

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:

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PESEL (Polish Personal Identification Number):

NIP (Tax Identification Number):

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

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Share code:

Proxy details:

First and last name/business name:

Address:

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

.....

PESEL (Polish Personal Identification Number):

NIP (Tax Identification Number):

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

.....

Share code:

Proxy details (fill in for a series of powers of attorney by copying the section concerning proxy details as many times as required)

First and last name/business name:

Address:

Number and series of the ID card/passport:

.....

PESEL (Polish Personal Identification Number):

NIP (Tax Identification Number):

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

.....

Share code:

Draft resolution text:

**Resolution of the Annual General Meeting of Budimex S.A.
dated 18 June 2020**

regarding: adopting the agenda

The Annual General Meeting of Budimex S.A. hereby resolves as follows:

§ 1. The Annual General Meeting hereby 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 reviewing the report on the operations of the Budimex Group and Budimex S.A. for 2019, the financial statements of Budimex S.A. for the year ended 31 December 2019 together with the audit report for the annual financial statements of Budimex S.A. for the year ended 31 December 2019 and the consolidated financial statements of the Budimex Group for the year ended 31 December 2019 together with the audit report for the annual consolidated financial statements for the year ended 31 December 2019.
7. Presenting and reviewing the non-financial report of Budimex S.A for 2019 and the non-financial report of the Budimex Group for 2019.
8. Presenting the draft Budimex S.A. remuneration policy along with recommendation of the Company's Supervisory Board as regards its adoption by the Annual General Meeting.
9. Presenting the report of the Supervisory Board of Budimex S.A. with results of reviews of management reports and financial statements for the financial year 2019, the Management Board's motion concerning profit distribution and also the assessment of the Company's situation, in line with the requirements arising from the "Best Practice for GPW Listed Companies 2016."
10. Adopting resolutions regarding:
 - 10.1. reviewing and approving the management report of the Budimex Group and Budimex S.A. for 2019,
 - 10.2. reviewing and approving the non-financial report of Budimex S.A. for 2019,
 - 10.3. reviewing and approving the non-financial report of the Budimex Group for 2019,
 - 10.4. reviewing and approving the financial statements of Budimex S.A. for the year ended 31 December 2019,
 - 10.5. reviewing and approving the consolidated financial statements of Budimex Group for the year ended 31 December 2019,
 - 10.6. creating a reserve capital,
 - 10.7. profit distribution for 2019,
 - 10.8. granting discharge to members of the Management Board of Budimex S.A. for the fulfilment of their duties in 2019,
 - 10.9. granting discharge to members of the Supervisory Board for the fulfilment of their duties in 2019,
 - 10.10. adopting the Policy for remunerating members of Budimex S.A. governing bodies,
 - 10.11. establishing the rules of Employee Capital Plan (PPK) participation for members of the Budimex S.A. Supervisory Board,
 - 10.12. authorising the sale by Budimex S.A. of a real property – plot no. 37/10 district 1-11-07, situated in Warsaw, ul. Guźca,
 - 10.13 amending § 16(4), § 16(5) and § 16(9)(m) of the Company's Articles of Association and adopting a consolidated text thereof,
 - 10.14 changes in the composition of the Budimex S.A. Supervisory Board.
11. Closing the General Meeting.

§ 2. The Resolution shall be effective as of its adoption.

Voting method:

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 voting method with respect to the aforementioned resolution:

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