

**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:

.....

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:

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 No. 389  
of the Annual General Meeting of Budimex S.A.  
dated 18 June 2020**

**regarding: amendment of § 16(4), § 16(5) and § 16(9)(m) of the Company's Articles of Association and adoption of a consolidated text thereof**

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

§ 1. § 16(4) and § 16(5) of the Budimex S.A. Articles of Association shall be worded as follows:

“4. The Supervisory Board adopts resolutions if at least half of the members are present at the meeting and all the members have been invited. Participation in Supervisory Board meetings is also possible through means of distance communication. The Supervisory Board shall adopt resolutions by an absolute majority of votes.

In the case of split vote, the Chairperson of the Supervisory Board shall have the casting vote.

5. The Supervisory Board may adopt resolutions in writing and via means of direct distance communication. Resolutions are valid if all members of the Supervisory Board have been notified of the draft resolution text and at least a half of Board members have taken part in adoption of the Resolution.”

§ 2. § 16(9)(m) of the Budimex S.A. Articles of Association shall be worded as follows:

“m) authorising a purchase or sale of real estate, perpetual usufruct right or interest in real estate, machinery, equipment, securities or other assets where the unit purchase or selling price exceeds one fifth of the Company's share capital; in any transactions which are covered by this clause but do not exceed the stipulated value, the Management Board makes decisions on its own. By extension, transactions which are covered by this clause, do not require a resolution of the General Meeting adopted according to Article 393(4) of the Polish Companies Code.”

§ 3. In connection with the amendments to the Articles of Association introduced in § 1 and § 2 hereof, a consolidated text of the Articles of Association has been adopted and attached hereto to reflect those amendments. The attachment forms an integral part hereof.

§ 4. The Resolution becomes effective on the day when the amendments to the Articles of Association introduced hereunder are registered in the National Court Register.

Attached:

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

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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