



**Graphisoft Park SE Ingatlanfejlesztő Európai Részvénytársaság**  
(Graphisoft Park SE Real Estate Development European Company Limited by Shares)  
(1031 Budapest, Záhony utca 7., Company Reg. No.: 01-20-000002)  
based on Resolution No. 1/2021.01.20. of the Board of Directors

**the Board of Directors convenes the General Meeting of the Company  
to the registered seat of the Company at 1031 Budapest, Záhony utca 7.  
(Graphisoft Park - Central Conference room)  
at 10 a.m. on February 11, 2021 (Thursday),  
and hereby invites the Honourable Shareholders to this event.**

Honourable Shareholders!

In 2021, similarly to 2020, in the event of emergency due to COVID-19, it is unfortunately not possible to hold a General Meeting in person, so currently according to applicable laws and the Company's Articles of Association in effect only the Board of Directors may decide on matters on which the General Meeting would otherwise have to decide.

At the same time, in this protracted pandemic situation, the Board of Directors intends to restore the decision-making possibility of the General Meeting, to ensure the Honourable Shareholders to exercise their shareholder rights, therefore it proposes that in the future in addition to personal participation, there should be a possibility also to hold a so called virtual general meeting (on-line general meeting).

To create this possibility, the Articles of Association of the Company need to be amended, which is the purpose of the decision-making now announced. The current decision-making, the creation of the possibility of the virtual general meeting must be done according to the emergency rules, so the Board of Directors must decide instead of the General Meeting, but the Board of Directors hopes that the next General Meeting - if the emergency still exists – may be held with the online participation of the Honourable Shareholders. The invitation of the general meeting announced in such form will provide detailed instructions on the method of the technical organization of the virtual general meeting.

According to the decision-making rules just announced, an “invitation to the general meeting” must be published, with the mandatory legal elements, however, personal appearance is not allowed, please do not appear, the Board of Directors will decide.

According to the above the agenda of the General Meeting:

- 1) Amendment of the Company's Articles of Association to create the possibility of a virtual general meeting and adoption of the amended Articles of Association in a unified structure.

**At the time of convening the General Meeting, there is emergency due to the coronavirus pandemic, as well as a general ban on groupings, gatherings, and events in Hungary.**

**Pursuant to Section 9 (2) of the Government Decree No. 502/2020 (XI. 16.) on the reintroduction of different provisions for the operation of persons and asset pooling organizations during the emergency (hereinafter referred to as: Government Decree), the Board of Directors is entitled to decide on agenda item No. 1, which otherwise falls within the competence of the General Meeting.**

**Considering the above, the General Meeting will not actually be held, and the Board of Directors of the Company will decide on agenda item No. 1 based on the authorization given by the Government Decree.**

**Pursuant to Section 9 (7) of the Government Decree, shareholders with at least 1% of the votes may request the convening of the General Meeting for the subsequent approval of the resolution of the Board of Directors regarding agenda item No. 1 within an objective deadline of 30 days following the end of the emergency. The right to convene the General Meeting belongs to those shareholders who are included in the share register of the Company based on the ownership identification requested and conducted in connection with the General Meeting indicated in this invitation. However, such a request shall not have suspensory effect on a decision to amend the articles of association. If the General Meeting does not subsequently approve the resolution of the Board of Directors, the amendment to the Articles of Association pursuant to the agenda item No. 1 shall cease to be effective on the day following the General Meeting.**

**If the emergency ceases by the scheduled date of the general meeting, the general meeting will certainly be held in the usual way.**

In the event the General Meeting convened to the above date does not have a quorum, the Board of Directors shall convene the reconvened General Meeting via this notice, to the above venue, to **10 a.m. on February 22, 2021 (Monday)**. The reconvened General Meeting shall have a quorum regardless of the number of the shareholders present, and their voting rights.

The shareholders and the officers of the Company shall attend the General Meeting.

The shareholder shall be entitled to participate at the General Meeting, within the framework stipulated by Act V of 2013 request information, and also to submit proposals and motions, and, if they hold shares with voting rights, to vote. The provisions of this notice shall have to be fulfilled in order to participate at the General Meeting and to vote.

Shareholders shall have the right to participate not only in person, but also through a proxy, and one proxy may represent several shareholders. The power of attorney shall be submitted to the Company, in the course of the registration process, in the form of a public document or a private document representing conclusive evidence. In case of natural persons, the shareholders need to verify their identity by sufficient and reliable proof, in case of non-natural person shareholders, the representation rights of the persons signing the power of attorney or of the persons acting at the General Meeting on behalf of the non-natural person shareholders shall have to be verified by a document issued by the authentic public registration authority, not older than 30 days (for example both an extract from the companies register and a specimen of signature, together, not older than 30 days) or by a notarial deed. The deeds issued abroad must be presented in a proper form, in compliance with the laws governing the certification and legalization of documents issued abroad. The documents can be issued in Hungarian or English. A certified Hungarian or English translation has to be attached of any documents issued in other languages. The Chairman of the General Meeting or a member of the Board of Directors or the auditor of the Company cannot be appointed as representative of the shareholder. The securities intermediary registered in the register of shareholders (share register), as the shareholder's proxy (nominee) may act on behalf of the shareholder according to the provisions of Act CXX of 2001 on the Capital Market.



**The name of the shareholder or nominee intending to attend the General Meeting must be entered into the register of shareholders until the second working day prior to the starting day of the General Meeting.** Those shareholders shall be entitled to exercise their shareholders' rights at the General Meeting whose names are registered in the Register of Shares at 6 p.m. on the second working day prior to the starting day of the General Meeting. The Company will request the ownership identification from KELER Zrt. for the time of the General Meeting. The rules governing ownership identification are the then current General Business Rules of KELER Zrt. The securities intermediaries shall be obliged to provide for registration of the shareholders in the register of shareholders. The securities intermediaries provide information to the shareholders about the time limit set for execution of the orders submitted to the securities intermediaries for making the entries into the register of shareholders. The Company shall not undertake any liability for the consequences arising from any failures by the securities intermediaries. **Time for closing the register of shareholders: February 9, 2021, 6 p.m.**

Based on the provisions of Article 153 (3) of Act CXX of 2001 on the Capital Market the Company invites all shareholders' proxies to disclose the names (company names) of the represented shareholders along with their addresses (registered addresses) and number of shares owned until the opening of the General Meeting at the latest. Should the shareholder proxy fail to make the required disclosure, the shareholder proxy will not be entitled to exercise voting rights on the General Meeting.

Closure of the Register of Shares shall not restrict the right of the shareholder entered therein to transfer shares after such closure. Nor does the transfer of shares before the starting day of the General Meeting exclude the right of the registered shareholder to participate in the General Meeting and exercise their shareholder's rights.

For items on the agenda of the General Meeting, the Board of Directors shall be obliged to provide the shareholders with the information necessary to discuss any and all items on the agenda of the General Meeting, so that the shareholders – upon a written request filed at least eight days prior to the General Meeting – shall receive the necessary information at least three days prior to the General Meeting.

Shareholders who have minimum one per cent of the votes are entitled to request any additions to the agenda of the General Meeting, in writing, within the time limit stipulated by law, by indicating the reasons thereof, or to submit proposals for resolutions in connection with the agenda.

Method of holding the General Meeting: with attendance in person. The General Meeting shall be held in Hungarian.

Voting rights:

- each "A" series ordinary share shall entitle to one vote per share;
- each "B" series employee share shall entitle to one vote per share. Chapter 13 of the Articles of Association [Quorum, Voting, Voting rights], and the further rules specified in the Management Share Option Plan shall be applied in terms of the voting rights vested in the employee shares.

**The Company discloses the proposals and motions for resolution related to the agenda together with this invitation.**

The submissions and proposals for resolutions put on the agenda of the General Meeting will be available at the Company's website at [www.graphisoftpark.com](http://www.graphisoftpark.com) as well.



The shareholders are entitled to request that the published and publicly disclosed materials of the General Meeting be sent to them electronically. Such requests can be filed in person at the registered office of the Company, or via post or in e-mail to [announcements@graphisoftpark.com](mailto:announcements@graphisoftpark.com).

Budapest, January 20, 2021

Graphisoft Park SE