

On the grounds of § 38 paragraph 1 item 1 and 2 of the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by issuers of securities and conditions of deeming equivalent the information required by the regulations of a state being a non-member state (Journal of Laws of 2009, No. 33, item 259) BIOTON S.A. („**the Company**”) submits the following information:

- I. on convening the Ordinary Annual Meeting of the Company,
- II. intended amendment of the Company’s Articles of Association.

I.

The Managing Board of the Company convenes for 29 June 2009, 2 p.m. the Ordinary Annual Meeting of the Company, which shall be held in Warsaw at 5 Starościńska Street (“**Meeting**”) with the following agenda:

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Establishing that the Meeting has been properly convened and is capable of adopting resolutions.
4. Election of the Returning Committee.
5. Adopting a resolution on reviewing and approving of the Managing Board's report on the operation of the company and financial statement for the accounting year 2008.
6. Adopting a resolution on reviewing and approving of the Managing Board's report on the operation of Grupa Kapitałowa BIOTON S.A. and the consolidated financial statement of Grupa Kapitałowa BIOTON S.A. for the accounting year 2008.
7. Adopting a resolution on reviewing and approving of the reports of the Supervisory Board of the Company.
8. Adopting a resolution on covering the loss of the Company for the accounting year 2008.
9. Adopting a resolution on acknowledgement of the fulfilment of duties by the members of the Managing Board of the Company in the accounting year 2008.
10. Adopting a resolution on acknowledgement of the fulfilment of duties by the members of the Supervisory Board of the Company in the accounting year 2008.
11. Adopting a resolution on the amendment of the Articles of Association within the scope of authorisation of the Managing Board to increase the initial capital of the Company within the target capital including the possibility to exclude by the Managing Board of the subscription right of the current stockholders against approval of the Supervisory Board.
12. Adopting a resolution on changes in the composition of the Supervisory Board of the Company.
13. Closing of the Meeting.

Additional information

The Managing Board of the Company informs that pursuant to Art. 406 § 2 and 3 of the Code of Commercial Companies, the bearers of stocks entitle to participation in the Meeting if the registered deposit receipt, issued by the entity keeping the securities account in compliance with the regulations of the act on trading of financial instruments, shall be deposited in the registered seat of the Company (ul. Starościńska 5, 02-516 Warsaw) at least one week prior to the date of the Meeting and shall not be received before the end of the Meeting.

The Stockholders may attend the Meeting and exercise their voting right either personally or through their attorneys. The power of attorney should be given in writing under the pain of nullity.

A list of stockholders entitled to attend the Meeting shall be made available at the seat of the Company and at the premises of the Managing Board (ul. Poznańska 12, 05-850 Macierzysz) 3 working days prior to the Meeting.

The registration of the stockholders and distribution of ballot papers shall commence on the date of the Meeting in front of the meeting room at 01:30 p.m.

II.

The Managing Board of the Company provides the current and projected reading of § 11 of the Articles of Association of the Company:

§ 11 of the Articles of Association – current reading:

1. „The Managing Board is entitled to increase the initial capital of the Company through issue of new stocks of the total face value not higher than PLN 175.000.000 (one hundred seventy five million), by way of a single or several increases of the initial capital within the limits as specified hereinabove (the target capital). The authorization of the Managing Board to increase the initial capital and to issue new stocks within the target capital shall expire within 3 (three) years from the date of entering in the entrepreneurs register of the amendment of the Articles of Association introduced by a resolution of the Extraordinary Annual Meeting No. 6 of 6 April 2009.
2. Within the authorization to increase the initial capital within the target capital the Managing Board is entitled to issue subscription warrants referred to under Art. 453 § 2 of the Code of Commercial Companies, with the time limit for exercising the right to subscribe expiring not later than the period for which this authorization has been granted.
3. Against approval of the Managing Board, the Managing Board may deprive the stockholders completely or partially of the subscription right for the stocks and subscription warrants issued within the limits of the target capital.
4. With the reservation of paragraph 6, unless the regulations of the Code of Commercial Companies provide otherwise, the Managing Board shall decide on all and any issues related to the increase of the initial capital within the target capital, in particular the Managing Board is authorised to:
 - 1) conclude agreements on investment subissue or service subissue or other agreements securing the success of the issue of stocks, as well as to conclude agreements under which deposit receipts with regard to the stocks would be issued outside the territory of the Republic of Poland,
 - 2) adopt resolutions and take other actions related to uncertification of stocks and to conclude agreements with the National Depository for Securities on registration of the stocks,
 - 3) adopt resolutions and take other actions related to issue of stocks by public offering or by applying for admission of the stocks to trade on regulated market, respectively.
5. The stocks issued within the target capital may be acquired in return for cash or non-cash contributions.

6. The Resolutions of the Managing Board on establishing the issue price of the stocks within the target capital or issuing stocks in return for non-cash contributions shall require approval of the Chairman of the Supervisory Board.”

§ 11 of the Articles of Association – suggested reading:

1. „The Managing Board is entitled to increase the initial capital of the Company through issue of new stocks of the total face value not higher than PLN 300.000.000,00 (three hundred million), by way of a single or several increases of the initial capital within the limits as specified hereinabove (the target capital). The authorization of the Managing Board to increase the initial capital and to issue new stocks within the target capital shall expire within 3 (three) years from the date of entering in the entrepreneurs register of the amendment of the Articles of Association introduced by a resolution of the Ordinary Annual Meeting No. [●] of 29 June 2009.
2. Within the authorization to increase the initial capital within the target capital the Managing Board is entitled to issue subscription warrants referred to under Art. 453 § 2 of the Code of Commercial Companies, with the time limit for exercising the right to subscribe expiring not later than the period for which this authorization has been granted.
3. Against approval of the Managing Board, the Managing Board may deprive the stockholders completely or partially of the subscription right for the stocks and subscription warrants issued within the limits of the target capital.
4. With the reservation of paragraph 6, unless the regulations of the Code of Commercial Companies provide otherwise, the Managing Board shall decide on all and any issues related to the increase of the initial capital within the target capital, in particular the Managing Board is authorised to:
 - 1) conclude agreements on investment subissue or service subissue or other agreements securing the success of the issue of stocks, as well as to conclude agreements under which deposit receipts with regard to the stocks would be issued outside the territory of the Republic of Poland,
 - 2) adopt resolutions and take other actions related to uncertification of stocks and to conclude agreements with the National Depository for Securities on registration of the stocks,
 - 3) adopt resolutions and take other actions related to issue of stocks by public offering or by applying for admission of the stocks to trade on regulated market, respectively.
5. The stocks issued within the target capital may be acquired in return for cash or non-cash contributions.
6. The Resolutions of the Managing Board on establishing the issue price of the stocks within the target capital or issuing stocks in return for non-cash contributions shall require approval of the Chairman of the Supervisory Board.”

Due to the fact that the Managing Board of the Company has utilized most of the present target capital, the agenda of the Meeting includes adoption of a resolution on establishing new target capital of the Company. The aim of the above mentioned resolution is providing the Company with possibility of flexible increase of the initial capital in order to raise additional

funds for performance of the Company's objectives, including financing under agreement concluded with PROKOM Investments S.A. (which was reported by the Company in the current reports No.: 3/2009 of 24.01.2009 and 15/2009 of 01.04.2009) should there occur any new investment needs aiming at the further development of the Company and building values for its stockholders.