In favour	Against	Abstentions
6.648.821	24.887	0
Number of shares which in respect to votes were validly cast: 6.673.708 pcs		Votes validly cast representing proportion of the share capital: 53,37 %

Resolution No. 27/2022.04.21.

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} 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

In favour	Against	Abstentions
6.648.821	24.887	0
Number of shares which in respect to votes were validly cast: 6.673.708 pcs		Votes validly cast representing proportion of the share capital: 53,37 %

Resolution No. 28/2022.04.21.

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) %.

In favour	Against	Abstentions
8.524.988	24.887	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs		Votes validly cast representing proportion of the share capital: 68,36 %



Resolution No. 29/2022.04.21.

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.

In favour	Against	Abstentions
8.549.875	0	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Resolution No. 30/2022.04.21.

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

In favour	Against	Abstentions
8.524.988	24.887	0
Number of shares which in respect to votes were validly cast: 8.549.875 pcs	Votes validly cast representing proportion of the share capital: 68,36 %	

Budapest, 21st April, 2022

Graphisoft Park SE