



## SUBMISSIONS and MOTIONS FOR RESOLUTION

### to the agenda of the 2026 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, 2026.

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 2025 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 2025 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 and the CEO;
- 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 members of the Board of Directors and the Audit Committee and determination of their remuneration;
- 9) Election of the Company's auditor and determination of its remuneration.
- 10) Authorisation to acquire own shares;
- 11) 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 2025 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 2025, 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 2025, 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 2025 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 5299006ETW1JYNUWJC79-2025-12-31-1-hu.zip

Motion for resolution:

*The General Meeting hereby accepts and approves the (individual) annual financial statements of the Company for year 2025 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 25,265,220 and the profit after taxation of EUR 20,478,262 (profit).*

Motion for resolution:

*The General Meeting hereby accepts and approves the consolidated annual financial statements of the Company for year 2025, 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 236,323 thousand and the profit after taxation of EUR 12,888 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, based on Act CII of 2011 on regulated real estate investment companies, proposes to the General Meeting that the Company distribute 90% of its profit as dividends, i.e. a **dividend of EUR 0.84 from the profit of its regular and recurring activities and a dividend of EUR 0.99 from its one-off (extraordinary) revenues, i.e. a total dividend of EUR 1.83, that is one euro and eighty-three eurocents**, per ordinary share, payable in euro.

Under the effective Management Share Program, 50% of this amount would be paid in respect of employee shares, i.e. EUR 0.915 per share, that is ninety-one and a half eurocents. 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 2025, taking into account the available liquid funds. The Company pays dividend in the amount of 1,83 EUR, that is one euro and eighty-three 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 0.915, that is ninety-one and a half eurocents per share on the series "B" 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 2026.*

*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.*

**However, in connection with the determination of the dividend, the Board of Directors proposes to take into consideration that, at the end of 2026, a preferential loan taken out by one of the subsidiaries will mature, and the refinancing of the outstanding loan amount of EUR 11.6 million at maturity may, under the current macroeconomic and financial conditions, result in an additional annual interest burden of up to EUR 500,000 for the Company from 2027 compared to previous levels. Therefore, the Board of Directors proposes that the General Meeting, which has exclusive competence to determine the dividend, consider allocating the one-off, extraordinary profit arising from the sale of the subsidiary to the full repayment of the maturing loan, and paying dividends only from the profit of its regular and recurring activities.**

**Item no. 5 of the agenda: Decision on granting discharge of liability to the members of the Board of Directors and the CEO**

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 2025, 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 2025.

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 Zoltán Bojár** for the year 2025, 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 2025, 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 2025, 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 2025, 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 2025, 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 2025, 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 2025, 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 her 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 **Tünde Bognár**, Chief Executive Officer (CEO) for the year 2025, pursuant to the authorisation granted under Sections 9(n) and 10(d) of the Articles of Association of the Company. The discharge shall also extend to the release of the CEO from liability under employment law. By granting the discharge of liability, the General Meeting verifies that the named person performed her 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 Company's 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**

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 2025 pursuant to Act LXVII of 2019, with the content as per the proposal.*

**Item no. 8 of the agenda: Election of members of the Board of Directors and the Audit Committee and determination of their remuneration;**

The Board of Directors recommends that the General Meeting re-elect for a term of four years Gábor Bojár, Ildikó Farkas, Péter Hornung, Dr. János Kálmán, Dr. György Martin-Hajdu, János Kocsány, and András Szigeti as members of the Board of Directors, and Péter Hornung, Dr. János Kálmán, and Dr. György Martin-Hajdu as members of the Audit Committee.

The Board of Directors proposes to the General Meeting that the remuneration of the Chairman of the Board of Directors be set at a gross monthly amount of EUR 2,000, and the remuneration of the other members of the Board of Directors at a gross monthly amount of EUR 1,000, with the following exceptions:

- the remuneration of attorney Dr. János Kálmán at a gross monthly amount of EUR 2,000, taking into account the intensive supervision required due to the Company's increased legal matters, and
- the remuneration of former CEO János Kocsány shall be set at a gross monthly amount of EUR 2,000, taking into account his intensive supervision of the Company's technical activities.

Motion for Resolution:

*The General Meeting elects Gábor Bojár as a member of the Board of Directors effective today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets Gábor Bojár's remuneration at a gross monthly amount of EUR 1,000, or, if the member is elected as Chairman of the Board of Directors, at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects János Kocsány as a member of the Board of Directors from today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets János Kocsány's remuneration at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects András Szigeti as a member of the Board of Directors from today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets András Szigeti's remuneration at a gross monthly amount of EUR 1,000, or, if the member is elected as Chairman of the Board of Directors, at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects Péter Hornung as a member of the Board of Directors and the Audit Committee effective today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets Péter Hornung's remuneration at a gross monthly amount of EUR 1,000, or, if the member is elected as the Chairman of the Board of Directors, at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects Dr. János Kálmán as a member of the Board of Directors and the Audit Committee from today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets Dr. János Kálmán's remuneration at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects Dr. György Martin-Hajdu as a member of the Board of Directors and the Audit Committee from today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets Dr. György Martin-Hajdu's remuneration at a gross monthly amount of EUR 1,000, or, if the member is elected as the Chairman of the Board of Directors, at a gross monthly amount of EUR 2,000.*

Motion for Resolution:

*The General Meeting elects Ildikó Mária Farkas as a member of the Board of Directors from today until May 31, 2030, or, if the 2030 Annual General Meeting is held earlier, until the date of that meeting. The General Meeting sets the remuneration of Ildikó Mária Farkas at a gross monthly amount of EUR 1,000, or, if the member is elected Chair of the Board of Directors, at a gross monthly amount of EUR 2,000.*

**Item no. 9 of the agenda: Election of the Company's auditor and determination of its remuneration.**

The Audit Committee submitted its proposal relating to the re-election and determination of the remuneration of the Company's auditor pursuant to Section 19.1. (b) of the Articles of Association. The Board of Directors acts based on the Audit Committee's proposal, does not intend to depart from it, based on the report the following Motion for Resolution is submitted to the General Meeting.

Motion for Resolution:

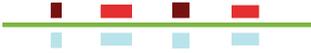
*Pursuant to the Audit Committee's recommendation the General Meeting elects Ernst & Young Könyvvizsgáló Kft. (1132 Budapest, Váci út 20., CHA registration no.: 001165), to be the Company's auditor for the period starting on the day of the General Meeting and ending on May 31, 2028.*

*The General Meeting proposes to set the auditor's remuneration at EUR 19.500 + VAT for the year 2026 and EUR 19.500 + VAT for the year 2027, increased by the HICP index of 1 January 2027.*

**Item no. 10 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. 11 of the agenda: Others**

There is no proposed decision for this item.

Budapest, March 25<sup>th</sup> 2026.

Graphisoft Park SE  
Board of Directors