GRAPHISOFTPARK

SUBMISSIONS and MOTIONS FOR RESOLUTION

to the agenda of the 2025. 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 29, 2025.

The Company shall publish its notice on voting rights simultaneously with these motions.

Agenda items for the General Meeting:

1) Approval of the report made by the Board of Directors about the management, financial situation, and business policies of the Company;

2) 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 2024 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;

3) Approval of the (individual) annual financial statements of the Company for year 2024 prepared in accordance with the IFRS, and the consolidated annual financial statements prepared in accordance with the IFRS;

4) The Board of Directors' proposal regarding the allocation of the profit after taxation, decision on the allocation of the profit after taxation;

5) Decision on granting discharge of liability to the members of the Board of Directors;

6) Decision on approval of the report on corporate governance;

7) Opinion vote on the remuneration report and remuneration policy of the Company pursuant to Act LXVII of 2019 on the promotion of long-term shareholder involvement and the amendment of certain Acts for the purposes of legal harmonisation;

8) Authorisation to acquire own shares;

9) Amendment to the Articles of Association

10) Other

Submissions and motions for resolution

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 2024 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 2024, 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 audit 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 2024, 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 2024 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. The file published in the single electronic reporting format is 5299006ETW1JYNUWJC79-2024-12-31-0-hu.zip.

Motion for resolution:

The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2024 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 11,879.434 and the profit after taxation of EUR 7,347,347 (profit).

Motion for resolution:

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2024, 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 245,441 thousand and the profit after taxation of EUR 17,082 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 that, in accordance with the Company's established practice, the dividend be paid on the basis of the so-called "pro forma" profit (EUR 7,961 thousand), calculated using depreciation that appropriately reflects renovation costs instead of changes in the market value of the properties.

The Board of Directors proposes that the Company pay a **dividend of EUR 0.71 per share, that is seventy-one euro cents, in euros on the 10,082,598 outstanding series "A" ordinary shares**.

The Board of Directors further proposes to the General Meeting that the Company pay a **dividend of EUR 0.355 per share, that is thirty-five and a half euro cents, on the series "B" employee shares**, amounting to a total of EUR 412,941 on the 1,163,213 issued employee shares.

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 2024, taking into account the available liquid funds. The Company pays dividend in the amount of 0,71 EUR, that is seventy one eurocents for each of the outstanding 10,082,598 "A" series ordinary shares. The dividend shall be paid in EUR.

The Company will pay a dividend of EUR 0.355 per share on the series "B" employee shares, amounting to a total of EUR 412,941 on the 1,163,213 issued employee shares.

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 15th May 2025.

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 2024, 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 2024.

<u>Motion for resolution:</u>

The General Meeting resolves that the Company grants discharge of liability as per Article 3:117 (1) of Act V of 2013 to ***Gábor Zoltán Bojár*** *for the year 2024, 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 2024, 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 Miklós Kálmán*** *for the year 2024, 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 2024, 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 József Hornung*** *for the year 2024, 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 2024, 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 **Ildikó Mária Farkas** for the year 2024, 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.*

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: Opinion vote on the remuneration report and remuneration policy of the Company pursuant to Act LXVII of 2019 on the promotion of long-term shareholder involvement and the amendment of certain Acts for the purposes of legal harmonisation

Remuneration Report: The Remuneration Report is published in a separate annex.

Motion for Resolution:

The General Meeting hereby approves the Remuneration Report of the Company for the financial year 2024 pursuant to Act LXVII of 2019, with the content as per the proposal.

Remuneration Policy**:** The Board of Directors proposes that the currently effective Remuneration Guidelines be adopted without any changes as the Company's remuneration policy. In the opinion of the Board of Directors, the existing Remuneration Guidelines function effectively and appropriately; the incentive system for the management efficiently supports the long-term and sustainable increase in the Company's value, thereby ensuring a close alignment between management and shareholder interests. Therefore, no amendments to the Remuneration Guidelines are deemed necessary.

Motion for Resolution:

The General Meeting hereby approves the Remuneration Guidelines of the Company with the content as per the proposal, without any changes.

Item no. 8 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 25 (twenty-five) % 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. 9 of the agenda: Amendment to the Articles of Association

The Board of Directors proposes the amendment of the Company's Articles of Association due to changes in the applicable legal regulations. On the one hand, it proposes to update the Company's principal activity in accordance with the new classification system (TEÁOR '25) effective from 1 January 2025. On the other hand, due to the amendments of the Capital Market Act, it proposes to expand the responsibilities of the Audit Committee as set out in the Articles of Association.

Amendment of point 4 of the Articles of Association: The Board of Directors proposes the amendment of point 4 of the Articles of Association in light of the changes in the TEÁOR classification regulations.

Motion for Resolution:

The General Meeting approves the amendment of point 4 of the Articles of Association as follows.

4. The activities of the Company are as follows (according to TEAOR categories):	**4. A Társaság tevékenységi köre (TEÁOR szerint):**
68.20 Renting and operating of own ***or leased*** real estate (main business activity) ***68.11*** Buying and selling of own real estate ***68.32*** ~~*Management of*~~ ***Other*** real estate ***activities*** on a fee or contract basis ***81.10*** Combined facilities support activities ***64.21*** ~~*Asset management*~~ ***Activities of holding companies***	***68.20*** Saját tulajdonú***, bérelt*** ingatlan bérbeadása, üzemeltetése (Főtevékenység) ***68.11*** Saját tulajdonú ingatlan adásvétele ***68.32*** ~~*Ingatlankezelés*~~ ***Egyéb ingatlanügynöki, -kezelési szolgáltatás*** ***81.10*** Építményüzemeltetés ***64.21*** Vagyonkezelés ***(holding)***
For as long as the Company is operating as a regulated real estate investment company, throughout the duration of such operation the Company shall only carry out those activities that are permitted under the applicable laws governing regulated real estate investment companies.	***Amennyiben a Társaság szabályozott ingatlanbefektetési társaságként működik, úgy ezen működés ideje alatt Társaság csak a szabályozott ingatlanbefektetési társaságokról szóló mindenkori jogszabály szerint meghatározott tevékenységeket végzi.***

Amendment of point 19 of the Articles of Association: The Board of Directors proposes the amendment of point 19 of the Articles of Association due to the amendment of the Capital Market Act effective as of 9 October 2024.

Motion for Resolution:

The General Meeting approves the amendment of point 19.1 of the Articles of Association as follows.

19.1 The Audit Committee shall be responsible for: (a) the annual audit report required under the Accounting Act; (b) advising on the appointment and remuneration of the accountant; (c) drafting the contract to be concluded with the auditor; (d) assessment of the operation of the financial reporting system and advising on the necessary arrangements;	19.1 Az Audit Bizottság hatáskörébe tartozik: (a) a számviteli törvény szerinti éves beszámoló véleményezése; (b) javaslattétel a könyvvizsgáló személyére, díjazására; (c) a Társaság könyvvizsgálójával kötendő szerződés előkészítése; (d) a pénzügyi beszámolási rendszer működésének értékelése és javaslattétel a szükséges intézkedések megtételére;

(e) assisting the Board of Directors with monitoring of the financial reporting system;
(f) other duties as stipulated by these Articles of Association and the law.***;***
(g) reviewing and monitoring the independence of the auditor;
(h) monitoring the Company's internal audit and risk management systems, and the effectiveness of internal audits affecting financial and sustainability reporting, and making recommendations if necessary;
(i) informing the General Meeting of the results of statutory audit activities and the assurance services related to the sustainability report.

(e) az Igazgatótanács munkájának segítése a pénzügyi beszámolási rendszer megfelelő ellenőrzése érdekében;
(f) a jogszabályokban és a jelen Alapszabályban előírt egyéb feladatainak ellátása.***;***
(g) a könyvvizsgáló függetlenségének felülvizsgálata és figyelemmel kísérése;
(h) a Társaság belső ellenőrzési, kockázatkezelési rendszereinek, a pénzügyi és a fenntarthatósági beszámolását befolyásoló belső ellenőrzések hatékonyságának figyelemmel kísérése és szükség esetén ajánlások megfogalmazása;
(i) a Közgyűlés tájékoztatása a jogszabályi kötelezettségen alapuló könyvvizsgálói tevékenység és a fenntarthatósági jelentésre vonatkozó bizonyosság nyújtására irányuló tevékenység eredményéről.

Consolidated Articles of Association: In line with the above amendments, the Board of Directors proposes the adoption of the consolidated Articles of Association as set out in the submission.

Motion for Resolution:

The General Meeting approves the consolidated Articles of Association, incorporating the amendments, in accordance with the content of the submissions.

Item no. 10 of the agenda: **Others**

There is no proposed decision for this item.

Budapest, March 26th 2025.

Graphisoft Park SE
Board of Directors