

On the request of a shareholder of BIOTON Spółka Akcyjna [*joint stock company*] with the registered seat in Warsaw ("**Company**") - Brokton Investments Sp. z o.o. [*limited liability company*] with the registered seat in Warsaw ("**Brokton**"), made according to Art. 401 § 1 of the Code of Commercial Companies, the Managing Board of the Company changes the agenda of the Extraordinary General Meeting convened to be held on 22 February 2016 ("**Meeting**"):

1. item 7 reading as follows: "*Adopting a resolution on the change of the Statute of the Company by deleting individual rights and restrictions in exercising the voting right.*" shall read as follows: "*Adopting a resolution on the change of the Statute of the Company by deleting individual rights.*",
2. item 8 reading as follows: "*Close of the Meeting.*" shall read as follows: "*Adopting a resolution on the change of the Statute of the Company by deleting restrictions in exercising the voting right.*",
3. there is added item 9 reading as follows: "*Close of the Meeting.*".

**Agenda of the Meeting (after the amendments):**

1. Opening of the Meeting.
2. Election of the chairman of the Meeting (in case the chairman is not appointed by the Managing Board of the Company) and drawing up an attendance list.
3. Establishing that the Meeting has been properly convened and is capable of adopting resolutions.
4. Adoption of the agenda of the Meeting.
5. Adopting resolutions on changes in the composition of the Supervisory Board of the Company.
6. Adopting a resolution on covering the costs of convening and holding the Meeting.
7. Adopting a resolution on the change of the Statute of the Company by deleting individual rights.
8. Adopting a resolution on the change of the Statute of the Company by deleting restrictions in exercising the voting right.
9. Close of the Meeting.

Draft resolutions concerning the above mentioned amendments submitted by Brokton:

**to item 7 of the agenda**

**RESOLUTION NO. [●]  
of the Extraordinary General Meeting  
of BIOTON Spółka Akcyjna  
of 22<sup>nd</sup> February 2016,**

*on the change of the Statute of the Company by deleting individual rights*

"Acting pursuant to Art. 430 of the Code of Commercial Companies, the Extraordinary General Meeting of BIOTON S.A. ("**Company**") has agreed as follows:

## § 1

The Statute of the Company are amended in such manner that:

1. § 14 paragraph 2 of the Statute is deleted;
2. § 14 paragraph 3 of the Statute is amended in such manner that it shall read as follows:  
*"3. Members of the Managing Board are appointed and dismissed by the Supervisory Board."*
3. § 17 paragraph 2 of the Statute is amended in such manner that it shall read as follows:  
*"2. The Supervisory Board is appointed in the following way:  
1) one member of the Supervisory Board is appointed and dismissed by the Institute of Biotechnology and Antibiotics,  
2) other members of the Supervisory Board are appointed and dismissed by the General Meeting."*
4. § 17 paragraph 3 of the Statute is amended in such manner that it shall read as follows:  
*"3. Individual rights, referred to hereinabove in paragraph 2 item 1) shall be executed by way of presenting a written statement to the Company notifying of appointment or dismissal of a Member of the Supervisory Board."*
5. § 18 paragraph 4 of the Statute is deleted;
6. § 19 of the Statute is amended in such manner that it shall read as follows:

### "§ 19

*"The Chairman and two Vice Chairmen of the Supervisory Board are appointed by the Supervisory Board from among its members."*

7. § 26 paragraph 3 item 1) of the Statute is deleted;
8. § 30 paragraph 1 and 2 of the Statute is deleted;
9. § 30 paragraph 3 of the Statute is amended in such manner that it shall read as follows:  
*"3. The individual right granted to the Institute of Biotechnology and Antibiotics referred to under § 17 paragraph 2 item 1), shall expire in case the Institute of Biotechnology and Antibiotics ceases to hold shares constituting at least 5% (five percent) of the share capital."*
10. § 30 paragraph 4 of the Statute is amended in such manner that it shall read as follows:  
*"4. The individual right referred to under § 17 paragraph 2 item 1), granted to the Institute of Biotechnology and Antibiotics, shall expire also in case the shareholder acquires (acting on his own behalf and account) and registers at the General Meeting shares constituting at least 75% (seventy five percent) of the overall number of shares in the share capital of the Company, provided that all shares in the quantity exceeding 10% of the overall number of shares in the share capital of the Company have been acquired by such shareholder:  
a) by way of invitation to subscription for sale of all shares of the Company announced in accordance with the regulations of the Act on Public Offering from the*

*shareholders who are not related to such shareholder in a manner specified under art. 87 paragraph 1 item 2-6 of the Act on Public Offering, or*

*b) in the initial public offering (as defined in the Act on public offering)."*

11. § 30 paragraph 6 and 7 of the Statute is deleted;

**§ 2**

The Supervisory Board of the Company is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof."

**to item 8 of the agenda**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting  
of BIOTON Spółka Akcyjna  
of 22<sup>nd</sup> February 2016,**

*on the amendment of the Statute of the Company by deleting restrictions in exercising the voting right*

"Acting pursuant to Art. 430 of the Code of Commercial Companies, the Extraordinary General Meeting of BIOTON S.A. ("**Company**") has agreed as follows:

**§ 1**

The Statute of the Company are amended in such manner that:

1. § 26 of the Statute is deleted.

**§ 2**

The Supervisory Board of the Company is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof."