

Resolution No. 299
of the Supervisory Board of Budimex S.A.
dated 20 March 2020

regarding: the recommendation that the General Meeting grant discharge to Members of the Budimex S.A. Management Board for the fulfilment of their duties.

§ 1

Given that the Supervisory Board has given positive evaluation to the Company's activity in 2019, it recommends that the Annual General Meeting of Budimex S.A. for 2019 granted discharge to the following Members of the Budimex S.A. Management Board for the fulfilment of their duties:

- Mr. **Dariusz Blocher** – for the period from 1 January 2019 to 31 December 2019,
- Mr. **Artur Popko** – for the period from 1 January 2019 to 31 December 2019,
- Mr. **Jacek Daniewski** – for the period from 1 January 2019 to 31 December 2019,
- Mr. **Radosław Górski** – for the period from 1 January 2019 to 18 June 2019 (resignation date),
- Mr. **Cezary Mączka** – for the period from 1 January 2019 to 31 December 2019,
- Mr. **Henryk Urbański** – for the period from 1 January 2019 to 31 December 2019,
- Mr. **Marcin Węglowski** – for the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution shall be effective as of the day of its adoption.

Draft resolutions of the AGM on granting discharge for the fulfilment of duties are attached hereto.

Appendix: 7 drafts: – Draft resolutions of the Annual General Meeting of Budimex S.A.

Re: discharge to Mr. Dariusz Blocher
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -

Re: discharge to Mr. Artur Popko.
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -

Re: discharge to Mr. Jacek Daniewski
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -

Re: discharge to Mr. Radosław Górski
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -

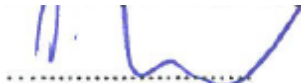
Re: discharge to Mr. Cezary Mączka
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -

Re: discharge to Mr. Henryk Urbański
6 members of the Supervisory Board participated in the ballot

*Votes for: 6.
Votes against: -
Abstained: -*

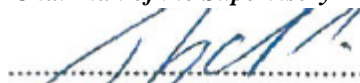
*Re: discharge to Mr. Marcin Węglowski
6 members of the Supervisory Board participated in the ballot
Votes for: 6.
Votes against: -
Abstained: -*

Secretary of the Supervisory Board



Igor CHALUPEC

**for the Supervisory Board of Budimex S.A.:
*Chairman of the Supervisory Board***



Marek MICHAŁOWSKI

Resolution no. 308
of the Supervisory Board of Budimex S.A.
of 2 April 2020

regarding: reviewing and approving draft resolutions of the Annual General Meeting of Budimex S.A. for 2019, including resolutions on audit of the financial statements and the management report of the Budimex Group and Budimex S.A. for 2019.

1. Pursuant to Article 382(3) of the Polish Companies Code, § 14 and § 16(9)(a), § 16(9)(b), § 16(9)(c) of the Company's Articles of Association, and pursuant to § 11(1)(b), § 11(1)(c), § 11(1)(d) and § 11(1)(e) of the By-laws of the Supervisory Board, the Supervisory Board of Budimex S.A. has reviewed and evaluated the standalone and consolidated financial statements for accuracy and audited the management report on of the Budimex Group and of Budimex S.A., and as a result the Supervisory Board has found as follows:
 - 1.1. During the audit of documents in the scope relating to the financial statements of Budimex S.A. for the financial year 2019 and the report on non-financial information of Budimex S.A. for 2019, the following activities were performed:
 - the analysis of the financial statements and the report on non-financial information,
 - the analysis of the Statutory Auditor's report on the progress and results of the audit of the financial statements, upon which explanations and answers to the questions of the Members of the Supervisory Board were heard,
 - explanations of the Management Board concerning this report were heard.
 - 1.2. The audit of documents to the extent relating to the Budimex Group for the financial year 2019 and the management report of the Budimex Group and Budimex S.A. Group for 2019, and the non-financial report of the Budimex Group for 2019 involved the following:
 - analysing the consolidated financial statements, the management report and the non-financial report of the Budimex Group for 2019,
 - analysing the auditor's report on the course and results of the audit of the financial statements, listening to the auditor's explanations and answering the questions of Members of the Supervisory Board,
 - listening to explanations of the Management Board concerning these statements.
 - 1.3. Based on the auditor's audit of the management report of the Budimex Group and of Budimex S.A. as well as the audit of the financial statements for 2019 referred to in 1.1. and 1.2., the Supervisory Board states that the information presented in these documents accurately and reliably reflects the economic and financial standing of the Company and the Budimex Group. With regard to the non-financial reports for 2019, the Supervisory Board states that these reports reliably present non-financial information insofar as required to assess the development, results and situation of the Company and the Group, the impact of the Company and Group's activities regarding the community, employees, natural environment, respect for human rights and the prevention of corruption.
2. In accordance with the position presented in 1.3., the Supervisory Board requests that the Annual General Meeting of Budimex S.A. held in 2019 adopt resolutions regarding:
 - reviewing and approving the management report of the Budimex Group and Budimex S.A. for 2019,
 - reviewing and approving the non-financial report of Budimex S.A. for 2019,
 - reviewing and approving the non-financial report of the Budimex Group for 2019,
 - reviewing and approving the financial statements of Budimex S.A. for the year ended 31 December 2019,
 - reviewing and approving the consolidated financial statements for the year ended 31 December 2019and also approves the following resolutions in the formal aspect:
 - on granting discharge to members of the Supervisory Board for the fulfilment of their duties in 2019.
3. Having reviewed the information presented by the Company's Management Board on the need for the General Meeting to adopt resolutions on matters regarding the Company's current operations, the Company additionally requests the Annual General Meeting of Budimex S.A. to adopt the following resolutions:
 - adopting the Policy for remunerating members of Budimex S.A. governing bodies,
 - establishing the rules of Employee Capital Plan (PPK) participation for members of the Budimex S.A. Supervisory Board,
 - authorising the sale by Budimex S.A. of a real property – plot no. 37/10 district 1-11-07, situated in Warsaw, ul. Guźca,
 - amending § 16(4), § 16(5) and § 16(9)(m) of the Company's Articles of Association and adoption of a consolidated text thereof.
4. In terms of granting discharge to Members of the Budimex S.A. Management Board by the Annual General Meeting for the fulfilment of their duties in 2019, the Supervisory Board gave its opinion in Resolution No. 299 of 20 March 2020, and it stands by that opinion.

The above draft resolutions of the General Meeting of Shareholders are attached to this resolution.

Appendices – 20 – Draft resolutions of the Annual General Meeting of Budimex S.A.

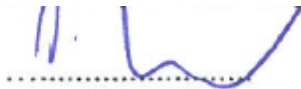
10 members of the Supervisory Board participated in the ballot

10 voted for

Votes against: -

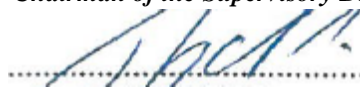
Abstained: -

Secretary of the Supervisory Board



Igor CHALUPEC

for the Supervisory Board of Budimex S.A.:
Chairman of the Supervisory Board



Marek MICHAŁOWSKI

Resolution no. 312
of the Supervisory Board of Budimex S.A.
dated 13 May 2020

regarding: reviewing and approving the draft resolution of the Annual General Meeting of Budimex S.A. for 2019 on creating a reserve capital

1. On 13 May 2020, the Supervisory Board of Budimex S.A. reviewed and assessed the proposal of the Management Board on distribution of profit for 2019 and the creation of a reserve capital.
2. Having heard the explanations of the Company's Management Board as to the recommended distribution of profit for 2019, the Supervisory Board, acting based on § 14 of the Articles of Association and § 11(1)(d) of the By-laws of the Supervisory Board, hereby approves the recommendation of the Management Board as regards the creation of a reserve capital by the General Meeting.
3. In accordance with the position presented in point 2 above, the Supervisory Board requests that the Annual General Meeting of Budimex S.A. held in 2019 adopt a resolution creating a reserve capital as worded in **Appendix 1** hereto.
4. The Resolution shall be effective as of its adoption.

Appendix – 1

Draft resolution of the Annual General Meeting of Budimex S.A. on creating a reserve capital

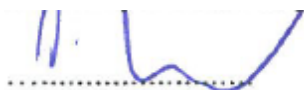
10 members of the Supervisory Board participated in the ballot

10 voted for

Votes against: -

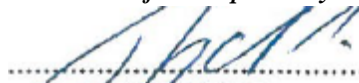
Abstained: -

Secretary of the Supervisory Board



Igor CHALUPEC

for the Supervisory Board of Budimex S.A.:
Chairman of the Supervisory Board



Marek MICHAŁOWSKI

Resolution no. 313
of the Supervisory Board of Budimex S.A.
dated 13 May 2020

regarding: reviewing and approving the draft resolution of the Annual General Meeting of Budimex S.A. for 2019 on distribution of profit for 2019

1. Acting pursuant to Article 382(3) of the Polish Companies Code, § 14 and § 16(9)(b) of the Company's Articles of Association and pursuant to § 11(1)(c) and § 11(1)(d) of the By-laws of the Supervisory Board, the Supervisory Board of Budimex S.A., on 13 May 2020 reviewed and assessed the proposal of the Management Board as regards distribution of profit for 2019.
2. As a result of the analysis and having heard the explanations of the Management Board as to the recommended distribution of profit for 2019, the Supervisory Board approves the profit distribution recommendation of the Management Board, which provides for:
 - allocating PLN 116,417,246.88 of the profit for 2019 for dividend payment,
 - allocating the remaining PLN 116,305,811.77 for the reserve capital created by the General Meeting.
3. In accordance with the position presented in point 2 above, the Supervisory Board requests that the Annual General Meeting of Budimex S.A. held in 2019 adopt a resolution on distribution of profit for 2019 as worded in **Appendix 1** hereto.
4. The Resolution shall be effective as of the day of its adoption.

Appendix – 1

Draft resolution of the Annual General Meeting of Budimex S.A. on distribution of profit for 2019

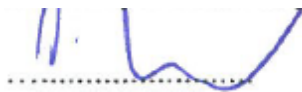
10 members of the Supervisory Board participated in the ballot

10 voted for

Votes against: -

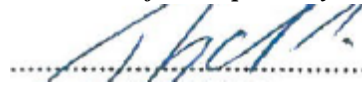
Abstained: -

Secretary of the Supervisory Board



Igor CHALUPEC

for the Supervisory Board of Budimex S.A.:
Chairman of the Supervisory Board



Marek MICHAŁOWSKI

Resolution no. 314
of the Supervisory Board of Budimex S.A.
dated 13 May 2020

regarding: reviewing and approving the draft resolution of the Annual General Meeting of Budimex S.A. for 2019 on adopting the agenda

1. On 13 May 2020, the Supervisory Board of Budimex S.A. assessed the materials for the Annual General Meeting prepared by the Company's Management Board.
2. Having heard the explanations of the Company's Management Board, the Supervisory Board, acting based on § 14 of the Articles of Association and § 11(1)(d) of the By-laws of the Supervisory Board, hereby approves the General Meeting agenda proposed by the Management Board.
3. In accordance with the position presented in point 2 above, the Supervisory Board requests that the Annual General Meeting of Budimex S.A. held in 2019 adopt a resolution on adoption of the agenda as worded in **Appendix 1** hereto.
4. The Resolution shall be effective as of its adoption.

Appendix – 1

Draft resolution of the Annual General Meeting of Budimex S.A. on adoption of the agenda

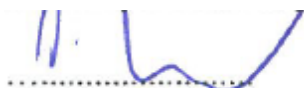
10 members of the Supervisory Board participated in the ballot

10 voted for

Votes against: -

Abstained: -

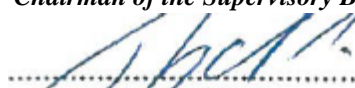
Secretary of the Supervisory Board



Igor CHALUPEC

for the Supervisory Board of Budimex S.A.:

Chairman of the Supervisory Board



Marek MICHAŁOWSKI

Resolution no. 315
of the Supervisory Board of Budimex S.A.
dated 13 May 2020

regarding: reviewing the formal aspects of the draft resolution of the Annual General Meeting of
Budimex S.A. for 2019 on appointment of a Supervisory Board member

1. On 13 May 2020, the Supervisory Board of Budimex S.A. assessed the materials for the Annual General Meeting prepared by the Company's Management Board.
2. Having heard the explanations of the Management Board, the Supervisory Board, acting based on § 14 of the Articles of Association and § 11(1)(d) of the By-laws of the Supervisory Board, the Supervisory Board hereby approves the formal aspects of the draft resolution of the General Meeting on appointment a Supervisory Board member – **Appendix 1** hereto (the draft does not include the candidate's details).
3. The Resolution shall be effective as of its adoption.

Appendix – 1

Draft resolution of the Annual General Meeting of Budimex S.A. on appointment of a Supervisory Board member.

10 members of the Supervisory Board participated in the ballot
10 voted for
Votes against: -
Abstained: -

Secretary of the Supervisory Board



Igor CHALUPEC

for the Supervisory Board of Budimex S.A.:
Chairman of the Supervisory Board



Marek MICHAŁOWSKI