

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 ("**Company**"), acting on the grounds of Art. 399 § 1, with regard to Art. . 402¹ and 402² the Commercial Companies Code ("**CCC**"), convenes an Extraordinary General Meeting ("**EGM**") to be held on **30 September 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. adoption of a resolution on the increase of the share capital by way of issue of 3,688 ordinary bearer series AC shares, the exclusion of the pre-emptive rights of the existing shareholders of the Company and amendments to the Statute of the Company
4. adoption of a resolution on consolidation (combination) of shares and amendments to the Statute of the Company;
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 14 September 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 from the EGM convocation announcement to the first business day after the Registration Date, i.e. until 16 September 2013.

The list of shareholders authorized to participate in the EGM will be made on the basis of a list provided by the entity maintaining the depository of securities (i.e. the 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 25 - 27 September 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 demand should be made in writing, signed by the shareholder or by persons authorized to represent him and delivered to the address wza@bioton.pl in „pdf” form or other form readable to the Company or sent by fax to +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 proxy document 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

One or several shareholders representing at least one-twentieth of the share capital of the Company are authorized to:

- (i) demand that specific issues are included on the agenda of the EGM; such demand should be submitted to the Managing Board of the Company not later than twenty one days prior to the date of the EGM, i.e. until 9 September 2013; the demand should include justification or a draft of the resolution concerning suggested item of the agenda; the demand may be submitted by e-mail to the address wza@bioton.pl or sent by fax to +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 demands 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 proxy document 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.

Manner of participating in the EGM and exercise of voting rights

A shareholder who is a natural person (an individual) may participate in the EGM and exercise voting rights either personally or through a proxy. Shareholders other than individuals may participate in the EGM and exercise voting rights through a person authorized to make representations of will on its behalf, or by proxy. Power of attorney should be made in writing or granted electronically. 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 dispatching 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 a 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 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 §1.5 of the CCC authorizing shareholders to exercise voting rights 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 Commercial Companies Code 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 Commercial Companies Code the Managing Board of the Company announces the current wording of the Statute together with the proposed amendments thereto:

§ 8 of the Statute – the current wording:

„§ 8

The share capital of the Company amounts to 1,677,357,034.80 PLN (one billion six hundred seventy seven million three hundred fifty seven thousand thirty four zlotys and eighty groszy) and is divided into:

1. 5,740,830,742 (five billion seven hundred forty million eight hundred thirty thousand seven hundred forty two) ordinary bearer series A shares,
2. 1,561,634,320 (one billion five hundred sixty one million six hundred thirty four thousand three hundred twenty) ordinary bearer series AA shares,
3. 1,084,320,112 (one billion eighty four million three hundred twenty one hundred twelve) ordinary bearer series AB shares.”

§ 8 of the Statute - suggested wording consistent with the resolution on the increase of the share capital by way of issue of 3,688 ordinary bearer series AC shares, the exclusion of the pre-emptive rights of the existing shareholders of the Company and amendments to the Statute of the Company

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) ordinary bearer shares of the nominal value of 0.20 PLN (twenty groszy) each, including:

1. 5,740,830,742 (five billion seven hundred forty million eight hundred thirty thousand seven hundred forty two) ordinary bearer series A shares,
2. 1,595,585,570 (one billion five hundred ninety five million five hundred eighty five thousand five hundred seventy) ordinary bearer series AA shares,
3. 1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares,
4. 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares.”

§ 8 of the Statute - suggested wording consistent with the resolution of consolidation of all existing shares series of the Company into one series, consolidation (combination) of shares and amendments to the Company's Statute:

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) ordinary bearer series A shares of the nominal value of 20.00 PLN (twenty zlotys) each."

§ 11a of the Statute – the current wording:

„§ 11a

1. The conditional share capital of the Company amounts to no more than 166,436,557.40 PLN (one hundred sixty six million four hundred thirty six thousand five hundred fifty seven zlotys forty groszy) and is divided into no more than:
 - a) 39,606,195 (thirty nine million six hundred six thousand one hundred ninety five) ordinary bearer series H shares of the nominal value 0.20 PLN (twenty groszy) each;
 - b) 132,400,000 (one hundred thirty two million four hundred thousand) ordinary bearer series O shares of the nominal value 0.20 PLN (twenty groszy) each;
 - c) 6,000,000 (six million) ordinary bearer series P shares of the nominal value 0.20 PLN (twenty groszy) each;
 - d) 454,545,454 (four hundred fifty four million five hundred forty five thousand four hundred fifty four) ordinary bearer series Z shares of the nominal value 0.20 PLN (twenty groszy) each;
 - e) 33,951,250 (thirty three million nine hundred fifty one thousand two hundred fifty) ordinary bearer series AA shares of the nominal value 0.20 PLN (twenty groszy) each;
 - f) 165,679,888 (one hundred sixty five million six hundred seventy nine thousand eight hundred eighty eight) ordinary bearer series AB shares of the nominal value 0.20 PLN (twenty groszy) 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 H shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 25 of the Ordinary General Meeting of 30 June 2006.

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 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.
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 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.
5. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 d) is to grant the pre-emptive right to series Z 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 25 May 2010.
6. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 e) is to grant the pre-emptive right to series AA shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 2 of the Extraordinary General Meeting of 19 October 2011.
7. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 f) is to grant the pre-emptive right to series AB shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 2 of the Extraordinary General Meeting of 3 December 2012."

§ 11a of the Statute - suggested wording consistent with the resolution on the increase of the share capital by way of issue of 3,688 ordinary bearer series AC shares, the exclusion of the pre-emptive rights of the existing shareholders of the Company and amendments to the Statute of the Company

„§ 11a

1. The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:
 - a) 132,400,000 (one hundred thirty two million four hundred thousand) ordinary bearer series O shares of the nominal value 0.20 PLN (twenty groszy) each;
 - b) 2,000,000 (two million) ordinary bearer series P shares of the nominal value 0.20 PLN (twenty groszy) 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 - suggested wording consistent with the resolution of consolidation of all existing shares series of the Company into one series, consolidation (combination) of shares and amendments to the Company's Statute:

„§ 11a

1. The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:
 - a) 1,324,000 (one million three hundred twenty four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zlotys) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zlotys) 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."

Draft resolutions of the EGM

RESOLUTION No. [●] of the Extraordinary General Meeting of BIOTON Spółka Akcyjna of 30 September 2013

*on the increase of the share capital by issue of series AC shares,
exclusion of the pre-emptive right of the existing shareholders of the Company
and amendments to the Company's Statute*

The Extraordinary General Meeting of BIOTON S.A. with the seat in Warsaw ("**Company**"), acting pursuant to Art. 431 § 1 and 2 item 1, 432 § 1 and 433 § 2 of the act of 15 September 2000 the Commercial Companies Code (Journal of Laws of 2000, No. 94 item 1037 as amended), adopts the following resolution:

§ 1

1. The share capital of the Company is increased by 737.60 PLN (seven hundred thirty seven zlotys and sixty groszy), i.e. to the amount of 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), by way of issue of 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares of the nominal value of 0.20 PLN (twenty groszy) each ("**Series AC Shares**").
2. Series AC Shares are ordinary bearer shares.
3. The issue price of the Series AC Shares shall be 0.20 PLN (twenty groszy) per one Series AC Shares.
4. Series AC Shares shall participate in the dividend as from the payments from profit for allotment for the accounting year 2013, i.e. as from 1 January 2013.
5. The Series AC Shares shall be acquired by way of private subscription. All Series AC Shares will be offered to the entity or entities selected by the Managing Board of the Company. The agreement or agreements on acquisition of Series AC Shares shall be concluded within one month from the date of adoption of this Resolution.
6. The entity or entities selected by the Managing Company shall acquire all Series AC Shares and shall cover them with cash contribution in the amount of 737.60 PLN (seven hundred thirty seven zlotys sixty groszy).

§ 2

1. The Extraordinary Shareholders Meeting, considering that it is in the interest of the Company, decides herewith to deprive the present shareholders of the Company of the entire pre-emptive right to the Series AC Shares.
2. The Managing Board of the Company submitted to the Extraordinary General Meeting of the Company a written opinion justifying the reasons for depriving the pre-emptive rights to the Series AC Shares and the method of determination of the issue price of Series AC Shares. The above mentioned opinion of the Managing Board of the Company shall constitute a schedule to this Resolution.

§ 3

1. With regard to the increase of the share capital of the Company made on the grounds of § 1 of this Resolution and in order to match the reading of the Company's Statute as regards the value of share capital to the actual value, resulting from the increase of the share capital within the conditional capital (i) by way of issue of 33,951,250 series AA shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 19 October 2011 and (ii) by way of issue of 165,679,888 series AB shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 3 December 2012, the § 8 of the Company's Statute shall read as follows:

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) ordinary bearer shares of the nominal value of 0.20 PLN (twenty groszy) each, including:

- 1. 5,740,830,742 (five billion seven hundred forty million eight hundred thirty thousand seven hundred forty two) ordinary bearer series A shares,*
 - 2. 1,595,585,570 (one billion five hundred ninety five million five hundred eighty five thousand five hundred seventy) ordinary bearer series AA shares,*
 - 3. 1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares,*
 - 4. 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares.”*
2. To adjust the reading of the Company's Statute as regards the value of the conditional share capital to the actual value, resulting from the increase of the share capital within the conditional capital (i) by way of issue of 33,951,250 series AA shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 19 October 2011 and (ii) by way of issue of 165,679,888 series AB shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 3 December 2012, and due to the buyout and the redemption of all series A Company bonds exchangeable for series Z shares and expiry of a part of subscription warrants, the holders of which were to receive the Company shares issued within the conditional capital, § 11a of the Statute shall read as follows:

„§ 11a

- 1. The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:*
 - a) 132,400,000 (one hundred thirty two million four hundred thousand) ordinary bearer series O shares of the nominal value 0.20 PLN (twenty groszy) each;*
 - b) 2,000,000 (two million) ordinary bearer series P shares of the nominal value 0.20 PLN (twenty groszy) 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."

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

§ 4

1. It is hereby decided that the Company shall apply for admittance and introduction of all Series AC Shares to trade in the regulated market kept by the Warsaw Stock Exchange ("WSE").
2. With regard to introduction of Series AC Shares to trade in the regulated market kept by WSE, the Series AC Shares shall be subject to dematerialization.

§ 5

The Extraordinary General Meeting of the Company authorizes herewith the Managing Board of the Company to perform all factual and legal actions related to the increase of the share capital of the Company and dematerialization and introduction to trade of Series AC Shares in the regulated market kept by WSE, in particular to:

- 1) carry out private subscription of Series AC Shares, including placing an offer to acquire Series AC Shares and to determine the reading and conclusion of the agreement on acquisition of Series AC Shares;
- 2) take all reasonable actions required for admittance and introduction of Series AC Shares to trade in the regulated market kept by WSE;
- 3) take all reasonable actions required for dematerialization of the Series AC Shares, including conclusion of an agreement on registration of Series AC Shares in the depository for securities with the National Depository for Securities.

§ 6

This resolution shall take effect as of the date of its adoption, whereas the increase of the share capital shall be effective as of the date of its registration by the Registration Court.

Schedule No. 1
to the Resolution No. [●] of the Extraordinary General Meeting of BIOTON S.A.
of 30 September 2013

Opinion of the Managing Board of BIOTON S.A. justifying the exclusion of the pre-emptive right to the series AC shares and the method of establishing the issue price of series AC shares

An Extraordinary General Meeting of BIOTON S.A. ("**Company**") was convened to be held on 30 September 2013 in order to: adopt a resolution on the increase of the share capital by the amount of 737.60 PLN (seven hundred thirty seven zlotys and sixty groszy), i.e. to the amount of 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), by way of issue of 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares of the nominal value of 0.20 PLN (twenty groszy) each, exclusion of the pre-emptive right of the existing shareholders of the Company and amendments to the Company's Statute.

The above increase of the share capital of the Company shall enable consolidation of Company shares which shall consist in proportional reduction of the total number of Company shares of all series from 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) down to 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) by consolidation of every one hundred shares of the so far nominal value of 0.20 PLN (twenty groszy) each, into one share of the nominal value of 20.00 PLN (twenty zlotys). The above mentioned consolidation of shares is to decrease the variability of their rate and in the consequence it should allow leaving of the segment of the regulated market, designated as Alert List, to which the Company was classified by the Warsaw Stock Exchange. In the result it will be beneficial for all shareholders of the Company.

The issue price of the newly issued shares shall amount to 0.20 PLN (twenty groszy) per one share.

All newly issued shares will be offered to an entity or entities being the contractual parties of the agreement on supplementation of consolidation shortages concluded with the Company.

The Managing Board is of the opinion that the exclusion of the pre-emptive right of the existing shareholders of the Company is consistent with the interest of the Company. The above mentioned increase of the share capital is of low value and is strictly technical in nature and aimed at consolidation of Company shares.

For the reasons mentioned above, the exclusion of the pre-emptive right is in the interest of the Company and is not contradictory to the interest of the existing shareholders, therefore the Managing Board approves the draft resolution on the increase of the share capital by way of issue of series AC shares, exclusion of the pre-emptive right of the existing shareholders of the Company and amendments to the Company's Statute.

**RESOLUTION No. [●]
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 30 September 2013**

on consolidation (combination) of shares and amendments to the Statute of the Company

Due to the fact that:

- 1) Company shares are of low nominal value,
- 2) listing of Company shares in the regulated market of the Warsaw Stock Exchange is to ensure their proper and reliable evaluation, which taking into account the present nominal value of shares is hindered due to the fact that the average share price has not exceeded 0.10 PLN during the last few months,
- 3) the present situation is not beneficial for the Company, nor for the interest of all shareholders of the Company as it may have adverse effect on the evaluation of Company shares,

to eliminate the above mentioned negative factors, the Extraordinary General Meeting of the Company, acting pursuant to Art. 430 of the act of 15 September 2000 - the Commercial Companies Code (Journal of Laws of 2000, No. 94, item 1037 as amended), has decided as follows:

§ 1

1. All ordinary Company shares of Series A, AA, AB and AC shall be designated with the new Series A.
2. The nominal value of each Company share shall be increased from 0.20 PLN (twenty groszy) up to 20.00 PLN (twenty zlotys).
3. Consolidation of shares is made with proportional reduction of the total number of Company shares of all series from 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) down to 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) i.e. by consolidation of every one hundred shares of the so far nominal value of twenty groszy each, into one share of the new nominal value of twenty zlotys (exchange ratio).
4. Consolidation of shares is carried out with the unchanged value of the share capital amounting to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys).

§ 2

1. If, in the course of consolidation of shares, there occur the so called "consolidation remains", i.e. such number of shares of the so far nominal value 0.20 PLN (twenty groszy), held by the shareholders which, according to the presumed exchange ratio (100:1), do not translate into one share of the nominal value 20 PLN (twenty zlotys), the consolidation of shares shall be made in such manner that the shareholders holding such shares constituting consolidation remains shall receive one share of the new nominal value, each.
2. Consolidation shortages shall be supplemented with shares being the ownership of a shareholder on the grounds of the agreement between the Company and the said shareholder, according to which the shareholder shall transfer, free of charge, his shares

to the shareholders holding consolidation remains so as to make it possible for the holders of such consolidation remains 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 register court in the entrepreneurs register of the National Court Register and provided that the Managing Board of the Company appoints the reference day for its execution and with the effective date as on the day of execution of the consolidation of Company shares in the depository for securities kept by the National Depository for Securities ("**KDPW**"). Therefore, in the result of consolidation of shares each shareholder of the Company holding on the reference day consolidation remains, i.e. the shares of the nominal value of 0.20 PLN (twenty groszy) each in the number between 1 (one) and 99 (ninety nine), shall be entitled to receive from the shareholder referred to in the first sentence, in return for the shares constituting such shortages, one share of the nominal value of 20.00 PLN (twenty zlotys), and the Company shares held by the above mentioned shareholder, shall be reduced by such number of shares which is required to liquidate the existing consolidation shortages. 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 shall not take place.

§ 3

Authorizations for the Managing Board

The Managing Board of the Company is authorized to perform all factual and legal actions, including the ones not specified in this resolution, as required for execution of consolidation of Company shares, in particular to:

- 1) ascertain that the amendments to the Company's Statute covered by this resolution are registered in the entrepreneurs register of the National Court Register,
- 2) assign a date ("**Reference Day**"), as at which the number of Company shares of the so far nominal value, registered in respective securities accounts, will be determined in order to calculate the number of Company shares of the new nominal value, which with regard to the consolidation of shares should be issued in return for them to the respective holders of those securities. Assignment of the Reference Day shall be made taking into account performance of the consolidation in the manner most optimal for both the Company and its shareholders,
- 3) perform all actions related to registration of the amended nominal value of Company shares and their number with KDPW; such amendments shall be registered and shall constitute entries in the respective securities accounts of each of the Company shareholders, which shall be made via KDPW,
- 4) apply to the Warsaw Stock Exchange for suspension of Company shares' listing for the purpose of consolidation, provided that the period of suspension had been earlier agreed also with KDPW,
- 5) request by the announcement made according to the applicable regulations that the Company shareholders adjust the number of Company shares held by them in their respective securities accounts in such manner that the number of Company shares held as at the Reference Day constitute the multiple of the number 100 (one hundred),
- 6) conclude an agreement with shareholders on supplementation of consolidation shortages, referred to under § 2 clause 2 above.

§ 4

Amendments to the Statute

1. With regard to the consolidation of shares, the Company's Statute are amended in such manner that § 8 and § 11a of the said Articles shall receive a new reading, as follows:

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) ordinary bearer series A shares of the nominal value of 20.00 PLN (twenty zlotys) each."

“§ 11a

1. *The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:*
 - a) *1,324,000 (one million three hundred twenty four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zlotys) each;*
 - b) *20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zlotys) 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."*
2. The Supervisory Board is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof.

§ 5

Effective date

This resolution shall take effect provided that the increase of the share capital of the Company is registered by the appropriate District Court on the grounds of the resolution No [•] of 30 September 2013 of the Extraordinary General Meeting of the Company and the shares issued under the above mentioned increase of the share capital are admitted to trade in the regulated market of the Warsaw Stock Exchange.