

**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 of the Annual General Meeting of Budimex S.A.  
dated 16 May 2019 on: adopting the agenda**

The Annual General Meeting of Budimex S.A. adopts a resolution reading as follows:

§ 1. The Annual General Meeting adopts the following agenda:

- 1. Opening the Annual General Meeting.
- 2. Electing the Chairperson of the Annual General Meeting.
- 3. Declaring that the Annual General Meeting has been correctly convened and that it has the capacity to adopt binding resolutions.
- 4. Appointing the Ballot Counting Committee.
- 5. Adopting the agenda.
- 6. Presenting and considering the report on the operations of Budimex Group and Budimex S.A. for 2018, the financial statements of Budimex S.A. for the year ended 31 December 2018 together with the report on the audit of the annual financial statements of Budimex S.A. for the year ended 31 December 2018 and the consolidated financial statements of Budimex Group for the year ended 31 December 2018 together with the report on the audit of the annual consolidated financial statements for the year ended 31 December 2018.
- 7. Presenting and considering the report on non-financial information of Budimex S.A. for 2018 and the report on non-financial information of Budimex Group for 2018.
- 8. Presenting the Report of the Supervisory Board of Budimex S.A. including results of evaluations of the Management Board reports on operations and financial statements for the financial year 2018, the Management Board’s motion concerning profit distribution and also the assessment of the Company’s situation meeting the requirements following from “The Code of Best Practice for WSE-Listed Companies 2016”.
- 9. Adopting resolutions on:
  - 9.1 considering and approving the report on the operations of Budimex Group and Budimex S.A. for 2018,
  - 9.2 considering and approving the report on non-financial information of Budimex S.A. for 2018
  - 9.3 considering and approving the report on non-financial information of Budimex Group for 2018
  - 9.4 considering and approving the financial statements of Budimex S.A. for the year ended 31 December 2018,
  - 9.5 considering and approving the consolidated financial statements of Budimex Group for the year ended 31 December 2018,
  - 9.6 distributing the profit for 2018,
  - 9.7 granting an acknowledgement of the fulfilment of duties in 2018 to the members of the Management Board of Budimex S.A.,
  - 9.8 approving the supplementation of the composition of the Supervisory Board of the ninth term, which took place on 19 December 2018, by co-opting, pursuant to § 16 (3) of the Company’s Articles of Association, a new Board member, i.e. Mr Ignacio Gaston, in connection with the resignation of Mr Alejandro de la Joya Ruiz de Velasco,
  - 9.9 approving the supplementation of the composition of the Supervisory Board of the ninth term, which took place on 19 December 2018, by co-opting, pursuant to § 16 (3) of the Company’s Articles of Association, a new Board member, i.e. Mr Fernando Luis Pascual Larragoiti, in connection with the resignation of Mr Ignacio Clopes Estela,
  - 9.10 granting an acknowledgement of the fulfilment of duties in 2018 to the members of the Supervisory Board of Budimex S.A.,
  - 9.11 appointing the Supervisory Board of the tenth term,
  - 9.12 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.
- 10. Closing the Meeting.

§ 2. The Resolution becomes effective as of the day of adoption.

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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