

Resolution No. 368 of the Supervisory Board of Budimex S.A. of 24 March 2022

on: reviewing and expressing opinions on draft resolutions of the Ordinary General Meeting of Budimex S.A. in 2021, including on the audit of the financial statements and the management report of the Budimex Group and Budimex S.A. for 2021, on the proposal regarding the distribution of profit for 2021, and discharging members of the Management Board.

§ 1

1. Pursuant to Article 382 § 3 of the Commercial Companies Code, § 14 and § 16 (9) (a and b) of the Company's Statute, and pursuant to § 11 (1) (b, c, d) of the Regulations of the Supervisory Board, the Supervisory Board of Budimex S.A. conducted the audit and assessment of the separate and consolidated financial statements with regard to their conformity with the books and documents and with the actual state, the audit of the management report on the business activities of the Budimex Group and of Budimex S.A. and the Management Board's proposal regarding the distribution of profit for 2021, as a result of which the Supervisory Board states 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 2021 and the report on non-financial information of Budimex S.A. for 2021, the following activities were performed:

- the analysis and consideration 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 2021 and the management report of the Budimex Group and Budimex S.A. Group for 2021, and the non-financial report of the Budimex Group for 2021 involved the following:

- analysing and considering the consolidated financial statements, the management report and the non-financial report of the Budimex Group for 2021,
- 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.
- 2. 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 2021 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 2021, the Supervisory Board states that these reports include all of the information required by the Accounting Act and 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.
- 3. In accordance with the standpoint referred to in 1.3., and taking into account the information of the Management Board on the necessity of adopting by the Annual General Meeting decisions concerning the current operations of the Company which result from the current legal situation, the Supervisory Board, having studied the draft resolutions, gives a positive opinion and requests the Annual General Meeting of Budimex S.A. for 2021 to adopt resolutions in the following scopes:
 - review and approval of the report on operations of the Budimex Group and Budimex S.A. for 2021,
 - consideration and approval of the report on non-financial information of Budimex S.A. for 2021,
 - review and approval of the report on non-financial information of the Budimex Group for 2021,
 - review and approval of the financial statement of Budimex S.A. for the year ended 31 December 2021,
 - review and approval of the consolidated financial statement of the Budimex Group for the year ended 31 December 2021,
 - distribution of the profit for 2021,
 - acknowledgement of the fulfilment of duties by members of the Management Board of Budimex S.A. in 2021,
 - adopting the Budimex S.A. Supervisory Board Diversity Policy,
 - adopting the Code of Best Practice for WSE Listed Companies 2021,

and it issues a positive opinion in terms of formal requirements, and requests the General Meeting of Budimex S.A. to adopt resolutions regarding:

- approval of supplementation of the composition of the Supervisory Board of Budimex S.A., which took place on 23 September 2021, by co-opting, pursuant to clause 16(3) of the Company's Articles of Association, a new member of the Supervisory Board – Mr. Mario Mostoles Nieto – due to the resignation of Mr. Javier Galindo Hernandez,
- discharge of members of the Supervisory Board of Budimex S.A. for 2021,
- review and approval of the report on the activities of the Supervisory Board of Budimex S.A. for 2021,
- issue of the opinion on the Supervisory Board's statement on remuneration of members of the Management Board and the Supervisory Board for 2021,
- appointing a member of the Supervisory Board.

§ 2

The Resolution comes into force on the day of its adoption.

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

Attachments: 34 pcs. – Draft resolutions of the Annual General Meeting of Budimex S.A.

8 members of the Supervisory Board participated in the ballot

Votes for: 8

Votes against: -

Abstained: -

Secretary of the Supervisory Board

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Igor CHALUPEC

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

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Marek MICHAŁOWSKI