

**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. 364  
of the Annual General Meeting of Budimex S.A.  
dated 18 June 2020**

**regarding: reviewing and approving the financial statements of Budimex S.A. for the year ended 31 December 2019**

Pursuant to Article 395(2)(1) in conjunction with Article 393(1) of the Polish Companies Code and Article 53(1) of the Polish Accounting Act of 29 September 1994, the Annual General Meeting of Budimex S.A. hereby resolves as follows:

§ 1. To approve, after prior review, the Company's financial statements for the year ended 31 December 2019. The financial statements comprise:

1. the statement of financial position as at 31 December 2019, showing total assets as well as equity and liabilities of PLN 4,994,124,000 (four billion nine hundred and ninety-four million one hundred and twenty four thousand zloty),
2. the income statement for the period from 1 January 2019 to 31 December 2019, showing a net profit of PLN 232,723,000 (two hundred and thirty-two million seven hundred and twenty-three thousand zloty),
3. the statement of comprehensive income for the period from 1 January 2019 to 31 December 2019, showing a comprehensive income of PLN 232,666,000 (two hundred and thirty-two million six hundred and sixty-six thousand zloty),
4. the statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing an increase in equity of PLN 71,827,000 (seventy-one million eight hundred and twenty-seven thousand zloty),
5. a cash flow statement for the period from 1 January 2019 to 31 December 2019, showing an increase in cash of PLN 32,368,000 (thirty-two million three hundred and sixty-eight thousand zloty),
6. notes to financial statements.

The financial statements of Budimex S.A. for the year ended 31 December 2019 have been audited by an independent certified auditor and positively evaluated by the Company's Supervisory Board.

§ 2. The Resolution shall be effective as of its adoption.

Attached – The financial statements for the year ended 31 December 2019 and the audit report for the annual financial statements of Budimex S.A. for the year ended 31 December 2019, produced for inspection at the Annual General Meeting, published in the annual report for 2019 on 26 March 2020 and on the website 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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