

**Resolution No. 419  
of the Supervisory Board of Budimex SA  
of 9 April 2024**

on: consideration and opinion of draft resolutions of the Annual General Meeting of Budimex S.A. for 2023, including on the audit of the financial statements and the report on the activities of the Budimex Group and the Company Budimex S.A. for 2023 and a motion on the distribution of profit for 2023

§1

1. Pursuant to article 382 § 3 of the Code of Commercial Partnerships and Companies, § 14 and § 16 item 9 points a, b of the Company's Articles of Association, as well as pursuant to § 11 item 1 points b, c, d of the Bylaws of the Supervisory Board, the Supervisory Board of Budimex S.A. has conducted: examination and assessment of the standalone and consolidated financial statements both as regards their compliance with the books and documents, as well as with the actual state of affairs, examination and evaluation of the report on activities of the Budimex Group and the Company Budimex S.A. and the motion of the Management Board as regards the distribution of profit for 2023, as a result of which it finds as follows:
  - 1.1. In the course of the examination of the documents relating to the financial statements of Budimex S.A. for the financial year 2023 and the report on non-financial information of Budimex S.A. for the year 2023, the following were performed:
    - analysis and consideration of the financial statements and the report on non-financial information,
    - taking note of the Statutory Auditor's report on the course and results of the audit of the financial statements and his explanations and answers to the questions of the Members of the Supervisory Board,
    - the explanations of the Management Board regarding the report were heard.
  - 1.2. In the course of the examination of the documents relating to the consolidated financial statements of Budimex Group for the financial year 2023 and the report on the activity of Budimex Group and the Company Budimex S.A. for the year 2023, as well as the report on non-financial information of Budimex Group for the year 2023, the following were performed:
    - analysis and consideration of the consolidated financial statements, report on the activity and the report on non-financial information of the Budimex Group for the year 2023,
    - taking note of the Statutory Auditor's report on the course and results of the audit of the financial statements and his explanations and answers to the questions of the Members of the Supervisory Board,
    - the explanations of the Management Board regarding these reports were heard.
2. On the basis of the audits of the report on the activities of the Budimex Group and Budimex S.A. carried out by the Statutory Auditor and the audits of the financial statements for 2023 referred to in sections 1.1. and 1.2., the Supervisory Board concludes that the information presented in these documents correctly and reliably reflects the result of the Company's and the Budimex Group's economic activities and the Company's assets and financial situation. With regard to the reports on non-financial information for 2023, the Supervisory Board concludes that these reports cover the scope of information required by the Accounting Act and present in a reliable manner non-financial information to the extent that it is necessary for the assessment of the development, results and situation of the Company and the Group, the impact of the Company's and the Group's activities on issues of a social, employee, environmental, respect for human rights and anti-corruption nature.
3. In accordance with the position referred to in section 2, and also taking into account the information of the Management Board on the necessity for the General Meeting to take decisions concerning the current activities of the company, including those resulting from the current legal situation, the Supervisory Board, having examined the draft resolutions, gives a positive opinion and requests the Annual General Meeting of Budimex S.A. for 2023 to adopt resolutions on:
  - consideration and approval of the report on the activities of the Budimex Group and Budimex S.A. for the year 2023.
  - consideration and approval of the report on non-financial information of Budimex S.A. for the year 2023.

- consideration and approval of the report on non-financial information of the Budimex Group for 2023.
- consideration and approval of the financial statements of Budimex S.A. for the year ended 31 December 2023.
- consideration and approval of the consolidated financial statements of Budimex Group for the year ended 31 December 2023.
- distribution of profit for 2023.
- adoption of the remuneration policy for members of the Management and Supervisory Boards of Budimex S.A.

The Supervisory Board gives a positive opinion in formal terms on the draft resolutions of the AGM on:

- granting the members of the Management Board of Budimex S.A. a vote of approval for the performance of their duties in 2023,
- consideration and approval of the report on the activities of the Supervisory Board of Budimex S.A. for 2023,
- express an opinion on the report of the Supervisory Board on the remuneration of the members of the Management Board and the Supervisory Board for 2023,
- granting the members of the Supervisory Board of Budimex S.A. a vote of approval for the performance of their duties in 2023,

## §2

The resolution shall enter into force on the date of its adoption.

The drafts of the abovementioned resolutions of the AGM are attached to the present resolution.

### **Appendices: 26 Drafts of resolutions of the Annual General Meeting of Budimex S.A.**

*The vote was attended by 9 members of the Board*

*For: 9*

*Against: 0*

*Abstained votes: 0*

**secretary of Supervisory Board  
Board**

**for the Supervisory Board of Budimex S.A.  
chairman of Supervisory**

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Igor CHALUPEC

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Marek MICHAŁOWSKI