

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

Following the request of the shareholder of BIOTON Spółka Akcyjna with the seat in Warsaw ("**Company**") – NovoTek Pharmaceuticals Ltd with the seat in Hong Kong, filed in line with Art. 400 § 1 and § 4 of the Code of Commercial Companies ("**CCC**"), the Managing Board of the Company, acting on the grounds of Art. 399 § 1, with regard to Art. 402¹ and 402² of CCC, convenes an Extraordinary General Meeting ("**EGM**", "**Meeting**") to be held on **23 May 2016**, at 14:00 hours (2:00 p.m.), on the Company's premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

Agenda:

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 EGM,
5. Adopting a resolution on the change of the Statute of the Company by deleting restrictions regarding the exercise of the voting rights and amending the Company's rules of representation.
6. Adopting a resolution on covering the costs of convening and holding the EGM.
7. Close of the Meeting.

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 Code of Commercial Companies, 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 7 May 2016 (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 from the EGM convocation announcement to the first business day after the Registration Date, i.e. until 9 May 2016.

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 S.A.*) and presented on the premises of the Managing Board of the Company (Macierzysz, ul. Poznańska 12), between 10:00 and 16:00 hours, for three business days prior to holding the EGM, i.e. on 18 - 20 May 2016.

During three business days prior to the date of the 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 one-twentieth of the share capital of the Company are entitled to:

- (i) request the placement of specific matters on the agenda of the EGM. Such request should be delivered to the Company's Managing Board no later than twenty-one days prior to the date of the EGM, i.e. by 2 May 2016. The request should include justification or a draft resolution concerning a suggested item of 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 request 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 granted electronically does not require a secure electronic signature verified with the use of a valid qualified certificate.

One should notify the Company on granting the power of attorney in electronic form by sending the document in "*pdf*" format (or other format readable to the Company) signed by the shareholder or in case of shareholders other than natural persons, by persons authorized to represent the shareholder, by fax +48 (022) 721 13 33 or by e-mail to the address wza@bioton.pl.

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 case of doubts 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 that the proxy presents the following upon drawing up 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 available 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 to 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 in 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 CCC the Managing Board of the Company announces the current wording of the Statute together with the proposed amendments thereto:

§ 15 paragraph 1 of the Statute – the current wording:

„If the management board consists of more than one member, the President of the management board acting jointly with another member of the management board or a registered proxy, or the Vice President of the management board acting jointly with another member of the management board or a registered proxy, shall be authorised to make representations and to sign documents on behalf of the company.”

§ 15 paragraph § 1 of the Statute – suggested wording:

„If the management board has a sole member, such member of the management board shall be authorised to represent the company. If the management board has two or more members, the company shall be represented by two members of the management board acting jointly or one management board member acting jointly with a registered proxy.”

deletion of § 26 of the Statute reading as follows (taking into account the amendments made pursuant to the Resolution No. 3 of the Extraordinary General Meeting of the Company of 22 February 2016 which as at the date of this announcement has not been registered with the National Court Register yet):

„§ 26

1. Subject to sections 2 and 3, the shareholders' voting rights are restricted in such a manner that none of the shareholders may exercise more than 20% (twenty percent) of the overall number of votes at the general meeting, assuming that such restriction does not exist for the purposes of establishing the duties of purchasers of substantial blocks of shares provided in the Act on Public Offerings.
2. For the purposes of section 1:
 - 1) the exercise of voting rights by a subsidiary or a subsidiary entity shall be understood as the exercise of voting rights by a dominating company or a dominating entity, respectively; and
 - 2) entities related in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or otherwise acting in concert for the purposes of avoiding the restrictions provided for in section 1, shall be treated as if they were a single shareholder.
3. The restriction of voting rights referred to in section 1 shall not apply to a shareholder who has acquired, (acting in his own name and on his own account) and registers at a general meeting, shares which constitute at least 75% (seventy five percent) of the overall number of votes in the company, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all of the company's shares announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1 above; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings)."

Draft EGM resolution (suggested by NovoTek Pharmaceuticals Ltd)

to item 5 of the agenda

**RESOLUTION No. [●]
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 23 May 2016**

on the amendment of the Statute of the Company by deleting restriction in exercising the voting right and amending the Company's rules of representation

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

§1

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

1. §15 paragraph 1 of the Statute is amended in such a manner that it shall read as follows:

„If the management board has a sole member, such member of the management board shall be authorised to represent the company. If the management board has two or more members, the company shall be represented by two members of the management board acting jointly or one management board member acting jointly with a registered proxy.”

2. § 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.”