
REMUNERATION POLICY MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD BUDIMEX S.A.

CHAPTER I General provisions

§ 1 General provisions

1. The Remuneration Policy (the "**Policy**") sets out the rules for remunerating members of the Management Board of Budimex S.A. and members of the Supervisory Board of Budimex S.A. with its registered office in Warsaw (hereinafter referred to as the "**Company**") for their performance of functions in the above-mentioned Bodies of the Company.
2. The purpose and the premise of the Policy is to set out general guidelines and frameworks for remunerating members of the Management Board and members of the Supervisory Board of the Company. The implementation of the objective and assumptions of the Policy is aimed at promoting the implementation of tasks entrusted to the members of the Management Board, achieving business results at the assumed level or exceeding expectations, as well as promoting the growth of the Company's operational, business and organizational efficiency.
3. The objectives and premises of the Policy are the basis for the principles of remunerating members of the Management Board of Budimex S.A. and members of the Supervisory Board of Budimex S.A., which are set in a way that allows to contribute to the implementation of the business strategy, long-term interests of shareholders and ensuring the stability of the Company.
4. Individual remuneration terms (components and their amounts) of each member of the Management Board are determined on the basis of an agreement concluded between the member of the Management Board and the Company, represented by the Supervisory Board.
5. The Supervisory Board determines the type of agreement concluded with a member of the Management Board, as well as its terms and conditions, including the terms and conditions of remuneration and remuneration components. The preferred form of contract concluded with a member of the Management Board is an employment contract. A member of the Management Board may be entitled to all or some of the components of remuneration specified in the Policy by virtue of his or her position.
6. A member of the Supervisory Board may be entitled to all or some of the components of remuneration specified in the § 4 of the Policy by virtue of his or her position. The terms of remuneration for members of the Supervisory Board are set out in a resolution of the Company's General Meeting.
7. The provisions of this Policy are without prejudice to entitlements to benefits which members of the Management Board or Supervisory Board may be entitled to under generally applicable laws and other regulations in force in the Company, including in particular labour laws.
8. The tasks and competences of the Supervisory Board specified in the Policy may also be performed by the committees established within its structure, including the Remuneration Committee, the Audit Committee or any other committee or team appropriate for this purpose - in the scope and under the rules specified in the Bylaws of the Supervisory Board of Budimex S.A.

CHAPTER II Description of the fixed and variable components of remuneration, as well as bonuses and other monetary and non-monetary benefits that may be

awarded to members of the Management Board or members of the Supervisory Board

§ 2

1. In connection with the performance of the function of a member of the Management Board or Supervisory Board, the Company may pay fixed and/or variable remuneration components, other cash benefits and grant other benefits in the form of non-cash benefits as described in § 3 and 4 of the Policy.
2. The Company may grant remuneration in the form of financial instruments to the members of the Management Board. The members of the Management Board may receive financial instruments from the Company's majority shareholder on a basis of an individual decision.
3. For the purposes of this Policy, it is understood that.
 - 3.1. **fixed remuneration components** - are monetary benefits set at a fixed amount or at a fixed rate, paid by virtue of the performance of work (or performance of activities specified in a civil law contract ("**Management Services**")) and performance of functions in the Management Board of the Company or performing tasks related to the the Company's Supervisory Board
 - 3.2. **variable components of remuneration** - are cash benefits of a variable amount, the receipt of which depends on the quality of performance of the assigned tasks, objectives, the Company's economic results or other events adopted as the basis for determining the eligibility and amount of a variable component of remuneration. Variable components of remuneration are in particular: bonuses, retention bonuses or individual awards.
 - 3.3. **other cash benefits** - are cash benefits which are not fixed or variable components of remuneration and which relate in particular to termination of employment or participation in pension schemes.
 - 3.4. **non-monetary benefits** - are benefits in the form of non-monetary services and products granted in connection with employment or the performance of functions on a Company body.

§ 3

Description of the components of the remuneration of members of the Management Board

1. Fixed components of remuneration:

- 1.1. **Base Salary** - the remuneration set at a fixed amount or set at a fixed rate payable for the performance of work or the provision of Management Services, in relation to the function performed.

2. Variable components of remuneration:

- 2.1. Bonus - a variable component of remuneration, the payment and amount of which depends on the fulfilment of the requisites for awarding a bonus - inter alia, in the form of the degree of achievement of the objectives set and the degree of achievement of the bonus criteria. Bonus as a benefit may be divided into the following parts:
 - 2.1.1. task bonus - the part depending on individual work performance and completion of assigned tasks.
 - 2.1.2. bonus for the achievement of planned business results - the part dependent on the achievement of financial and non-financial results and long-term growth of shareholder value and sustainable development, as well as the stability of the Budimex Capital Group's operations.
 - 2.1.3. bonus for exceeding planned business results - part dependent on exceeding planned financial and non-financial results and long-term growth of shareholder value and sustainable development, as well as stability of operation of the Budimex Capital Group,
 - 2.1.4. commission bonus - a bonus depending on the result of the adopted financial indicator, calculated as the product of the adopted financial indicator and the established commission indicator.

- 2.2. **Retention bonus** - a cash benefit granted in special circumstances, the terms of which provide for the benefit to be divided into parts and payment to be spread over time. The retention bonus is payable for the period of employment and served as a member of the Management Board.
 - 2.3. **Individual award** - an award granted on individual and specific terms and conditions, in connection with special achievements or events in the business activities of the Company or the Budimex Capital Group.
- 3. Other cash benefits:**
- 3.1. **Non-competition indemnity** - pecuniary indemnity in the nature of compensation for refraining from activities competitive to the Company, due on the basis of a non-competition agreement concluded with a member of the Management Board, effective after the period of performing the function/providing Managerial Services in the Company and termination of employment/continuation of providing Managerial Services.
 - 3.2. **Severance pay on termination of the employment contract, termination of the contract for the provision of Managerial Services** - pecuniary benefit due in connection with the termination of the employment contract or the contract for the provision of Managerial Services concluded with a Management Board member in the amount due under generally applicable regulations or in the amount individually determined in the employment contract or the contract for the provision of Managerial Services concluded between the Company and the Management Board member.
 - 3.3. **Contributions funded by the Company under an employee equity plan** - cash benefits due to the Company' being covered by the Employee Equity Plans Act, in the form of:
 - 3.3.1. basic contributions, in the amount determined by generally applicable law.
 - 3.3.2. additional contributions, in the event that the Company decides to pay additional contributions, in the amount determined by the Company's decision.
 - 3.4. **Company social fund benefits** - non-wage benefits that may be granted under the provisions of the Company Social Fund Act and are awarded in accordance with the Company's regulations.
- 4. Non-pecuniary benefits:**
- 4.1. **Provision of work tools for private use and the allowance for rental of company housing** - provision of work tools for private use with the possibility of use, in particular: company car, computer, telephone or tablet under the conditions specified in other Regulations in force in the Company.
 - 4.2. **To cover the costs of insurance products purchased for a member of the Management Board** - in particular, the costs of medical insurance, life insurance and third-party liability insurance for risks related to the performance of the function of a member of the Management Board.
 - 4.3. **Funding of participation in associations, chambers, organisations and industry conferences and training courses** - covering the costs of membership or participation in organisations, chambers and associations carrying out activities related to the Company's business profile and industry conferences and training courses.
 - 4.4. **Coverage of costs of secondment to Poland** - in the case of members of the Management Board who are not Polish citizens, for whom performing their functions in the Company involves relocation to Poland, the Company may undertake to cover costs of e.g. costs of flights, education of minor children of a member of the Management Board or minors remaining in a joint household with a member of the Management Board and others under the conditions specified in the Policies binding in the Company.
 - 4.5. Other non-cash benefits made available on the same terms as those made available to Budimex S.A. employees.

§ 4

Components of the remuneration of the Members of the Management Board

1. **Fixed components of remuneration:**
 - 1.1. **Fixed remuneration** - fixed remuneration for performing the function of a member of the Supervisory Board, established with reference to the average monthly remuneration in the sector of enterprises without payments of rewards from profit.

- 1.2. **Special duty allowance** - an additional remuneration component, determined at a fixed rate, which is due in connection with the performance of tasks in committees and teams established by the Supervisory Board.
2. The General Meeting, by way of a resolution defining the terms and conditions of remuneration of members of the Supervisory Board, may also define other variable remuneration components, indicated in § 3, and not mentioned in § 4. In such a situation, the provisions of the Policy, applicable to these remuneration components, shall apply accordingly.

CHAPTER III

Indication of the proportions of remuneration components

§ 5

Proportions of the remuneration components

1. The value of the variable remuneration components awarded and paid in a given financial year to a member of the Management Board may not exceed 200% of the annual value of the basic remuneration.
2. Other cash benefits, excluding termination payments, awarded and paid in a given financial year may not exceed 200% of the annual value of the basic salary.
3. The amount of severance pay on termination of the employment contract or the agreement for the provision of Management Services must not exceed 100% of the annual base salary paid for the financial year preceding the date of termination of the employment contract or the agreement for the provision of Managerial Services.
4. The amount of non-monetary benefits in a given financial year may not exceed 50% of the annual value of the basic salary.
5. For the members of the Supervisory Board, the value of the function allowance may not exceed 100% of the basic salary in the case of the Chairman of the Supervisory Board and 50% in the case of the other members of the Board.

CHAPTER IV

Specific framework for awarding variable remuneration components to members of the Executive Board

§ 6

Competence of the Supervisory Board

1. The conditions for granting and the amount of the variable remuneration components (§ 3 item 2 of the Policy) are determined by the Supervisory Board individually, for each member of the Management Board, for a given financial year.
2. In particular, the Supervisory Board determines the maximum amount of the bonus, as well as its distribution into individual bonus parts and tasks, unless it results from the content of the contract linking the Company and the Management Board member. In addition, the Supervisory Board shall also determine the specific bonus targets and bonus criteria, taking into account the indications set out in the Policy.
3. The Supervisory Board, if justified by the nature and purpose of the bonus task, may decide to grant and pay a retention bonus (§ 3 item 2.2 of the Policy). The Supervisory Board may also decide to grant an allowance for the rental of a business flat to a member of the Management Board, in an amount to be determined by the Supervisory Board.
4. In extraordinary cases, justified by an above-average activity of a member of the Management Board or a significant contribution to the achievement of the goals of the entire Budimex Group, the Supervisory Board may grant an individual award to a member of the Management Board (§ 3 item 2.3. of the Policy), specifying the date and rules of its payment. The Supervisory Board's decision to grant an individual award to a member of the Management Board should include a justification.
5. The assessment of the fulfilment by a member of the Management Board of the conditions for the payment of variable remuneration components shall be within the exclusive competence of the Supervisory Board.

§ 7

Criteria for variable remuneration components in terms of financial and non-financial results

1. In terms of financial results, the bonus criteria will be set with reference to the Company's financial ratios measuring the performance of individual members of the Management Board by referring to the Company's financial results and the Company's competitive efficiency, In the case of a commission bonus, the Supervisory Board will set the financial ratio and the commission ratio applicable to it
2. In terms of non-financial performance, bonus criteria will be established by setting the following to members of the Management Board:
 - 2.1. personal tasks, in particular with regard to the development of the competencies of the members of the Board of Management or their subordinate employees, concerning primarily soft competencies for the effective performance of the functions and tasks assigned.
 - 2.2. economic tasks, in particular with regard to the development of specific sectors of the Company's operations, the efficiency of the business conducted, the timeliness of the implementation of projects, the sale or purchase of specific assets or parts of the business, the increase of employment efficiency and productivity in subordinate teams, the effective implementation of specific organisational, technological or business solutions.
 - 2.3. tasks taking into account the social interest of the Company's entourage, concerning the strengthening of the positive social role of the Company and its impact on the environment, which refers in particular to tasks aimed at reducing the negative impact of the Company on the environment or society, reducing the number of accidents at work, the implementation of the Company's educational and social programmes, supporting the sustainable development of the economy and society, increasing innovation in this area and other tasks implemented as part of the Company's ESG strategy.
3. In terms of bonus criteria, it is also possible to adopt, as a condition for bonuses, the continuation of employment of a member of the Management Board, which refers to variable remuneration components aimed at ensuring stability and continuity of employment.

§ 8

Linking bonus criteria to the objectives of the Policy

The bonus criteria of the variable remuneration components, are aimed at pursuing the long-term interests of the Company and its shareholders by creating a remuneration model that rewards the increase in the efficiency of asset management, the achievement of assumed economic objectives and the pursuit of above-average business results, the increase in operational efficiency, as well as guaranteeing the stability of the employment of managers of key importance to the Company, taking into account the characteristics of the construction market, the public procurement market and contractual guarantee provisions.

§ 9

Methods used to determine the degree of achievement of bonus targets

1. In order to determine the extent to which the bonus criteria have been met by individual members of the Management Board and to determine the amount of variable remuneration payable, the following methods will be used:
 - 1.1. verification of the Company's financial ratios adopted as bonus criteria.
 - 1.2. verification of other specific and verifiable conditions for the payment of variable remuneration components indicated in § 7(1) of the Policy.
 - 1.3. assessment of the degree of completion of assigned tasks referred to in § 7(2) of the Policy on the basis of other data, reports, statements and explanations.
 - 1.4. general evaluation based on the overall performance of the member of the Management Board, within the framework of his/her function of circumstances.
2. Especially with regard to financial performance, the bonus criteria will be assessed with an adjustment for events of a one-off or extraordinary nature that could lead to a distortion or misrepresentation of the assessment.

§ 10

Postponement periods and refunds

1. The Supervisory Board may introduce postponement periods for the payment of Variable Remuneration components to the members of the Management Board if this is justified by the purpose or nature of the benefit.
2. A demand for reimbursement of paid remuneration components shall be possible under the rules set forth in generally applicable laws, including in particular the Labour Code, the Civil Code, the Code of Commercial Companies.

CHAPTER V

Specification of the provisions of the Policy. Grounds for waiving or modifying the temporary application of the Policy

§ 11

Specification of the provisions of the Policy.

1. The Supervisory Board, pursuant to the authorisation of the General Meeting, may specify the provisions of the Policy with respect to the components of remuneration of the members of the Management Board referred to in § 3. In particular, it may modify the nature and description of individual components.
2. The Supervisory Board, on the basis of the authorisation of the General Meeting, may specify the bonus criteria referred to in § 7 of the Policy, as well as specify other or additional criteria not indicated in the Policy, following the guidelines set out in § 8 of the Policy.
3. The Supervisory Board shall, where justified by the purpose or nature of the benefit, determine the periods of postponement of the benefit and may also decide to introduce additional clauses obliging the member of the Management Board to repay the benefits paid in certain situations.

§ 12

Temporary withdrawal from the Policy - modification of its application

1. If this is necessary to pursue the long-term interests and financial stability of the Company or to guarantee its profitability and the continuity of the Company's management, the Supervisory Board may decide by resolution to temporarily disapply the Policy.
2. In the situation indicated in paragraph (1) above, the Supervisory Board may also, without deciding to waive the Policy in its entirety, modify the application of the Policy in the following respects:
 - 2.1. changing the proportion of variable remuneration components.
 - 2.2. setting other bonus criteria.
 - 2.3. introduce alternative remuneration components not indicated in the Policy and determine the conditions of their payment.
3. The Supervisory Board, when deciding on a temporary withdrawal from the application of the Policy, also determines the period for which the withdrawal will be effective.

CHAPTER VI

Other Provisions and statements

§ 13.

Statements regarding the legal basis of employment and remuneration model for other employees

1. At the date of adoption of the Policy, members of the Management Board are employed by the Company on the basis of employment contracts concluded and for a fixed term of office of 3 years.
2. The notice periods for termination of employment contracts concluded with members of the Management Board are 6 months. The amount of severance payments for early termination of employment contracts of members of the Management Board is set at 6 months' Basic Salary.

3. The terms and conditions of employment of members of the Management Board, especially in the case of newly appointed members, may differ from those indicated in paragraph 1 above, both in the area of the length of fixed-term contracts, the length of notice periods, the amount of severance payments, and in the area of the possibility to introduce and the terms and conditions of Management Contracts.
4. As part of the agreements concluded with members of the Management Board, the Company stipulates the obligation of exclusive work of members of the Management Board for the Budimex Group of Companies. The remuneration agreed upon in the contract is an equivalent benefit of such obligation of the member of the Management Board.
5. Members of the Management Board of the Company may perform unpaid functions of members of supervisory boards of subsidiary companies.
6. The Company does not enter into employment contracts with members of the Supervisory Board. The remuneration of the members of the Supervisory Board is paid on the basis of the organisational relationship - the Resolution of the General Meeting appointing a given person to perform a function in the Supervisory Board.
7. The provisions of the Policy take into account the model adopted in the Company for remuneration of other employees, in particular through fixed and variable remuneration components, the manner of calculating bonus benefits, introduction of non-competition clauses with respect to key employees and payment of severance.
8. The policy is developed on the basis of the fair and market conditions adopted in the Company for the remuneration of other employees of the Company, justifying the scope and scale of responsibility of members of the Company's Management Board and, in particular, justifying the motivating principles of bonuses for members of the Management Board.

§ 14.

Pension schemes

1. The Company operates an employee equity plan. Members of the Management Board and the Supervisory Board have the right to participate in the employee equity plan under the terms of the Act of 4 October 2018 on employee equity plans.
2. The Company does not operate any other pension or early retirement schemes in which members of the Management Board or Supervisory Board may participate.

§ 15.

Conflict of interest procedures

1. There is a Remuneration Committee within the Supervisory Board, whose task is to analyse the remuneration model adopted in the Company for the members of the Management Board on an ongoing basis, in terms of compliance with the long-term interests of the shareholders and the Company's objectives.
2. The tasks of the Remuneration Committee are to identify and notify the Supervisory Board of conflicts of interest related to the remuneration model adopted in the Policy, as well as areas of potential conflict of interest.
3. The Supervisory Board shall notify the areas of conflict of interest to the General Meeting to the extent related to the provisions of the Policy. The Supervisory Board may also recommend amendments to the Policy.

§ 16.

Decision making process

1. The establishment, implementation and review of the Policy shall be carried out in conjunction with all the Company's bodies, preserving the decision-making role of the General Meeting.
2. The General Meeting adopts the Policy and amends it, determines the principles of remuneration of members of the Supervisory Board and adopts a resolution giving an opinion on the report prepared by the Supervisory Board.
3. The task of the Supervisory Board is to implement and supervise the observance of the Policy, as well as to prepare annual reports to the General Meeting presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received or due to individual members of the Management Board and the Supervisory Board. In the performance of its tasks, the Supervisory Board acts through the Remuneration Committee, whose tasks include in particular analysing the remuneration system in force, presenting proposals and recommendations to the

Supervisory Board, within the scope defined by the Bylaws of the Supervisory Board of Budimex S.A.

4. The task of the Management Board is to provide adequate information for the development of the Policy.

§ 17.

Final provisions

1. The Company pays remuneration to the Members of the Management Board and Supervisory Board only in accordance with the Policy.
2. The principles and rules for the remuneration of the Members of the Management Board and the Supervisory Board have not materially changed from those previously in force in the Company.
3. The Policy is adopted and amended by the General Meeting of the Company by way of a resolution.
4. A resolution on the Policy is adopted at least every four years. A material change to the Policy shall require its adoption, by resolution, by the General Meeting.
5. The Company shall promptly post on its website the Policy and the resolution of the General Meeting, including the date of its adoption and the results of the vote. These documents shall remain available for at least as long as they are applicable.