

Chart of segregation of duties and accountabilities among Members of the Management Board of Budimex S.A.

The composition of the Management Board of Budimex S.A. includes:

- President of the Management Board is, at the same time, the Company's General Manager.
- Vice-President of the Management Board,
- Member of the Management Board, Chief Real Estate Officer,
- Member of the Management Board, Chief Legal Officer,
- Member of the Management Board, Chief Financial Officer,
- Member of the Management Board, Chief HR Officer.

Vice-President of the Management performs, through Directors reporting to him/her, i.e.:

- - Executive Director of Infrastructural Construction,
- - Executive Director of General Construction,
- - Executive Director of Power and Industrial Construction,

advisory role providing support in the decision making with regard to the Company's core operations.

Executive Directors exercise their responsibilities through teams reporting to them.

PRESIDENT OF THE MANAGEMENT BOARD – GENERAL MANAGER

General Manager is in charge of and directs the Company, he is accountable for all activities of the Company and represents it solely nationally and abroad.

General Manager is accountable for determining the strategy of the Company, establishing policy towards its subsidiaries, policies on internal processes and supervises over their performance.

Main duties and responsibilities of the General Manager include:

- a) exercising rights and obligations of the President of Management Board in accordance with the competences of the Board under the Company's Articles of Association, Bylaws of the Management Board and Code of Commercial Companies and Partnerships,
- b) making decisions in all matters falling outside the competencies of other Company's bodies nationally and abroad,
- c) in line with decisions of the Management Board, issuing orders and approving Internal Normative Acts with regard to Company's operations,
- d) creating organisational conditions favourable for the execution of Company's and Group's objective and goals,
- e) supervising over operations of all organisational units of the Company and Group,
- f) adjusting organisation of the Group to changes in the external environment,
- g) creating conditions and resources for the execution of tasks associated with: occupational health and safety, environmental protection, protection of classified information, protection of personal data under applicable laws.

General Manager executes his or her duties through lines, directors, offices reporting to him or her, and also through Classified Information Protection Officer and Information Protection Administrator.

LINE OF THE GENERAL MANAGER

The head of the line is General Manager. The line includes:

- Technical Office,
- System Management and Procurement Office,
- German Market Office,
- Internal Audit Office,
- OHS, Fire Safety and Environmental Protection Office,
- Quality Control Office,
- Classified Information Security Officer,
- Information Security Administrator,
- Infrastructural Construction Manager,
- General Construction Manager,
- Power and Industrial Construction Manager.

ECONOMIC AND FINANCIAL LINE

The head of the line is a Member of the Management Board, Chief Financial Officer, who reports directly to the General Manager.

Main duties and responsibilities of the Chief Financial Officer include:

- a) participating in creation of the Group's strategy ensuring constant increase in the Company's value,
- b) preparing and executing strategy of financing Company's operations,
- c) ensuring financial liquidity of the Group,
- d) developing the system of internal controls in the Group,
- e) preparing procedures in the field of finance in the Group,
- f) preparing financial projections,
- g) cooperating with brokers, investors and stock exchange analysts and representatives of investment funds,
- h) developing and implementing effective consolidated principles of accounting and management accounting in the Group,
- i) collecting, processing and making available of financial and commercial data to organisational units of the Group,
- j) optimising the management of financial resources, and creating and optimising tax policy of the Group,
- k) assessing on a regular basis of the efficiency of capital expenditures and investment projects,
- l) coordinating, assessing operations and direct oversight over the operations of reporting organisational units.

The line includes:

- Accounting Office,
- Tax Planning Office,
- Finance Management Office,

- Controlling Office,
- Credit Control Office,
- Economic Office for Manufacturing,
- IT Office,
- Economic Manager,
- Office for Strategic Analyses.

LEGAL AND ORGANISATIONAL LINE

The head of the Legal and Organisational Line is a Member of the Management Board, Chief Legal Officer, who reports directly to the General Manager. Chief Legal Office is the Secretary of the Company.

Main duties and responsibilities of the Chief Legal Officer include:

- a) supervision over the organisation of legal services provided to the Group,
- b) supervision over investments within the Group, as specified in detailed procedures,
- c) supervision over merges, amalgamations and transformations and other similar processes in the Group,
- d) supervision over the resolution of legal issues in the core Company documents, including but not limited to: agreements, arrangements, contracts, powers of attorney, etc.,
- e) coordination, assessment of operations and direct oversight over the operations of reporting organisational units.
- f) direct supervision over the organisation of legal services provided to the German Market,
- g) implementation of corporate policy with regard to legal issues towards Group companies,
- h) direct legal supervision over the selected contract of strategic importance,
- i) coordination and assessment of operations and direct subject-matter supervision over the operations of organisational units (Teams and legal counsels) in companies of the Budimex Group,
- j) cooperation with external law firms supporting Teams and legal counsels in the existing proceedings.

Legal and Organisational Line includes:

- Legal Office,
- Management Office for Contract Conditions,
- Administrative Office of the Company,
- Insurance Department.

HUMAN RESOURCES LINE

The head of the line is a Member of the Management Board, Chief HR Officer, who reports directly to the General Manager.

Main duties and responsibilities of the Chief HR Officer include:

- a) participation in the development of strategy and execution of HR and payment policy of the Group,
- b) responsibility for the staff development,

- c) coordination of, supervision over, monitoring and assessment of operations of the reporting organisational units,
- d) cooperation with Management Boards of Group Companies and Managers at HR Ferroviale,
- e) cooperation with trade unions,
- f) supervision over the maintenance of HR and payment records, as required by laws,
- g) supervision over the protection of personal data of Group employees,
- h) external and internal communication of the Company and Group,
- i) image of the Company and Group.

Chief HR Officer exercises his or her responsibilities by managing directly the reporting units: Office for Employee Matters and Remunerations, Office for Development and Recruitment, Team of HR Managers (HRBP). As regard the external communication, he or she executes accountabilities through the management of Office for External Communication reporting to him or her. As regards internal communication, he or she executes his or her accountabilities through the management of Team for Internal Communication and Employer Image.

REAL ESTATE MANAGEMENT LINE

The head of the line is a Member of the Management Board, Chief Real Estate Officer, who reports directly to the General Manager.

Chief Real Estate Officer is responsible for the management of real estates of the Company and for the performance of development activities.

The responsibilities of Chief Real Estate Officer also include the supervision over the operations of development companies.