

Justification of the draft Resolution No. 327 of the Ordinary General Meeting of Budimex S.A. on the distribution of profit for 2018

The Management Board and the Supervisory Board recommend allocating a portion of the net profit of PLN 160,839,617.40 for the payment of a dividend of PLN 6.30 gross per share.

The Management Board and the Supervisory Board recommend allocating the remaining portion of the profit in the amount of PLN 160,762,704.47 to the reserve capital.

The above recommendation takes into account the current difficult situation on the construction market and the planned investment expenditures of the Budimex Group.

Justification of the draft Resolution No. 336 and Resolution No. 337 of the Ordinary General Meeting of Budimex S.A. on the approval of the supplement to the composition of the Supervisory Board of the ninth term of office, which took place on 19 December 2018 by co-opting new Members of the Supervisory Board under the procedure laid down in par. 16 (3) of the Company's Articles of Association - Mr. Ignacio Gaston, due to the resignation of Mr. Alejandro de la Joya Ruiz de Velasco and Mr. Fernando Luis Pascual Larragoiti, due to the resignation of Mr. Ignacio Clopes Estel.

On 18 December 2018 Mr. Alejandro de la Joya Ruiz de Velasco and Mr. Ignacio Clopes Estela resigned from the Supervisory Board of Budimex S.A.

On 19 December 2018, the Supervisory Board supplemented the composition of the Supervisory Board by co-opting Mr. Ignacio Gaston (Resolution No. 279) and Mr. Fernando Luis Pascual Larragoiti (Resolution No. 280).

In order to fulfil the provisions of § 16 section 3 of the Statutes of Budimex S.A., the Supervisory Board decided to nominate for approval at the next General Meeting of Budimex S.A. (i.e. Ordinary General Meeting of Budimex S.A. held on 16 May 2019) Mr. Ignacio Gaston and Mr. Fernando Luis Pascual Larragoiti as members of the Supervisory Board.

The CVs of the co-opted Supervisory Board members can be found on the Company's website.

Justification of the draft Resolution of the Ordinary General Meeting of Budimex S.A. on amending § 12 (5) and § 16 (3) of the Company's Articles of Association and adopting the consolidated text of the Articles of Association

The proposed amendments adjust the wording of the Articles of Association regarding the changing legal regulations that concern granting power of attorney in electronic form, also by referring to the content of Ordinary General Meeting notices, and within the scope of the provisions of the Articles of Association related to co-opting, specifying the expiry date of mandates of members of the Supervisory Board elected or co-opted during the term of office.

Comparison of the wordings of the provisions of the Articles of Association:

The current wording of § 12 (5) of the Company's Articles of Association

5. A power of attorney to participate in the Meeting and exercise voting rights shall be granted in writing or in electronic form. Granting a power of attorney in electronic form shall not require a secure electronic signature verified by a valid qualified certificate.

Proposed wording of § 12 (5) of the Company's Articles of Association

5. A power of attorney to participate in the Meeting and to exercise the voting right shall be granted in writing or in electronic form. The requirements for a power of attorney granted in electronic form are regulated by separate provisions. The Company shall inform about these requirements each time in the notice of a given Meeting.

The current wording of § 16 section 3 of the Company's Articles of Association

3. If a member of the Supervisory Board resigns or ceases to operate for random reasons before the end of his term of office, the next General Meeting of Shareholders shall supplement the composition of the Supervisory Board. The Supervisory Board may co-opt a new member of the Supervisory Board in place of a resigning member before the General Meeting of Shareholders is convened.

The number of co-opted members shall not exceed half of the total number of elected members of the Supervisory Board.

Co-opted members of the Supervisory Board shall be nominated for approval at the next General Meeting. Mandates of members of the Supervisory Board elected or co-opted during the term of office expire on the date of expiry of the term of office of a given Supervisory Board.

Proposed wording of § 16 (3) of the Company's Articles of Association

3. If a member of the Supervisory Board resigns or ceases to operate for random reasons before the end of his term of office, the next General Meeting shall supplement the composition of the Supervisory Board. The Supervisory Board may co-opt a new member of the Supervisory Board in place of a resigning member even before the General Meeting is convened.

The number of co-opted members shall not exceed half of the total number of elected members of the Supervisory Board.

Co-opted members of the Supervisory Board shall be nominated for approval at the next General Meeting. Mandates of members elected or co-opted during the term of office of the Supervisory Board shall expire on the date of expiry of mandates of other members of the Supervisory Board of a given term of office.