



**Resolutions of the Board of Directors
of Graphisoft Park SE
(H-1031 Budapest, Graphisoft Park 1., Záhony utca 7.,)
held on 30th April 2020 at 12:00 am**

The Company's Board of Directors acting in the authority of the General Meeting adopted the following resolutions - based on the Government of Hungary issued Decree No. 102/2020. (IV.10.) on 10th April 2020, on different provisions for the operation of personal and property associations in the event of state of emergency.

All members of the Board of Directors attended the meeting, further the Company's Financial Director and Permanent Legal Representative were present. The meeting was held via electronic communication and it was recorded.

The agenda of the meeting was the same as the agenda included in the invitation to the General Meeting published on 19th March 2020.

In terms of content, the Board of Directors adopted resolutions in all cases in accordance with the submissions published on 19th March 2020, except for the issue of the granting discharge of liability under Item no. 6 of the agenda, in which case it did not take a decision. The Company also publishes the materials approved by the resolutions.

Resolution No. 1/2020.04.30.

The Chairman of the meeting of the Company's Board of Directors, to be held on 30th April 2020, via an electronic communication device, is the Chairman of the Board of Directors, Gábor Bojár.

In favour	Against	Abstentions
6	0	0

Resolution No. 2/2020.04.30.

The keeper of the Minutes of the meeting of the Board of Directors is dr. Dénes Költő V.

In favour	Against	Abstentions
6	0	0

Resolution No. 3/2020.04.30.

The Minutes confirm by dr. János Kálmán, Chairman of the Audit Committee and shareholder and András Szigeti, member of the Board of Directors and shareholder representative.

In favour	Against	Abstentions
6	0	0



Resolution No. 4/2020.04.30.

The Board of Directors 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
6	0	0

Resolution No. 5/2020.04.30.

The Board of Directors hereby approves the report prepared by the Audit Committee on the (individual) annual financial statements of the Company for year 2019, 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
6	0	0

Resolution No. 6/2020.04.30.

The Board of Directors 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 2019, 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
6	0	0

Resolution No. 7/2020.04.30.

The Board of Directors hereby accepts and approves the (individual) annual financial statements of the Company for year 2019 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 7,989,474, and the profit after taxation of EUR 4,386,816.

In favour	Against	Abstentions
6	0	0



Resolution No. 8/2020.04.30.

The Board of Directors hereby accepts and approves the consolidated annual financial statements of the Company for year 2019, 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 299,225 thousand and the profit after taxation of EUR 16,330 thousand.

In favour	Against	Abstentions
6	0	0

Resolution No. 9/2020.04.30.

The Board of Directors hereby approves the Remuneration Policy of the Company as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 10/2020.04.30.

The Board of Directors hereby modifies its resolution no. 6/2014.07.21., so that the authorization shall be effective for 5 - five - years from the passing of this resolution.

The Board of Directors hereby modifies the Management Share Option Plan as follows:

The Board of Directors annuls the provisions of Section 3. of the Management Share Option Plan, approved by resolution no. 5/2014.07.21., and hereby replace Section 3 with the following provisions.

3. Number of Management Shares

The maximum number of Management Shares may be 15% of the share capital of the Company. In case of a change in the share capital of the Company, the Management Shares over the number of 15% of the share capital shall be revoked by the Company.

The Board of Directors annuls the provisions of Section 5. of the Management Share Option Plan, approved by resolution no. 5/2014.07.21., and hereby replace Section 3 with the following provisions.

5. Duration of Management Share Option Plan

The Management Share Option Plan is implemented for indefinite term.

In favour	Against	Abstentions
6	0	0



Resolution No. 11/2020.04.30.

The Board of Directors hereby approves the amendment of the article 6.5 of the Articles of Association as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 12/2020.04.30.

The Board of Directors hereby approves the amendment of the article 8.1.B of the Articles of Association as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 13/2020.04.30.

The Board of Directors hereby approves the amendment of the article 13.8 of the Articles of Association as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 14/2020.04.30.

The Board of Directors hereby approves the amendment of the article 13.9 of the Articles of Association as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 15/2020.04.30.

The Board of Directors approves the unified text of the Articles of Association of Graphisoft Park SE with the present amendments made on 30th April 2020, incorporated as proposed.

In favour	Against	Abstentions
6	0	0

Resolution No. 16/2020.04.30.

The Company pays dividend out of its profit after taxation, its retained earnings and dividends declared by its subsidiaries until the balance sheet preparation date. The Company pays dividend in the amount of 1.060 HUF individual profit after taxation and retained earnings of the Company for each of the 10.082.598 “A” series ordinary shares.



The Company pays dividend in the total amount of 65.439.379 HUF after “B” series employee shares.

The dividend due for 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 General Meeting replaced by the present meeting is convened and this Resolution is passed.

The Company shall publish its detailed announcement regarding the dividend payment until 8th May 2020.

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.

Scheduled date of dividend payment: 8th June 2020.

In favour	Against	Abstentions
6	0	0

Resolution No. 17/2020.04.30.

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

In favour	Against	Abstentions
6	0	0

Resolution No. 18/2020.04.30.

The Board of Directors determines the remuneration of Gabor Bojar as the chairman of the Board of Directors in gross 2.000.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1

Resolution No. 19/2020.04.30.

The Board of Directors determines the remuneration of Janos Kocsany as member of the Board of Directors in gross 1.000.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1



Resolution No. 20/2020.04.30.

The Board of Directors determines the remuneration of Andras Szigeti as member of the Board of Directors in gross 1.000.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1

Resolution No. 21/2020.04.30.

The Board of Directors determines the remuneration of Peter Hornung as member of the Board of Directors and member of the Audit Committee in gross 1.000.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1

Resolution No. 22/2020.04.30.

The Board of Directors determines the remuneration of Dr. Janos Kalman as member of the Board of Directors and chairman of the Audit Committee in gross 1.500.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1

Resolution No. 23/2020.04.30.

The Board of Directors determines the remuneration of Dr. Gyorgy Martin-Hajdu as member of the Board of Directors and member of the Audit Committee in gross 1.000.- EUR per month from 1st May 2020.

In favour	Against	Abstentions
5	0	1

Resolution No. 24/2020.04.30.

Based on the Audit Committee's recommendation the Board of Directors elects BDO Magyarország Könyvvizsgáló Kft. (1103 Budapest, Kőér u. 2/A, C ép., CHA reg. no.: 002387) as the Company's auditor for 2 years starting on the day of this resolution, at the latest the day of 31st May 2022.

The Board of Directors determines the auditor's compensation in the annual amount of 16,000 EUR + VAT (audit services covering the individual and consolidated annual reports).

In favour	Against	Abstentions
6	0	0



Resolution No. 25/2020.04.30.

The Board of Directors annuls the resolution no. 5/2020.03.02. Pursuant to Article 3:223(1) of Act V of 2013 on the Civil Code, the Board of Directors 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) %.

In favour	Against	Abstentions
6	0	0

INFORMATION ON THE REMEDY

According to the Decree no. 102/2020. the Shareholders may challenge the above resolutions of the Board of Directors as follows. Those who jointly hold at least 1 per cent of the voting rights in the Company are entitled to request the convocation of the General Meeting

- by 31st May 2020 for the subsequent approval of the resolution concerning the annual report and the allocation of the after-tax profits;
- by the forfeit deadline of the time period of 30 days after the cessation of the state of emergency, for the subsequent approval of the resolutions concerning all other items; or after the date of 3rd October 2020, on the forthcoming annual General Meeting.

Failure to meet this deadline (including the case where the shareholder's request is not delivered to the Company by the last day of the deadline) means that the above shareholder's right will be lost.

The above initiated General Meeting shall be held after the cessation of the state of emergency.

The initiation of subsequent approval of the resolutions concerning the annual report and the allocation of after-tax profits during the state of emergency has suspensive effect; the dividends can only be paid after the annual report and the dividends are subsequently approved by the General Meeting.

If the shareholders fail to initiate the subsequent convocation of the General Meeting, the Board of Directors' resolution concerning the annual report may not be on the Agenda of the forthcoming General Meeting.



Initiating the convocation of the General Meeting is possible with the precondition that the shareholder or the agent of the shareholder (nominee) was entered into the register of shareholders until the second working day prior to this decision making of the Board of Directors.

The Company had requested the ownership identification from KELER Zrt. for the time of the passing of the resolutions, the register of shareholders was closed at 6 p.m. on 28th April 2020.

Budapest, 30th April 2020

Graphisoft Park SE