



**RESOLUTIONS OF THE 2016 ANNUAL GENERAL MEETING
of Graphisoft Park SE
(H-1031 Budapest, Graphisoft Park 1., Záhony u. 7.)**

held on April 28, 2016 at 10:00 am, at the registered office of the Company

Resolution No. 1/2016.04.28.

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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 2/2016.04.28.

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

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

*

Resolution No. 3/2016.04.28.

The General Meeting elects Mr Tibor GÁTHY to confirm the Minutes.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 4/2016.04.28.

The General Meeting elects Mr András SZIGETI and Mr Miklós HUBA as vote counters.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

*

Resolution No. 5/2016.04.28.

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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

*

Resolution No. 6/2016.04.28.

The General Meeting hereby approves the report prepared by the Audit Committee on the annual financial statements of the Company for year 2015, 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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

*



Resolution No. 7/2016.04.28.

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 2015, 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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

*

Resolution No. 8/2016.04.28.

The General Meeting hereby accepts and approves the annual financial statements of the Company for year 2015 prepared in accordance with the Hungarian Accounting Act, audited by Ernst & Young Könyvvizsgáló Korlátolt Felelősségű Társaság, with the balance sheet total of EUR 8.981.901 and profit after taxation of EUR 2.484.351.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 9/2016.04.28.

The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2015, prepared in accordance with the International Financial Reporting Standards (IFRS) with the balance sheet total of EUR 65.874 thousand, and the profit after taxation of EUR 2.497 thousand.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	



Resolution No. 10/2016.04.28.

The Company pays dividend out of its profit after taxation. The Company pays dividend based on its EUR 2,979 thousand consolidated profit after taxation excluding the one-time write-offs, in the amount of HUF 72 for each "A" series ordinary share (a total of 10,082,598 shares) and HUF 24 for each "B" series employee shares (a total of 1,876,167 shares). The total amount of the proposed dividend is HUF 770,975,064 (amounting to EUR 2,462,235 calculated with the exchange rate 313.12 EUR/HUF effective on December 31, 2015). Taking into account the dividend payment, the profit for the year is EUR 22,116.

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 May 5, 2016.

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 12, 2016.

The starting date for payment of the dividend is May 31, 2016.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 11/2016.04.28.

The General Meeting hereby determines the remuneration of Mr Gábor BOJÁR, the Chairman of the Board of Directors, in gross HUF 600,000 per month, from June 1, 2016.

In favour	Against	Abstentions
5,265,012	0	0
Number of shares which in respect to votes were validly cast: 5,265,012	Votes validly cast representing proportion of the share capital: 42.09 %	



Resolution No. 12/2016.04.28.

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, 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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 13/2016.04.28.

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
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Resolution No. 14/2016.04.28.

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. 14/2015.04.23.

In favour	Against	Abstentions
8,450,137	0	0
Number of shares which in respect to votes were validly cast: 8,450,137	Votes validly cast representing proportion of the share capital: 67.56 %	

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Budapest, April 28, 2016

Graphisoft Park SE