

Form for the exercise of the voting right through a proxy
(this form does not supersede a power of attorney)

Shareholder details:

First and last name/business name:

Address:

Number and series of the ID card/passport/National Court Register (KRS) number:

.....

Polish Citizen Identification Number (PESEL):

Tax Identification Number (NIP):

Number of shares from which the proxy is entitled to exercise the voting right:

.....

Share code:

Proxy details:

First and last name/business name:

Address:

Number and series of the ID card/passport/National Court Register (KRS) number:

.....

Polish Citizen Identification Number (PESEL):

Tax Identification Number (NIP):

Number of shares from which the proxy is entitled to exercise the voting right:

.....

Share code:

Proxy details (fill in in the case of powers of attorney, copying the section concerning proxy details an appropriate number of times as necessary):

First and last name/business name:

Address:

Number and series of the ID card/passport:

.....

Polish Citizen Identification Number (PESEL):

Tax Identification Number (NIP):

Number of shares from which the proxy is entitled to exercise the voting right:

.....

Share code:

Draft resolution content:

Resolution No.

**of the Annual General Meeting of Budimex S.A.
dated 16 May 2019**

**on amending § 12 (5) and § 16 (3) of the Company’s Articles of Association and adopting a
uniform text of the of the Articles of Association**

Pursuant to Article 430 of the Commercial Companies Code and § 13 letter r) of the Company’s Articles of Association, it is resolved as follows:

§ 1. To amend the content of § 12 (5) of the Articles of Association of Budimex S.A., giving it the following wording:

“A power of attorney to attend the Meeting and exercise the voting right shall be granted in writing or in an electronic form. Requirements concerning a power of attorney granted in an electronic form are regulated by separate provisions. The Company informs of these requirements in the notice of convening the Meeting on a case-by-case basis.”

To amend the content of § 16 (3) of the Articles of Association of Budimex S.A., giving it the following wording:

“3. If a member of the Supervisory Board steps down or ceases to perform his or her duties for reasons of random character before the term expires, the next General Meeting shall supplement the composition of the Board. The Supervisory Board may co-opt a new member of the Board in the place of outgoing member already before the General Meeting is convened.

The number of co-opted members cannot exceed half of the total number of appointed Board members.

Co-opted Board members should be presented to the next General Meeting for approval. The mandates of the Supervisory Board members appointed or co-opted during the term expire as of the expiry of the mandates of the other members of the Supervisory Board of a given term.”

The other provisions of the Articles of Association of Budimex S.A. remain unchanged.

§ 2. In connection with the amendments to the Articles of Association, introduced in § 1 hereof, to resolve a uniform text of the Articles of Association taking into account these amendments, which is included in the attachment hereto. The attachment forms an integral part hereof.

§ 3. The Resolution becomes effective as of the day of registering the amendments to the Articles of Association introduced hereunder in the National Court Register.

Attached:

Uniform text of the Articles of Association of Budimex S.A.

Method of voting:

For: (number of votes)

Against:(number of votes)

Abstained:(number of votes)

Objection of the shareholder represented by the proxy:

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.....
.....

Guidance on the method of voting with respect to the aforementioned resolution:

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