

BIOTON S.A. ("**Company**") informs that: (i) due to formal reservations of KDPW S.A. (National Depository for Securities) as regards the reading of the Resolution No. 2 of the Extraordinary General Meeting of the Company of 30 September 2013 concerning consolidation (reverse split) of shares and amendments to the Company Statute and (ii) obligation of the Company to offer to the holders of series B bonds, within 6 months from the date of issue of series B bonds, conversion of series B bonds to bonds convertible to Company shares, with the same maturity date, which was reported by the Company in the current report No. 44/2013 of 29 July 2013, the Managing Board of the Company hereby convenes an Extraordinary General Meeting with the agenda covering the following matters.

ANNOUNCEMENT
OF THE MANAGING BOARD OF BIOTON SPÓŁKA AKCYJNA
ON CONVENING AN EXTRAORDINARY GENERAL MEETING

The Managing Board of BIOTON Spółka Akcyjna, with its registered seat in Warsaw, acting pursuant to Art. 399 § 1 with regard to Art. 402¹ and 402² the Code of Commercial Companies ("**CCC**"), convenes an Extraordinary General Meeting ("**EGM**") to be held on **17 December 2013**, at 13:00 (1:00 p.m.) at the Company's premises at Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

Agenda:

1. Opening of the EGM session;
2. Drawing up of the attendance list, establishing that the EGM has been properly convened and is capable of adopting resolutions;
3. Adopting of the resolution on change of Resolution No. 2 of the EGM of the Company held on 30 September 2013 on consolidation (reverse split) of shares and amendments to the Statute of the Company;
4. Adopting of the resolution on issue of bonds convertible to Company shares;
5. Closing of the EGM session.

Information for shareholders

The right to participate in the EGM

The Managing Board of the Company declares that, in accordance with Art. 406¹ of the Commercial Companies Code, the right to participate in the EGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the EGM, i.e. on 1 December 2013 (the date of registration at the EGM, hereinafter referred to as the "**Registration Date**"), provided that they deliver to the entity which maintains their securities account a request for the issuance of a registered certificate confirming the right to participate in the EGM in the period between the EGM convocation announcement and the first business day after the Registration Date, i.e. until 2 December 2013.

The list of shareholders authorized to participate in the EGM will be drawn up on the basis of a list provided by the entity maintaining the depository for securities (i.e. National Depository

for Securities) and presented at the offices of the Managing Board of the Company (Macierzysz, ul. Poznańska 12), between 10:00 and 16:00 hours, for the three business days prior to the holding of the EGM, i.e. on 12 - 13 December and 16 December 2013.

During the three business days prior to the date of EGM the shareholders of the Company may demand delivery of a list of shareholders, free of charge by electronic mail, provided they notify the Company of the address to which such list should be sent. The request should be made in writing, signed by the shareholder or persons authorized to represent the shareholder and sent via email to wza@bioton.pl in a "pdf" file format or any other format allowing it to be read by the Company, or sent by fax to the following number: +48 (022) 721 13 33. The request should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

- (i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. an unbroken sequence of powers of attorney); and
- (iii) if the request is given by a proxy, a copy of the power of attorney signed by the shareholder or by the persons authorized to represent that shareholder, with a copy of the identification card, passport or any other official document confirming the proxy's identity or, if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the EGM (e.g. an unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of the one or several individuals authorized to represent the proxy at the EGM.

Selected EGM-related rights of shareholders

A shareholder or shareholders representing at least 1/20 of the initial capital of the Company are entitled to:

- (i) demand the placement of specific matters on the agenda of the EGM. Such request should be delivered to the Managing Board of the Company no later than twenty-one days prior to the date of the EGM, i.e. by 26 November 2013. The request should contain the grounds therefor and/or a draft resolution concerning a proposed item on the agenda. The request may be delivered via email to wza@bioton.pl or sent by fax to the following number: +48 (022) 721 13 33.
- (ii) present to the Company in writing or via email to wza@bioton.pl or by fax to the following number: +48 (022) 721 13 33, before the date of the EGM, written draft resolutions concerning issues placed on the agenda of the EGM or issues which are to be placed on the agenda.

The above requests should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

- (i) certificate or depository certificate issued by the entity which maintains the securities account in which the Company's shares held by the shareholder are registered, confirming that the person is in fact the shareholder of the Company and that he holds at least one-twentieth of the share capital of the Company,
- (ii) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- (iii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. an unbroken sequence of powers of attorney); and
- (iv) if the demand is given by a proxy, (A) a copy of the power of attorney signed by the shareholder or, by the persons authorized to represent that shareholder with a copy of the identification card, passport or any other official document confirming the proxy's identity or (B) if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the EGM (e.g. an unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorized to represent the proxy at the EGM.

At the EGM, each shareholder of the Company may present draft resolutions concerning the issues placed on the agenda.

The method of participation in the EGM and the method of exercising the voting right

A shareholder who is a natural person (an individual) may participate in the EGM and exercise the voting right either personally or through a proxy. Shareholders other than individuals may participate in the EGM and exercise the voting right through a person authorized to make representations of will on its behalf, or by proxy. A power of attorney should be made in writing or granted electronically. A power of attorney may be granted fully electronically and its granting in such form does not require a secure electronic signature verified with the use of a valid qualified certificate.

The grant of an electronic power of attorney should be notified to the Company by fax to the following number: +48 (022) 721 13 33 or via email to the following address: wza@bioton.pl by despatching to the above address a "pdf" file format version of the document of the power of attorney (or any other electronic format enabling it to be read by the Company) signed by the shareholder or, in the case of shareholders other than individuals, by the persons authorized to represent the shareholder.

For the purpose of identification of the shareholder granting the power of attorney, the notification on granting the power of attorney in electronic form should include (as an enclosure in "pdf" format or other format readable to the Company):

- (i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. an unbroken sequence of powers of attorney).

In the event of doubt as to the authenticity of the copies of the above mentioned documents, the Managing Board of the Company reserves the right to demand that the proxy presents the following upon drawing up the attendance list:

- (i) if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorized to confirm that a copy of an identity card, a passport or any other official document confirming the identity of the shareholder is a true and correct copy of the original; or
- (ii) if the shareholder is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. an unbroken sequence of powers of attorney).

In order to identify the proxy, the Managing Board of the Company reserves the right to demand from the proxy presentation of the following upon drawing up of the attendance list:

- (i) if the proxy is an individual, the original of the identity card, passport or any other official document confirming proxy's identity; or
- (ii) if the proxy is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm as such a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the EGM (e.g. an unbroken sequence of powers of attorney) and an identity card, passport or any other official document confirming the identity of one or several individuals authorized to represent the proxy at the EGM.

The forms referred to in Art. 402³ § 1 item 5 of the CCC authorizing shareholders to exercise the voting right through a proxy are provided on the Company's website www.bioton.pl. The Company does not require that the power of attorney be granted on such form only.

Furthermore, the Managing Board of the Company declares that if a shareholder grants a power of attorney with voting instructions, the Company will not verify if the proxies did exercise the voting rights in accordance with the instructions received from the shareholders. In the light of the above, the Managing Board of the Company would like to emphasize that voting instructions should be delivered to the proxy only.

The Company makes a reservation that a shareholder using electronic means of communication bears the sole and exclusive risk related with the use of such means of communication. The notice of granting a power of attorney electronically and the written draft resolutions concerning the matters included on the agenda of the EGM or matters which are to be placed on the agenda should be delivered to the Company no later than by the end of the day preceding the date of the EGM. The Company cannot guarantee that it will be able to verify the identity of shareholders presenting draft resolutions or granting a power of attorney on the date of the EGM.

The Statute of the Company do not provide for the right to participate in the EGM, to take the floor at the EGM or to exercise voting rights via the use of means of electronic communication. The Statute of the Company do not provide for the right to exercise voting rights by post.

Materials pertaining to the General Meeting

Any person authorized to participate in the EGM may obtain, prior to the EGM, the full and complete text of the documentation which is to be presented at the EGM, including the draft resolutions or, if no resolutions have been proposed, the comments of the Managing Board or the Supervisory Board of the Company relating to the issues on the agenda of the EGM or the issues which are to be put on the agenda, from the Company's website www.bioton.pl or from the offices of the Company's Managing Board (Macierzysz, ul. Poznańska 12) between 10:00 and 16:00 hours Monday through Friday (except for public holidays).

Registration of attendance at the EGM

Persons authorized to participate in the EGM are requested to register and to collect a voting card directly in front of the meeting room half an hour before the start of the EGM session.

Further Information

All the information relating to the EGM will be available at the Company's website www.bioton.pl

Moreover, the Managing Board of the Company declares that any and all issues which are not covered by this announcement will be governed by the Code of Commercial Companies and the Statute of the Company. Therefore, the shareholders are asked to review the above regulations.

In case of any questions or doubts relating to participation in the General Meeting please contact Mr Wojciech Wiśniewski at tel. +48 (022) 721 42 80, e-mail: wza@bioton.pl

Amendments to the Company's Statute

Pursuant to Art. 402 § 2 of the Code of Commercial Companies the Managing Board of the Company announces the current wording of the Statute together with the proposed amendments thereto:

§ 11a of the Statute – the current wording:

"§ 11a

1. The conditional share capital of the Company amounts to no more than 26,880,000.00 PLN (twenty six million, eight hundred and eighty thousand zloty) and is divided into no more than:
 - a) 1,324,000 (one million, three hundred and twenty-four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zloty) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zloty) each;
2. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.

3. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009."

§ 11a of the Statute – the suggested wording:

"§ 11a

1. The conditional share capital of the Company amounts to no more than 106,080,000.00 PLN (one hundred and six million, eighty thousand zloty) and is divided into no more than:
 - a) 1,324,000 (one million, three hundred and twenty-four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zloty) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zloty) each;
 - c) 3,960,000 (three million, nine hundred and sixty thousand) ordinary bearer series B shares of the nominal value 20.00 PLN (twenty zloty) each.
2. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.
3. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009.
4. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 c) is to grant the pre-emptive right to series B shares to the holders of bonds convertible to shares issued by the Company on the basis of the resolution No. [●] of the Extraordinary General Meeting of 17 December 2013."

Draft resolutions of the EGM

RESOLUTION No. [●] of the Extraordinary General Meeting of BIOTON Spółka Akcyjna of 17 December 2013

*on change of the Resolution No. 2 of the Extraordinary General Meeting of BIOTON S.A.
of 30 September 2013*

The Extraordinary General Meeting of BIOTON S.A. ("**Company**") agrees as follows:

§1

The Resolution No. 2 of the Extraordinary General Meeting of the Company held on 30 September 2013 on consolidation (reverse split) of shares and amendments to the Statute of the Company is hereby changed in such manner that § 2 clause 2 of the same resolution shall have the following reading:

- "2. Consolidation shortages shall be supplemented with shares being the ownership of the shareholder who, on the grounds of the agreement between the said shareholder and the Company, shall waive his shareholding rights, free of charge, in favour of the shareholders holding consolidation shortages so as to make it possible for the holders of such consolidation shortages to receive one new share of the Company of the new nominal value of 20.00 PLN (twenty zloty), provided that the General Meeting of the Company adopts a resolution on consolidation of Company shares by the ratio (100:1) and appropriate amendment to the Company's Statute and registration of the said amendment by the registration court in the entrepreneurs register of the National Court Register and provided that the Managing Board of the Company indicates a Reference Day for its execution taking effect as of the day of execution of the consolidation of Company shares in the depository for securities kept by the National Depository for Securities ("**NDS**"). With regard to the above, in the result of the consolidation, each consolidation shortage, as at the Reference Date, i.e. the shares of the nominal value 0.20 PLN each, in the number between 1 (one) and 99 (ninety nine), shall entitle to the receipt, in return for the shares constituting such shortage, one share of the nominal value 20.00 PLN (twenty zloty), whereas the rights of the shareholder named in the first sentence shall be reduced by the same number of such shares which is required to supplement each of such consolidation shortages, to one share of the nominal value of 20.00 PLN (twenty zloty). Should it turn out that the liquidation of all consolidation shortages in the above mentioned manner is not possible, then the process of consolidation of shares of the Company may not take place."

§2

The resolution shall enter into force upon being adopted.

**RESOLUTION No. [●]
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 17 December 2013**

on issue of bonds convertible to series B shares

Pursuant to Art. 393 item 5 and Art. 448 of the act of 15 September 2000 - the Code of Commercial Companies and Art. 20 and 23 of the act of 29 June 1995 on bonds, the Extraordinary General Meeting of BIOTON S.A. ("Company") adopts, as follows:

§1

1. There shall be issued bearer bonds, secured, having no documentary form ("**Bonds**"), convertible to Company bearer series B shares issued within the conditional increase of the share capital of the Company, pursuant to § 2 of this Resolution ("**Series B Shares**").
2. Total nominal value of the Bonds issue shall not exceed 79,200,000.00 PLN (seventy-nine million, two hundred thousand zloty).
3. By way of a resolution adopted prior to commencing of the subscription, the Managing Board of the Company is entitled to specify the conditions of Bonds issue, not specified herein, in particular the nominal value of one Bond, the issue price, the objectives of the issue, interest rate, terms and principles of payment of benefits from the Bonds, redemption dates of respective series not earlier than one year after the issue date and not later than three years from the date of issue, other redemption principles and the thresholds of Bonds issue taking place. Therefore, the Managing Board of the Company has been authorized to specify the conditions of issue of the Bonds and Series B Shares which are not specified herein, whereas specification of the conditions of issue of the Bonds shall require approval by the Supervisory Board.
4. In the resolution specifying the conditions of issue of Bonds, the Managing Board of the Company may include the possibility of redemption of Bonds before maturity date and specify the instances in which the Company shall be obliged or authorized to redeem the Bonds before maturity as well as financial compensation for the redemption of Bonds before maturity or the method of calculation thereof.
5. The Managing Board is hereby authorized to define the principles of allocation of Bonds and selection and negotiations with selected investors with the aim of acquisition of Bonds issue.
6. The Bonds issue shall take place as soon as they are fully paid up. The Bonds issue date shall be the day on which the Bonds are registered on the securities accounts of the Bondholders. The Bonds issue date may not be earlier than the date of entry of the share capital increase within the conditional capital in the entrepreneurs register.
7. Bondholders shall be entitled at their own discretion to:
 - 7.1 convert the Bonds to Series B Shares; or
 - 7.2 redeem the Bonds.
8. Redemption of bonds shall be executed through payment, at maturity date, of the amount being the equivalent of the nominal value of Bonds.

9. A Bondholder shall be entitled to convert Bonds to Series B Shares in return for the Bonds held, under the following conditions:
 - 9.1 The number of Series B Shares awarded for one Bond shall be equal to the rounded down quotient of the nominal value of the Bond and the price of conversion to Series B Shares granted in return for the Bonds.
 - 9.2 The minimum conversion price of Series B Shares granted in return for the Bonds shall be established in such manner that there is maximum one zloty of the nominal value of the Series B Shares to one zloty of the nominal value of the Bonds. With the reservation of the minimum price, the Managing Board of the Company is hereby authorized to establish the conversion price or to specify detailed method of establishment of the conversion price of Series B Shares granted in return for the Bonds in the resolution specifying the conditions of Bonds issue, whereas the conversion price or specification of detailed method of its establishment shall require approval by the Supervisory Board of the Company.
 - 9.3 The dates and detailed conditions of Bonds conversion to Series B Shares shall be specified by the Managing Board of the Company in the resolutions specifying the conditions of Bonds issue.
 - 9.4 Conversion of Bonds to Series B Shares shall be made on the grounds of written statements signed by the Bondholders. The Managing Board of the Company shall report the increase of the share capital to the registration court in the manner compliant with Art. 452 of the Code of Commercial Companies. The deadlines for the statements referred to in the previous sentence shall be specified by the Managing Board of the Company in the resolution specifying the terms of issue of the Bonds.
10. In case the Managing Board of the Company decides that the Bonds are to be dematerialized according to the provisions of the act of 29 July 2005 on financial instruments turnover, dematerialization of the Bonds is hereby approved and the Managing Board is authorized to take all actions required to dematerialize the Bonds, including conclusion of the agreement on registration of the Bonds with the National Depository for Securities ("NDS") and all actions aiming at introduction of the Bonds to turnover in the regulated market of the Warsaw Stock Exchange ("WSE"), BondSpot S.A. or an alternative turnover system.
11. As the guarantee for claims resulting from the Bonds the Company shall establish mortgage liens on the real property or on the perpetual usufruct right of the real property and on the ownership right of the real properties other than land, i.e. buildings and structures located on such real property, pledge or registered pledge on machines and equipment and pledge or registered pledge on shares, and shall make a statement on submission to execution pursuant to Art. 777 of the code of civil procedure.

§2

1. For the purpose of granting the rights to acquire Series B Shares by the Bondholders, the share capital of the Company is conditionally increased by the amount not exceeding 79,200,000.00 PLN (seventy-nine million, two hundred thousand zloty) through issue of no more than 3,960,000 (three million, nine hundred and sixty thousand) of ordinary bearer series B shares of the nominal value of 20 PLN (twenty zloty) each.

2. The increase of the share capital by way of issue of Series B Shares shall take place at the moment a Bondholder exercises his right to acquire Series B Shares under conditions specified herein and in the Bonds issue conditions.
3. The right to acquire Series B Bonds granted to the Bondholders will be executed not later than on the Bonds maturity date, as specified under § 1 clause 3 hereof.
4. The issue price of Series B Shares shall be established according to the principles specified herein and in the Bonds issue conditions and shall be specified by the Managing Board of the Company and approved by the Supervisory Board of the Company.
5. Series B Shares shall entitle their holders to participate in dividend distribution under the following terms and conditions:
 - 5.1 Series B Shares issued not later than on the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to the share in profits starting from the profit for the previous financial year, i.e. from 1 January of the financial year directly preceding the year in which the shares were issued,
 - 5.2 Series B Shares issued on the day immediately following the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to share in profits starting from the profit for the financial year in which the shares were issued, i.e. from 1 January of this financial year.
6. The Managing Board of the Company is hereby authorized to take all actions related to the issue and allocation of the Series B Shares to the Bondholders who have made statements on their conversion to the Series B Shares, in particular, the Managing Board of the Company shall be authorized, if necessary, to conclude an agreement with a selected financial institution, pursuant to which such institution shall perform selected actions related to the issue and registration of the Series B Shares with the NDS and their admission and introduction to turnover at the WSE.
7. The Extraordinary General Meeting of the Company agrees to the Company's seeking admission of Series B Shares to trading in the regulated market of the WSE and decides that Series B Shares shall be dematerialized.
8. The Managing Board of the Company is authorized and required to take any and all actions necessary to perform this Resolution, including to file with the Polish Financial Supervision Authority all relevant applications and notifications, seek admission of Series B Shares to trading in the regulated market, have Series B Shares registered with the NDS and to seek admission of Series B Shares to trading in the regulated market of WSE.

§ 3

Considering that it is in the interest of the Company, the existing shareholders of the Company are fully deprived of their pre-emptive rights to the Series B Shares and Bonds. It is hereby acknowledged a written opinion issued by the Managing Board of the Company presenting the reasons for the exclusion of the pre-emptive rights to the Series B Shares and Bonds, attached hereto as Schedule No. 1.

§ 4

In reference with the conditional increase of the share capital made on the basis of this resolution, the Extraordinary General Meeting of the Company has decided to amend § 11a of the Statute of the Company to attach to them the new reading, as follows:

"§ 11a

1. *The conditional share capital of the Company amounts to no more than 106,080,000.00 PLN (one hundred and six million, eighty thousand zloty) and is divided into no more than:
 - a) 1,324,000 (one million, three hundred and twenty-four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zloty) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zloty) each;
 - c) 3,960,000 (three million, nine hundred and sixty thousand) ordinary bearer series B shares of the nominal value 20.00 PLN (twenty zloty) each.*
2. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.*
3. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009.*
4. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 c) is to grant the pre-emptive right to series B shares to the holders of bonds convertible to shares issued by the Company on the basis of the resolution No. [●] of the Extraordinary General Meeting of 17 December 2013."*

§ 5

This resolution shall take effect as of the date of its adoption, whereas the change of the Statute shall be effective as of the date of its registration by the competent Registration Court.

Schedule No. 1
to the Resolution No. [●] of the Extraordinary General Meeting of BIOTON S.A.
of 17 December 2013

Opinion of the Managing Board of BIOTON S.A. justifying the exclusion of the pre-emptive right to the series B shares and bonds convertible to series B Shares of the existing shareholders of the Company with regard to the planned conditional increase of the share capital of the Company and the method of establishing the issue price

The General Meeting of BIOTON S.A. ("**Company**") was convened to be held on 17 December 2013 for the purpose of adopting of the resolution on issue of bonds convertible to series B shares of the Company ("**Convertible Bonds**") and on conditional increase of the share capital of the Company by no more than 79,200,000.00 PLN (seventy-nine million, two hundred thousand zloty) through issue of no more than 3,960,000 (three million, nine hundred and sixty thousand) ordinary bearer series B shares of the nominal value of 20.00 PLN (twenty zloty) each ("**Series B Shares**", "**Resolution**"). In particular, in compliance with the draft, the Resolution shall exclude the pre-emptive rights of the existing shareholders of the Company to the Convertible Bonds and Series B Shares. The Managing Board of the Company is of the opinion that the exclusion of the pre-emptive right of the existing shareholders is consistent with the interests of the Company.

The purpose of the issue of Convertible Bonds is redemption of all series B bonds the issue of which was reported by the Company in the current report No. 44/2013 of 29 July 2013. According to the conditions of issue of series B bonds, the Company is obliged to offer to the holders of series B bonds, within 6 months from the date of issue of series B bonds, conversion of the series B bonds to Convertible Bonds with the same maturity date.

Establishing of the issue price of Convertible Bonds, the principles of establishing the conversion price of Bonds convertible to Series B Shares and the principles of establishing the issue price of Series B Shares shall take place by way of a resolution of the Managing Board of the Company, especially the resolution specifying the conditions of issue of Convertible Bonds, taking into account the market price of Company shares, whereas specification of the conditions and establishing of the conversion price and the principles of its establishing shall require approval of the Supervisory Board of the Company. Vesting the Managing Board with the competence to establish the above mentioned conditions is required to ensure flexibility, depending on the market demand for the issue of the Convertible Bonds, and the additional requirement of seeking Supervisory Board's approval to determine the conditions of issue of the Convertible Bonds and establishing the conversion price or the method of determining thereof, shall constitute basic guarantee of the rights of the existing shareholders of the Company.

Taking the above into account, the issue of the Convertible Bonds and Series B Shares with the exclusion of the pre-emptive rights of the existing shareholders shall be beneficial for the Company and the Managing Board, on the grounds of the draft Resolution, approves it and recommends it to be adopted by the shareholders.