

**ANNOUNCEMENT**  
**OF THE MANAGING BOARD OF BIOTON SPÓŁKA AKCYJNA**  
**ON CONVENING THE ORDINARY 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. 402<sup>1</sup> and 402<sup>2</sup> the Code of Commercial Companies ("**CCC**"), convenes an Ordinary General Meeting ("**OGM**", "**Meeting**") to be held on **8 June 2015**, at 14:00 (2:00 p.m.) at the Company's premises at Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

**Agenda:**

1. Opening of the Meeting,
2. Drawing up of the attendance list, establishing that the Meeting has been properly convened and is capable of adopting resolutions,
3. Adopting a resolution on reviewing and approving the Managing Board's report on the operation of the Company and financial statement for the accounting year 2014,
4. Adopting a resolution on revising and approving the Managing Board's report on the operation of the Capital Group BIOTON S.A. and the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2014,
5. Adopting a resolution on revising and approving the reports of the Supervisory Board of the Company for the accounting year 2014,
6. Adopting a resolution on allocation of the Company profit for the accounting year 2014,
7. Adopting resolutions on acknowledgement of the fulfilment of duties by the members of the Managing Board of the Company in the accounting year 2014,
8. Adopting resolutions on acknowledgement of the fulfilment of duties by the members of the Supervisory Board of the Company in the accounting year 2014,
9. Close of the meeting.

**Information for shareholders**

***The right to participate in the OGM***

The Managing Board of the Company declares that, in accordance with Art. 406<sup>1</sup> of the Code of Commercial Companies, the right to participate in the OGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the OGM, i.e. on 23 May 2015 (the date of registration at the OGM, 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 OGM in the period from the OGM convocation announcement to the first business day after the Registration Date, i.e. until 25 May 2015.

The list of shareholders authorized to participate in the OGM 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 - *Krajowy Depozyt Papierów Wartościowych S.A.*) 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 OGM, i.e. on 2 - 3 June and 5 June 2015.

Within three business days prior to the OGM, the shareholders of the Company may request 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](mailto: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 OGM (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 authorised 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 OGM (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 authorised to represent the proxy at the OGM.

#### ***Selected OGM-related rights of shareholders***

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

- (i) request the placement of specific matters on the agenda of the OGM. Such request should be delivered to the Company's Managing Board no later than twenty-one days prior to the date of the OGM, i.e. by 18 May 2015. 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](mailto:wza@bioton.pl) or sent by fax to the following number: +48 (022) 721 13 33.
- (ii) submit to the Company, prior to the date of the OGM, in writing or by e-mail to the address [wza@bioton.pl](mailto:wza@bioton.pl) or by fax to +48 (022) 721 13 33 draft resolutions pertaining to the issues included in the agenda of the OGM or issues to be introduced to 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 OGM (e.g. an unbroken sequence of powers of attorney), and
- (iv) if the request is given by a proxy, (A) a copy of the proxy document signed by the shareholder or, by the persons authorised 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 OGM (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 authorised to represent the proxy at the OGM.

At the OGM, each shareholder of the Company may present draft resolutions concerning the matters put on the agenda.

#### ***The method of participation in the OGM and the method of exercising the voting right***

A shareholder who is a natural person (an individual) may participate in the OGM and exercise voting rights either personally or through a proxy. Shareholders other than individuals may participate in the OGM and exercise voting rights through a person authorised 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.

One should notify the Company on granting the power of attorney 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](mailto: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 OGM (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 OGM (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 OGM (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 authorised to represent the proxy at the OGM.

The forms referred to in Art. 402<sup>3</sup> §1.5 of the CCC authorizing shareholders to exercise the voting right through a proxy are available on the Company's website [www.bioton.pl](http://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 information on granting power of attorney in electronic form and draft resolutions concerning the issues put on the agenda of the OGM or issues which are to be put on the agenda should be submitted to the Company by the end of the day preceding the day of the OGM. 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 OGM.

The Articles of Association do not provide for the possibility that the OGM is attended, or someone makes utterances or exercises the voting right with the use of the means of electronic communication. The Articles of Association of the Company do not provide for the right to exercise voting rights by post.

### ***Materials pertaining to the General Meeting***

A person authorised to participate in the OGM may obtain full text of documentation to be presented to the OGM, including the draft resolutions or, if no resolutions are to be adopted, remarks of the Managing Board or the Supervisory Board of the Company pertaining to the issues put on the agenda of the OGM or issues which are to be put on the agenda before the date of the OGM at the Company's web site [www.bioton.pl](http://www.bioton.pl) and in the Managing Board's

premises (Macierzysz, ul. Poznańska 12) between 10:00 and 16:00 hours Monday through Friday (except for public holidays).

***Registration of attendance at the OGM***

Persons authorized to participate in the OGM are kindly requested to register and receive the voting card directly in front of the session room half an hour before commencement of the OGM session.

***Further Information***

Information concerning the OGM shall be made available on the Company's web site [www.bioton.pl](http://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 Articles of Association 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 Wojciech Wiśniewski at +48 (022) 721 42 80, e-mail: [wza@bioton.pl](mailto:wza@bioton.pl)

## Draft resolutions of the OGM

to item 3 of the agenda

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on revising and approving  
the Managing Board's report on the operation of BIOTON S.A.  
and financial statement of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Code of Commercial Companies, after having considered the Managing Board's report on the operation of BIOTON S.A. and financial statement of the Company for the year ending on 31 December 2014, approves the Managing Board's report on the operation of the Company and the financial statement of BIOTON S.A. covering:

- 1) balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 2,092,343 kPLN (in words: two billion ninety two million three hundred forty three thousand zlotys),
- 2) profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 114,641 kPLN (in words: one hundred fourteen million six hundred forty one thousand zlotys),
- 3) total income statement for the period from 01 January 2014 till 31 December 2014 showing total income in the amount of 114,366 kPLN (in words: one hundred fourteen million three hundred sixty six thousand zlotys),
- 4) statement of changes in the equity capital for the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 114.997 kPLN (in words: one hundred fourteen million nine hundred ninety seven thousand zlotys),
- 5) cash flow statement for the period from 01 January 2014 till 31 December 2014, showing a decrease of cash by the amount of 2,030 kPLN (say: two million thirty thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."

**to item 4 of the agenda**

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on revising and approving  
the Managing Board's report on the operation of the Capital Group BIOTON S.A.  
and financial statement of the Capital Group BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 395 § 5 of the Code of Commercial Companies, after having considered the Managing Board's report on the operation of the Capital Group BIOTON S.A. and consolidated financial statement of the Capital Group BIOTON S.A. for the year ending on 31 December 2014, approves the Managing Board's report on the operation of the Capital Group BIOTON S.A. and the consolidated financial statement of the Capital Group BIOTON S.A. covering:

- 1) consolidated balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 1,953,895 kPLN (in words: one billion nine hundred fifty three million eight hundred ninety five thousand zlotys),
- 2) consolidated profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 3,248 kPLN (in words: three million two hundred forty eight thousand zlotys),
- 3) consolidated total income statement showing total income recognized in the period from 01 January 2014 till 31 December 2014, showing total income in the amount of 63,697 kPLN (say: sixty three million six hundred ninety seven thousand zlotys),
- 4) statement of changes in the consolidated equity capital in the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 60,464 kPLN (in words: sixty million four hundred sixty four thousand zlotys),
- 5) consolidated cash flow statement for the period from 1 January 2014 and 31 December 2014, showing an increase of the cash by the amount of 6.378 kPLN (in words: six million three hundred seventy eight thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."

to item 5 of the agenda

**RESOLUTION NO. [●]  
of the Ordinary General Meeting of  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on revising and approving the reports of the Supervisory Board of BIOTON S.A.  
for 2014*

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to Art. 382 § 3 and Art. 395 § 5 of the Code of Commercial Companies and according to the rule III.1.1 of "The Best Practices of WSE Listed Companies", after having considered them, accepts the following reports drawn up by the Supervisory Board of the Company:

- 1) report on the results of the assessment of (i) the Managing Board's report on the operation of the Company in 2014, (ii) the financial statement of the Company for the accounting year 2014, (iii) the Managing Board's report on the operation of the Capital Group BIOTON S.A. in 2014, (iv) the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2014 and (v) the petition of the Managing Board concerning allocation of profit for the accounting year 2014,
- 2) assessment of Company situation in 2014 and
- 3) report on the operation of the Supervisory Board of the Company in 2014."



## **"REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA FOR THE ACCOUNTING YEAR ENDED ON 31 DECEMBER 2014**

Pursuant to Art. 382 § 3 of the Code of Commercial Companies the Supervisory Board of BIOTON S.A. has made an assessment of:

- 1) the financial statement of BIOTON S.A. ("**Company**") for the accounting year ended on 31 December 2014 covering:
  - balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 2,092,343 kPLN (in words: two billion ninety two million three hundred forty three thousand zlotys),
  - profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 114,641 kPLN (in words: one hundred fourteen million six hundred forty one thousand zlotys),
  - total income statement for the period from 01 January 2014 till 31 December 2014 showing total income in the amount of 114,366 kPLN (in words: one hundred fourteen million three hundred sixty six thousand zlotys),
  - statement of changes in the equity capital for the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 114.997 kPLN (in words: one hundred fourteen million nine hundred ninety seven thousand zlotys),
  - cash flow statement for the period from 01 January 2014 till 31 December 2014, showing a decrease of cash by the amount of 2,030 kPLN (say: two million thirty thousand zlotys),
  - additional information, including information on the adopted accounting policy and other explanatory information,
- 2) Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2014,
- 3) petition of the Managing Board to the Ordinary General Meeting of the Company for allocation of profit from the accounting year ended on 31 December 2014 to the supplementary capital of the Company,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. ("**Group**") for the accounting year ended on 31 December 2014 covering:
  - consolidated balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 1,953,895 kPLN (in words: one billion nine hundred fifty three million eight hundred ninety five thousand zlotys),
  - consolidated profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 3,248 kPLN (in words: three million two hundred forty eight thousand zlotys),
  - consolidated total income statement for the period from 01 January 2014 till 31 December 2014, showing total income in the amount of 63,697 kPLN (say: sixty three million six hundred ninety seven thousand zlotys),
  - statement of changes in the consolidated equity capital in the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by

the amount of 60,464 kPLN (in words: sixty million four hundred sixty four thousand zlotys),

- consolidated cash flow statement for the period from 1 January 2014 and 31 December 2014, showing an increase of the cash by the amount of 6.378 kPLN (in words: six million three hundred seventy eight thousand zlotys),
- additional information, including information on the adopted accounting policy and other explanatory information."

5) Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ended on 31 December 2014.

While making the analysis and assessment of the statements and the petition referred to hereinabove, the Supervisory Board used the opinion and reports of the Chartered Auditor appointed to audit the financial statements of the Company and the Capital Group BIOTON S.A. for 2014 (hereinafter referred to as the "**Chartered Auditor**") as well as the opinion of the members of the Audit Committee of the Supervisory Board formulated after the Audit Committee's meetings with participation of the Managing Board of the Company and the Chartered Auditor of the Company.

The Chartered Auditor has stated in his opinions that:

1. the financial statements of the Company and the Group for 2014, except for the consequences of possible corrections resulting from reservations specified in the Chartered Auditor's opinions, in all material aspects:
  - present in a reliable and clear way information significant for assessment of the material and financial situation of the Company and the Group as at 31 December 2014 as well as their financial reports for the accounting year 1 January 2014 - 31 December 2014,
  - have been drawn up in line with the International Accounting Standards, International Standards of Financial Reports and interpretations thereto announced in the form of regulations of the European Commission, and within the scopes which are not regulated therein - according to the act of 29 September 1994 on accounting (Journal of Laws of 2009, No. 152, item 1223 as amended) ("**Accounting Act**") and the implementing provisions to this act and on the basis of properly kept accounting books of the Company,
  - are consistent with the legal regulations affecting the form and contents of financial statements, including the ones applicable to the Group and the provisions of the Articles of Association of the Company,
2. reports on the operation of the Company and the Group in the accounting year 2014 are complete in the meaning of Art. 49 clause 2 of the Accounting Act and the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by issuers of securities and conditions of deeming equivalent the information required by the regulations of a state being a non-member state (Journal of Laws of 2009, No. 33, item 259 as amended), and the information contained therein taken from the financial statements is consistent with the same.

In the result of the above mentioned assessment, the Supervisory Board has decided to recommend to the Ordinary General Meeting of the Company:

1. approval of the financial statement of the Company for the accounting year ended on 31 December 2014,
2. approval of the Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2014,
3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2014,
4. approval of the Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ended on 31 December 2014,
5. adopting a resolution on allocation of the net profit of the Company in the accounting year 2014 in the amount of 114.640.876,58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of the Company,
6. acknowledgement of fulfilment of duties by all members of the Managing Board and the Supervisory Board in the accounting year ended on 31 December 2014."

**"ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.  
OF THE COMPANY SITUATION IN 2014  
(TAKING INTO ACCOUNT THE ASSESSMENT OF THE INTERNAL CONTROL  
SYSTEM AND COMPANY SIGNIFICANT RISK MANAGEMENT SYSTEM)**

Pursuant to the rule III.1.1 of "The Best Practices of WSE Listed Companies", the Supervisory Board of BIOTON S.A. ("**Company**") after the analysis of the financial statement and results of the Company in 2014 and after getting familiar with the chartered auditor's opinion on the audit of the financial statement of the Company, assesses positively the prospective development of the Company's financial results.

Moreover, the Supervisory Board, taking into account the improved financial standing of the Company and the development strategy implemented by the Managing Board of the Company, assesses positively the prospective development of the Company.

In the opinion of the Supervisory Board the Company has got a solid foundation for further development resulting first of all from the distribution agreements concerning trading with Company insulins on the key global markets and the possibility to introduce Company insulins to new markets as well.

The Managing Board is responsible for establishing an effective internal control system and risk management which is audited by a chartered auditor appointed by the Supervisory Board of the Company within the audit of financial statements.

The internal control system and the risk management system are adjusted to the extent and profile of risk related to the current operations of the Company and is under constant improvement. The Company takes appropriate actions aiming at the implementation of the best solutions, attaching great significance to management of exchange rate risk, liquidity and systems integration. In view of the above, after taking into account the opinion of the chartered auditor and opinion and recommendation of the members of the Audit Committee, the Supervisory Board emphasizes the fact of involvement of the Managing Board of the Company in the issues related to internal control and positively assesses its support in developing solutions within this scope.

The Supervisory Board expresses the opinion that the Company has sufficient grounds and potential to cope with the new challenges it will have to face in the process of Company development and increase of the Company goodwill."

## **"REPORT ON THE OPERATION OF THE SUPERVISORY BOARD OF BIOTON S.A. ("COMPANY") IN 2014**

Pursuant to the Code of Commercial Companies the Supervisory Board constantly supervises all scopes of activities of the Company. Beside the Code of Commercial Companies the operations of the Supervisory Board are based on: the Articles of Association of the Company, the resolutions of the General Meeting, the Bylaws of the Supervisory Board as adopted by the Supervisory Board.

### Composition of the Supervisory Board

On 01.01.2014 the composition of the Supervisory Board was as follows:

- Marcin Dukaczewski - the Chairman of the Board,
- Maciej Grelowski - a Vice Chairman of the Board,
- Dariusz Trzeciak – a Vice Chairman of the Board,
- Tomasz Buzuk - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

On 30.06.2014 the Ordinary General Meeting of the Company appointed Mr Wojciech Grzybowski to hold the position of a Member of the Supervisory Board.

On 31.12.2014 the composition of the Supervisory Board was as follows:

- Marcin Dukaczewski - the Chairman of the Board,
- Maciej Grelowski - a Vice Chairman of the Board,
- Dariusz Trzeciak – a Vice Chairman of the Board,
- Tomasz Buzuk - a Member of the Board,
- Wojciech Grzybowski - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

### Composition of the Audit Committee

In 2014 the Audit Committee consisted of:

- Maciej Grelowski - the Chairman of the Committee,
- Dariusz Trzeciak - a Vice Chairman of the Committee,
- Marcin Dukaczewski - a Member of the Committee.

All members of the Supervisory Board and the Audit Committee are highly qualified, have appropriate life and professional experience allowing for effective and reliable performance of their duties.

### Actions taken by the Supervisory Board

In 2014 the Supervisory Board adopted in total 13 resolutions, some of which were adopted in writing, pursuant to § 24 of the Supervisory Board's Bylaws. The resolutions concerned, e.g.:

- approval of the conditions of issue of bonds convertible to Company shares,

- approval of conclusion and execution of agreements between the Company and its subsidiaries (pursuant to § 21 clause 1 item 2) of the Articles of Association of the Company),
- approval of the Supervisory Board's reports for the accounting year 2013,
- consideration and opinions on draft resolutions for the Ordinary General Meeting of the Company,
- appointing new members of the Managing Board,
- selection of the chartered auditor of the Company,
- payment of bonuses to the members of the Managing Board of the Company for 2014."

**to item 6 of the agenda**

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on allocation of profit of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Code of Commercial Companies Code has decided to allocate the net profit of BIOTON S.A. for the accounting year 2014 in the amount of 114,640,876.58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of BIOTON S.A."

**"PETITION OF THE MANAGING BOARD OF BIOTON S.A. ("COMPANY")  
TO THE ORDINARY GENERAL MEETING  
FOR ALLOCATION OF THE NET PROFIT OF THE COMPANY  
FOR THE ACCOUNTING YEAR 2014**

The Managing Board of BIOTON S.A., applies for allocation of the net profit for the accounting year 2014 in the amount of 114.640.876,58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of BIOTON S.A.

**JUSTIFICATION**

Allocation of the profit for 2014 to the supplementary capital is consistent with the development policy applied by the Company which in the years to come assumes, among other, intensified actions supporting (i) introduction of analogue insulins developed by the Company to the market and (ii) further development of the Company products portfolio.

Additionally, net profits earned by the Company in the accounting year 2014 were influenced by the statistical / non-cash values in the total net amount of over 96 million PLN and consisting of (i) positive exchange rate differences recognised in financial incomes, due to fluctuations of USD/PLN and EUR/ PLN exchange between the levels as at the beginning and at the end of the year and (ii) calculated value of deferred income tax reducing the net profit."



**to item 7 of the agenda**

**RESOLUTION NO. [()]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the President of the Managing Board of BIOTON S.A. in 2014 by Mr Sławomir Ziegert."

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice President of the Managing Board of BIOTON S.A. in 2014 by Mr Adam Wilczęga."

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2014 by Mr Piotr Błaszczuk."

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2014 by Mr Adam Polonek."

**to item 8 of the agenda**

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Marcin Dukaczewski."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Maciej Grelowski."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Dariusz Trzeciak."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Mr Tomasz Buzuk."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 30 June 2014 and 31 December 2014 by Mr Wojciech Grzybowski."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Ms. Barbara Ratnicka-Kiczka."

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of

duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Mr Wiesław Walendziak."

The draft resolutions to be adopted by the OGM have been approved by the Supervisory Board of the Company.