

**BUDIMEX GROUP  
WARSAW, UL. STAWKI 40**

**CONSOLIDATED  
FINANCIAL STATEMENTS  
FOR THE 2013 FINANCIAL YEAR**

**WITH  
AUDITOR'S OPINION  
AND  
AUDIT REPORT**

## **TABLE OF CONTENTS**

<b>AUDITOR'S OPINION .....</b>	<b>3</b>
<b>REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE BUDIMEX GROUP FOR THE 2013 FINANCIAL YEAR .....</b>	<b>5</b>
<b>I. GENERAL INFORMATION.....</b>	<b>5</b>
1. Details of the audited Parent Company .....	5
2. Information about the consolidated financial statements for the prior financial year....	9
3. Details of the authorized entity and the key certified auditor acting on its behalf.....	10
4. Availability of data and management's representations.....	10
<b>II. ECONOMIC AND FINANCIAL POSITION OF THE BUDIMEX GROUP.....</b>	<b>11</b>
<b>III. DETAILED INFORMATION .....</b>	<b>12</b>
1. Information about the audited consolidated financial statements .....	12
2. Consolidation documentation.....	12
3. Completeness and correctness of drawing up notes and explanations and the report on the activities of the Budimex Group .....	13
<b>IV. CLOSING COMMENTS.....</b>	<b>14</b>

### **CONSOLIDATED FINANCIAL STATEMENTS OF THE BUDIMEX GROUP FOR THE 2013 FINANCIAL YEAR**

1. Consolidated Statement of Financial Position
2. Consolidated Income Statement
3. Consolidated Statement of Comprehensive Income
4. Consolidated Statement of Changes in Equity
5. Consolidated Statement of Cash Flows
6. Notes comprising a summary of significant accounting policies and other explanatory information

### **REPORT ON THE ACTIVITIES OF THE BUDIMEX GROUP FOR THE 2013 FINANCIAL YEAR**

## AUDITOR'S OPINION

### To the Shareholders and Supervisory Board of Budimex SA

We have audited the attached consolidated financial statements of the Budimex Group with Budimex SA, with its registered office in Warsaw at ul. Stawki 40, as the Parent, including consolidated statement of financial position prepared as of 31 December 2013, consolidated income statement and consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the financial year from 1 January 2013 to 31 December 2013 and notes comprising a summary of significant accounting policies and other explanatory information.

Preparation of consolidated financial statements and a report on the activities of the Budimex Group in line with the law is the responsibility of the Management Board of the Parent.

The Management Board of the Parent and members of its Supervisory Board are obliged to ensure that the consolidated financial statements and the report on the activities of the Budimex Group meet the requirements of the Accounting Act of 29 September 1994 (Journal of Laws of 2013, item 330, as amended), hereinafter referred to as the "Accounting Act".

Our responsibility was to audit and express an opinion on compliance of the consolidated financial statements with the accounting principles (policy) adopted by the Budimex Group and whether the financial statements present fairly and clearly, in all material respects, the financial and economic position as well as the financial result of the Budimex Group.

Our audit of the financial statements has been planned and performed in accordance with:

- section 7 of the Accounting Act,
- national auditing standards, issued by the National Council of Statutory Auditors in Poland.

We have planned and performed our audit of the consolidated financial statements in such a way as to obtain reasonable assurance to express an opinion on the financial statements. Our audit included, in particular, verification of the correctness of the accounting principles (policy) applied by the Parent and the subsidiaries, verification – largely on a test basis – of the basis for the amounts and disclosures in the consolidated financial statements, as well as overall evaluation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the audited consolidated financial statements in all material respects:

- present fairly and clearly the information material to evaluate the economic and financial position of the Budimex Group as of 31 December 2013 as well as its profit or loss in the financial year from 1 January 2013 to 31 December 2013,
- have been prepared in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published as European Commission regulations, and in all matters not regulated in the standards – in accordance with the provisions of the Accounting Act and secondary legislation to the Act,
- comply with the provisions of law applicable to the Budimex Group which affect the contents of the consolidated financial statements.

The Report on the activities of the Budimex Group for the 2013 financial year is complete within the meaning of Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (Journal of Laws of 2014, item 133) and consistent with underlying information disclosed in the audited consolidated financial statements.

Wojciech Kłys  
Key certified auditor  
conducting the audit  
No. 11775

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. – entity authorized to audit financial statements entered under number 73 on the list kept by the National Council of Statutory Auditors:

Maria Rzepnikowska – President of the Management Board of Deloitte Polska Sp. z o.o. – which is the General Partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, 7 March 2014

**The above audit opinion together with audit report is a translation from the original Polish version. In case of any discrepancies between the Polish and English version, the Polish version shall prevail.**

**REPORT ON THE AUDIT OF THE CONSOLIDATED  
FINANCIAL STATEMENTS OF THE BUDIMEX GROUP  
FOR THE 2013 FINANCIAL YEAR**

**I. GENERAL INFORMATION**

**1. Details of the audited Parent Company**

The Parent of the Budimex Group operates under the business name Budimex SA. The Company's registered office is located in Warsaw at ul. Stawki 40.

The Company operates as a joint stock company established by a notarized deed on 28 July 1994 before Jacek Nalewajek, Notary Public in Warsaw (Rep. A No. 2894/94), as a result of transformation of Budimex Engineering and Construction Sp. z o.o. into a joint stock company. The Company is recorded in the Register of Entrepreneurs kept by the District Court, XII Business-Registry Division in Warsaw, under KRS number 0000001764.

The Company's tax identification number NIP assigned by Second Mazowiecki Tax Office on 9 September 1994 is: 526-10-03-187.

The REGON number assigned by the Statistical Office on 22 August 1994 is: 010732630.

The Company operates based on the provisions of the Code of Commercial Companies.

In accordance with the Company's by-laws, the scope of its activities includes:

1. logging (PKD 02.20);
2. quarrying of stone, sand and clay (PKD 08.1);
3. support activities for other mining and quarrying (PKD 09.9);
4. manufacture of products of wood, cork, straw and plaiting materials (PKD 16.2);
5. manufacture of builders' ware of plastic (PKD 22.23);
6. manufacture of bricks, tiles and construction products, in baked clay (PKD 23.32);
7. manufacture of cement, lime and plaster (PKD 23.5);
8. manufacture of articles of concrete, cement and plaster (PKD 23.6);
9. manufacture of structural metal products (PKD 25.1);
10. treatment and coating of metals; machining (PKD 25.6);
11. manufacture of other fabricated metal products (PKD 25.9);
12. manufacture of other general use machinery, n.e.c. (PKD 28.29);
13. manufacture of metal forming machinery (PKD 28.41);
14. manufacture of other special-purpose machinery (PKD 28.9);
15. repair of fabricated metal products, machinery and equipment (PKD 33.1);
16. installation of industrial machinery and equipment (PKD 33.2);
17. sewerage (PKD 37.0);
18. waste collection (PKD 38.1);
19. waste treatment and disposal (PKD 38.2);
20. materials recovery (PKD 38.3);
21. remediation activities and other waste management services (PKD 39.0);
22. development of building projects (PKD 41.1);
23. construction of residential and non-residential buildings (PKD 41.2);
24. construction of roads and railways (PKD 42.1);
25. construction of utility projects (PKD 42.2);
26. construction of other civil engineering projects (PKD 42.9);
27. demolition and site preparation (PKD 43.1);
28. electrical, plumbing and other construction installation activities (PKD 43.2);
29. building completion and finishing (PKD 43.3);

30. other specialized construction activities (PKD 43.9);
31. other specialized wholesale (PKD 46.7);
32. freight transport by road and removal services (PKD 49.4);
33. support activities for transportation (PKD 52.2);
34. hotels and similar accommodation (PKD 55.1);
35. telecommunications (PKD 61);
36. other information service activities (PKD 61.9);
37. computer programming, consultancy and related activities (PKD 62.0);
38. activities of holding companies (PKD 64.2);
39. other financial service activities, except insurance and pension funding (PKD 64.9);
40. buying and selling of own real property (PKD 68.1);
41. renting and operating of own or leased real estate (PKD 68.2);
42. real estate activities on a fee or contract basis (PKD 68.3);
43. accounting and bookkeeping; tax consultancy (PKD 69.2);
44. activity of head offices and holdings, excluding financial holdings (PKD 70.1);
45. management consultancy activities (PKD 70.2);
46. architectural and engineering activities and related technical consultancy (PKD 71.1);
47. technical testing and analysis (PKD 71.2);
48. research and experimental development on natural sciences and engineering (PKD 72.1);
49. market research and public opinion polling (PKD 73.2);
50. specialized design activities (PKD 74.1);
51. other professional, scientific and technical activities, n.e.c. (PKD 74.9);
52. renting and leasing of other machinery, equipment and tangible goods (PKD 77.3);
53. leasing of intellectual property and similar products, except copyrighted works (PKD 77.4);
54. activities of employment placement agencies (PKD 78.1);
55. security systems service activities (PKD 80.20);
56. services to buildings and landscape activities (PKD 81);
57. office administrative and support activities (PKD 82.1);
58. other education (PKD 85.5);
59. educational support activities (PKD 85.6);
60. repair of computers and communication equipment (PKD 95.1).

In the audited period, the Company conducted the following business activities: development of building projects, installation, assembly and construction, as well as advisory, financial and management services for the Budimex Group companies.

As of 31 December 2013, the Company's share capital amounted to PLN 127,650,490 and was divided into 25,530,098 ordinary shares with a face value of PLN 5 each.

As of 31 December 2013 the Company's shareholders included:

- |  |                     |
|--|---------------------|
| – Valivala Holdings B.V. (the Netherlands) | – 59.06% of shares, |
| – OFE PZU „Złota Jesień”                   | – 8.83% of shares,  |
| – Aviva OFE Aviva BZ WBK                   | – 5.11% of shares,  |
| – Other shareholders                       | – 27.00% of shares. |

During the financial year there were no changes in the share capital of the Company.

During the audited period, the shareholding structure of the Company's share capital did not undergo any significant changes.

After the balance-sheet date there were no changes in the Company's share capital.

As of 31 December 2013, the Capital Group's equity amounted to PLN 645,175 thousand.

The Capital Group's financial year is the calendar year.

Composition of the Management Board as of the date of the opinion:

- |                             |                               |
|-----------------------------|-------------------------------|
| – Dariusz Blocher           | – Chairman of the Board;      |
| – Ignacio Botella Rodriguez | – Vice-Chairman of the Board; |
| – Jacek Daniewski           | – Member of the Board;        |
| – Henryk Urbański           | – Member of the Board;        |
| – Marcin Węglowski          | – Member of the Board;        |
| – Andrzej Artur Czynczyk    | – Member of the Board.        |

There were no changes in the composition of the Management Board during the audited period and till the date of the opinion.

Composition of the Budimex Group as of 31 December 2013:

- Parent – Budimex SA and
- subsidiaries:
  - Budimex Nieruchomości Sp. z o.o.;
  - Mostostal Kraków SA;
  - Przedsiębiorstwo Napraw Infrastruktury Sp. z o.o. in bankruptcy by arrangement;
  - Budimex Bau GmbH;
  - Budimex Budownictwo Sp. z o.o.;
  - MK Logistic Sp. z o.o. (in liquidation);
  - Dromex Oil Sp. z o.o. (in liquidation);
  - SPV-BN 1 Sp. z o.o.;
  - SPV-BN 2 Sp. z o.o.;
  - Budimex Most Wschodni SA;
  - Budimex Autostrada SA;
  - Budimex Autostrada A-1 SA;
  - Budimex Kolejnictwo SA;
  - Budimex Parking Wrocław Sp. z o.o.;
  - Budimex PPP SA;
  - Budimex A Sp. z o.o.;
  - Budimex B Sp. z o.o.;
  - Budimex C Sp. z o.o.;
  - Budimex D Sp. z o.o.;
  - Budimex E Sp. z o.o.;
  - Elektromontaż Poznań SA;
  - Elektromontaż Import Sp. z o.o.;
  - Instal Polska Sp. z o.o.;
  - Elektromontaż Warszawa SA;
  - Budimex SA - Budimex Budownictwo Sp. z o.o. s.c.;
  - Przedsiębiorstwo Budownictwa Mieszkaniowego Nadolnik Sp. z o.o.;
- co-subsidiaries:
  - Budimex SA Sygnity SA Sp.j.;
  - Budimex SA Ferrovial Agroman SA Sp.j.;
  - Budimex SA Ferrovial Agroman SA s.c.;
  - Budimex SA – Cadagua SA s.c.;
  - Tecpresa-Techniki Sprężania i Usługi Dodatkowe Sp. z o.o.;
  - PKZ Budimex GmbH;
- associates:
  - PPHU Promos Sp. z o.o.;
  - FBSerwis SA.

The consolidated financial statements as of 31 December 2013 included the following entities:

a) Parent Company Budimex SA

We have audited the financial statements of Budimex SA the Parent, for the period from 1 January to 31 December 2013. As a result of our audit, on 7 March 2014 we issued an unqualified opinion

b) Companies subject to full consolidation:

Name and address of the Company	Interest in the capital (%)	Name of entity that audited the financial statements and type of opinion issued	Balance sheet date of the consolidated entity	Opinion date
Budimex Nieruchomości Sp. z o.o.	100	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014
Budimex Danwood Sp. z o.o.	-	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014
Mostostal Kraków SA	100	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k., unqualified opinion	31.12.2013	24.02.2014
Budimex Budownictwo Sp. z o.o.	100	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014
Budimex Bau GmbH	100	The financial statements were not audited by a certified auditor	31.12.2013	not applicable
SPV-BN 1 Sp. z o.o.	100	The financial statements were not audited by a certified auditor	31.12.2013	not applicable
SPV-BN 1 Sp. z o.o.	100	The financial statements were not audited by a certified auditor	31.12.2013	not applicable
Budimex Kolejnictwo SA	100	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014
Budimex Parking Wrocław Sp. z o.o.	100	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014
Budimex B Sp. z o.o.	100	The financial statements were not audited by a certified auditor	31.12.2013	not applicable
Elektromontaż Poznań SA Group	50,66	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k., unqualified opinion	31.12.2013	20.02.2014
Budimex SA – Budimex Budownictwo Sp. z o.o. s.c.	100	Financial data included in the financial statements of Budimex SA audited by Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	not applicable

\* On 2 December 2013 Budimex B Sp. z o.o., a subsidiary of Budimex SA, sold shares in Budimex Danwood Sp. z o.o. outside the Budimex Group.

c) Companies subject to equity method of consolidation:

Name and address of the Company	Interest in the capital (%)	Name of entity that audited the financial statements and type of opinion issued	Balance sheet date of the consolidated entity	Opinion date
Budimex SA Sygnity SA Sp.j.	67	Financial data included in the financial statements of Budimex SA audited by Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	not applicable
Budimex SA Ferrovial Agroman SA Sp.j.	50	Financial data included in the financial statements of Budimex SA audited by Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	not applicable
Budimex SA Ferrovial	99.98	Financial data included in the financial	31.12.2013	not applicable



Agroman SA s.c.		statements of Budimex SA audited by Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.		
Budimex SA – Cadagua SA s.c.	50	Financial data included in the financial statements of Budimex SA audited by Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	not applicable
Tecpresa-Techniki Sprężania i Usługi Dodatkowe Sp. z o.o.	30	The financial statements were not audited by a certified auditor	31.12.2013	not applicable

d) Companies subject to equity method of consolidation:

Company's name	Interest in the capital (%)	Name of entity that audited the financial statements and type of opinion issued	Balance sheet date of the consolidated entity	Opinion date
Promos Sp. z o.o.	25.53	The financial statements were not audited by a certified auditor	31.12.2013	not applicable
FBSerwis SA	49	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.	31.12.2013	opinion not issued by 07.03.2014

The Parent preparing the consolidated financial statements did not simplify or alter consolidation principles in relation to the consolidated entities.

On 30 November 2013, the Budimex Group discontinued consolidation of Budimex Danwood Sp. z o.o. as a result of sale of 100% shares outside the Budimex Group.

Other entities belonging to the Group Budimex: Budimex Autostrada SA, Budimex Most Wschodni SA, Budimex Autostrada A-1 SA, Budimex A Sp. z o.o., Budimex C Sp. z o.o., Budimex D Sp. z o.o., Budimex E Sp. z o.o., Budimex PPP SA, Przedsiębiorstwo Budownictwa Mieszkaniowego Nadolnik Sp. z o.o., PKZ Budimex GmbH and the companies in liquidation have been excluded from consolidation since their financial data are immaterial for the consolidated financial statements.

Additionally, as of 30 November 2012, the Budimex Group discontinued consolidation of Przedsiębiorstwo Napraw Infrastruktury Sp. z o.o. in bankruptcy by arrangement, assuming that the court's appointment of a receiver instead of the company's own management is tantamount to a loss of control over the entity.

## 2. Information about the consolidated financial statements for the prior financial year

The activities of the Capital Group in 2012 resulted in a net profit of PLN 185,982 thousand. The consolidated financial statements of the Capital Group for 2012 were audited by a certified auditor. The audit was performed by authorized entity Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. On 15 March 2013 the certified auditor issued an unqualified opinion on those financial statements.

The General Shareholders' Meeting which approved the consolidated financial statements for the 2012 financial year was held on 24 April 2013.

The consolidated financial statements for the 2012 financial year were submitted to the National Court Register (KRS) on 14 May 2013

**3. Details of the authorized entity and the key certified auditor acting on its behalf**

The audit of the consolidated financial statements was performed based on the agreement of 10 October 2013 concluded between Budimex SA and Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered office in Warsaw, al. Jana Pawła II 19, recorded under number 73 on the list of entities authorized to provide audit services kept by the National Council of Statutory Auditors. On behalf of the authorized entity, the audit of the consolidated financial statements was conducted under the supervision of Wojciech Kłys, key certified auditor (No. 11775), in the registered office of the Parent Company from 21 to 31 October 2013, from 20 January to 7 February 2014 as well as outside the Company's premises until the date of this opinion.

The entity authorized to audit the consolidated financial statements was appointed by the resolution of the Supervisory Board of 24 April 2013 based on authorization included in Article 16.9 of the Parent Company's by-laws.

Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. and Wojciech Kłys, key certified auditor, confirm that they are authorized to carry out audits and meet the requirements of Article 56 of the Act on statutory auditors and their self-governing body, auditing firms and on public oversight (Journal of Laws of 2009, No. 77, item 649, as amended) to express an unbiased and independent opinion on the consolidated financial statements of the Budimex Group.

**4. Availability of data and management's representations**

The scope of our audit was not limited.

During the audit, all necessary documents and data as well as detailed information and explanations were provided to the authorized entity and the key certified auditor, as confirmed e.g. in the written representation of the Management Board of the Parent Company of 7 March 2014.

## II. ECONOMIC AND FINANCIAL POSITION OF THE BUDIMEX GROUP

Presented below are the main items from the consolidated income statement as well as financial ratios describing the financial performance of the Budimex Group and its economic and financial position compared to the prior year.

<u>Main items from the income statement (PLN '000)</u>	<u>2013</u>	<u>2012</u>
Sales revenue	4,749,459	6,077,660
Operating expenses	(4,545,324)	(5,835,522)
Other operating revenue	44,181	65,780
Other operating expenses	(107,991)	(139,172)
Profit (loss) on derivatives	(1,131)	13,663
Profit on disposal of a subsidiary	194,112	0
Financial revenue	30,498	67,063
Financial expenses	(28,256)	(40,723)
Profit on derivatives	407	0
Share in net profit (loss) of controlled entities measured using the equity method	(4,684)	(6,121)
Income tax	(29,971)	(16,646)
Net profit (loss)	301,300	185,982
<u>Profitability ratios</u>	<u>2013</u>	<u>2012</u>
– gross profit margin	7%	3%
– net profit margin	6%	3%
– net return on equity	88%	75%
<u>Effectiveness ratios</u>		
– assets turnover ratio	1.29	1.76
– receivables turnover in days	32	24
– liabilities turnover in days	44	45
– inventory turnover in days	62	61
<u>Liquidity/Net working capital</u>		
– debt ratio	83%	87%
– equity to fixed assets ratio	17%	13%
– net working capital (PLN '000)	370,930	255,701
– current ratio	1.14	1.10
– quick ratio	0.88	0.76

An analysis of the above figures and ratios indicated the following trends in 2013:

- an increase in profitability ratios;
- a decrease in the assets turnover ratio;
- an increase in the net working capital;
- an increase in liquidity ratios.

### **III. DETAILED INFORMATION**

#### **1. Information about the audited consolidated financial statements**

The audited consolidated financial statements were prepared as of 31 December 2013 and include:

- consolidated statement of financial position prepared as of 31 December 2013, with total assets and liabilities plus equity of PLN 3,686,753 thousand,
- consolidated income statement for the period from 1 January 2013 to 31 December 2013, with a net profit of PLN 301,300 thousand,
- consolidated statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, with a total comprehensive income of PLN 303,425 thousand,
- consolidated statement of changes in equity for the period from 1 January 2013 to 31 December 2013, disclosing an increase in equity of PLN 212,045 thousand,
- consolidated statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing a cash inflow of PLN 319,016 thousand,
- notes, comprising a summary of significant accounting policies and other explanatory information.

The structure of assets and liabilities plus equity as well as items affecting the financial profit or loss has been presented in the consolidated financial statements.

The audit covered the period from 1 January 2013 to 31 December 2013 and focused mainly on:

- verification of the correctness and fairness of the consolidated financial statements prepared by the Management Board of the Parent Company,
- verification of the consolidation documentation,
- evaluation of the correctness of the consolidation methods and procedures applied during consolidation,
- review of opinions and reports on audits of financial statements of subsidiaries and associated companies included in consolidation, prepared by other certified auditors.

#### **2. Consolidation documentation**

The Parent Company presented the consolidation documentation including:

- 1) financial statements of entities, included in the consolidated financial statements,
- 2) financial statements of controlled entities, adjusted to the accounting principles (policy) applied during consolidation,
- 3) financial statements of controlled entities translated into the Polish currency,
- 4) all consolidation adjustments and eliminations necessary for preparation of the consolidated financial statements,
- 5) calculation of the fair value of the net assets of controlled entities,
- 6) calculation of goodwill and negative goodwill as well as their write-downs, also due to impairment,
- 7) calculation of exchange differences arising from translation of the financial statements of controlled entities denominated in foreign currencies.

#### Basis for the preparation of the consolidated financial statements

The consolidated financial statements of the Budimex Group for the 2013 financial year have been prepared in accordance with the International Financial Reporting Standards.

**Entities in the Budimex Group**

The scope and method of consolidation as well as the relationship between entities in the capital group have been determined based on the criteria specified in the International Financial Reporting Standards.

**Financial period**

The consolidated financial statements have been prepared as of the same balance sheet date and for the same financial year as the financial statements of the Parent – Budimex SA. Subsidiaries and associated companies included in consolidation prepared their financial statements as of the same balance sheet date as the Parent. The financial year of all subsidiaries and associated companies included in consolidation ended on 31 December 2013.

**Consolidation method**

The financial statements of the subsidiaries were consolidated using the full method, i.e. full amounts of all relevant items of the financial statements of the Parent and the subsidiaries included in consolidation were summed up.

Once the values had been summed up, consolidation adjustments and eliminations were applied to:

- the cost of shares held by the Parent in subsidiaries and the part of net assets of subsidiaries corresponding to the interest of the Parent in these companies,
- mutual receivables and liabilities of entities included in consolidation,
- material revenue and expenses related to transactions between entities included in consolidation.

The equity method was applied with respect to associated entities. The value of the Parent's interest in the associated company was adjusted by increases or decreases in the equity of the associated company attributable to the Parent, which occurred in the period covered by consolidation, and decreased by dividends due from such companies.

**3. Completeness and correctness of drawing up notes and explanations and the report on the activities of the Budimex Group**

The Parent confirmed the validity of the going concern basis in preparation of the consolidated financial statements. The notes to the consolidated financial statements give a correct and complete description of measurement principles regarding assets, liabilities, profit or loss and principles of preparation of the consolidated financial statements.

The Parent prepared notes in the form of tables to individual items of the consolidated statement of financial position, income statement and statement of comprehensive income as well as narrative descriptions, in line with the requirement of IFRS.

Notes describing property, plant and equipment, intangible assets, investments, liabilities and provisions correctly present increases and decreases as well as their basis during the financial year.

Limitations imposed on individual assets disclosed in the consolidated statement of financial position arising from security granted to creditors have been described.

Individual assets and liabilities as well as revenue and expenses have been correctly presented by the Parent in the consolidated financial statements. The consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows as well as notes which constitute an integral part of the financial statements include all items required for disclosure in the consolidated financial statements under IFRS.

The Management Board prepared and supplemented the consolidated financial statements with a report on the activities of the Budimex Group in the 2013 financial year. The report contains all information required under Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance Ordinance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states. We have audited the report with respect to the disclosed information derived directly from the audited consolidated financial statements.

#### **IV. CLOSING COMMENTS**

##### Management Board's Representation

Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. and the key certified auditor received a representation letter from the Parent Company's Management Board, in which the Board stated that the Budimex Group complied with the laws in force.

Wojciech Kłys  
Key certified auditor  
conducting the audit  
No. 11775

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. – entity authorized to audit financial statements entered under number 73 on the list kept by the National Council of Statutory Auditors:

Maria Rzepnikowska – President of the Management Board of Deloitte Polska Sp. z o.o. – which is the General Partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, 7 March 2014