



## SUBMISSIONS and MOTIONS FOR RESOLUTION

### to the agenda of the 2023. 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 28, 2023.

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 2022 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 2022 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 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) Election of a member of the Board of Directors and determination of her remuneration;
- 9) Authorisation to acquire own shares;
- 10) Report from the Board of Directors on the experience to date with the EUR share subscription.

#### **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 2022 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 2022, 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 2022, 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 2022 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 5299006ETW1JYNUWJC79-2022-12-31-hu.zip.

Motion for resolution:

*The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2022 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 11,448,354 and the profit after taxation of EUR 4,470,788 (profit).*

Motion for resolution:

*The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2022, 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 249,152 thousand and the profit after taxation of EUR 8,786 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 in forint, out of the profit after taxation for year 2022, taking into account the available liquid funds. The Board of Directors proposes that the Company should pay dividend in the amount of 0,54 EUR that is fifty-four 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 305,995 after all "B" series employee shares.

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

Motion for resolution:

*The Company pays dividend out of the profit after taxation for year 2022, taking into account the available liquid funds. The Company pays dividend in the amount of 0,54 EUR, that is fifty-four eurocents for each of the outstanding 10.082.598 "A" series ordinary shares. The dividend shall be paid in HUF.*

*The Company pays dividend in the total amount of EUR 305,995 after "B" series 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 15<sup>th</sup> May 2023.*

*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 2022, 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 2022.

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 2022, 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 2022, 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 2022, 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 2022, 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 2022, 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 2022, 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 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**

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 2022 pursuant to Act LXVII of 2019, with the content as per the proposal.*

**Agenda item 8: Election of a member of the Board of Directors and determination of her remuneration**

The Board of Directors proposes to the General Meeting to elect Ms. Ildikó Farkas, the Company's Chief Financial Officer, as a member of the Board of Directors. The Board of Directors proposes to the General Meeting to set the remuneration of Ms. Ildikó Farkas at the same level as of the other board members and to set the expiry of the term of her appointment at the same time as the term of appointment of the other board members.

Motion for Resolution:

*The General Meeting elects Ms. Ildikó Farkas as a member of the Board of Directors from today until 31 May 2026, or until the date of the ordinary General Meeting of 2026, if it is held earlier. The General Meeting determines the remuneration of Ms. Ildikó Farkas at EUR 1,000 gross per month or, if she is elected Chairman of the Board of Directors, at EUR 2,000 gross per month.*

**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 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. 10 of the agenda: Report from the Board of Directors on the experience to date with the EUR share subscription.**

The Board of Directors wishes to report on the practical knowledge gained to date on the EUR share subscription.

There is no proposed decision for this item.

Budapest, March 27, 2023.

Graphisoft Park SE  
Board of Directors