

Beside the election of the Chairman of the Meeting, drawing up the attendance list, stating that the Ordinary Meeting is effective and capable of adopting resolutions and election of the Returning Committee, the Managing Board of BIOTON S.A. proposes the following resolutions to be adopted by the Ordinary Annual Meeting:

**to item 5 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on reviewing and approving of  
the Managing Board's report on the operation of BIOTON S.A.  
and financial statement of BIOTON S.A. for 2008**

The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to art. 38 paragraph 395 § 2 item 1 of the Code of Commercial Companies, after having reviewed 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 2008, 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 2008”, closing with the total assets and liabilities balance sum of 1.697.438 kPLN (say: one billion six hundred ninety seven million four hundred thirty eight thousand zloty),
- 2) ”Profit and loss account drawn up for the period between 01.01.2008 and 31.12.2008”, showing net loss in the amount of 111.586 kPLN (say: one hundred eleven million five hundred eighty six thousand zloty),
- 3) „Statement of changes in the equity capital as at 31 December 2008” showing an increase of the equity capital by the amount of 197,993 kPLN (say: one hundred ninety seven million nine hundred ninety three thousand zloty),
- 4) “Cash flow statement drawn up for the period between 01.01.2008 and 31.12.2008”, showing decrease of the net cash by the amount of 2.000 kPLN (say: two million zloty),
- 5) Additional information and explanations to the financial statement of the Company.

**to item 6 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on reviewing and approving of the Managin Board's report  
on the operations of Capital Group BIOTON S.A.  
and financial statement of Capital Group BIOTON S.A. for 2008**

The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to art. 395 § 5 of the Code of Commercial Companies, after having reviewed the Managing Board's report on the operation of Capital Group BIOTON S.A. and financial statement of Capital Group BIOTON S.A. for the year ending on 31 December 2008, approves the Managing Board's report on the operation of Capital Group BIOTON S.A. and the consolidated financial statement of Capital Group BIOTON S.A. covering:

- 1) „Consolidated balance sheet drawn up as at 31 December 2008”, closing with the total assets and liabilities balance sum of 2.064.772 kPLN (say: two billion sixty four million seven hundred seventy two thousand zloty),
- 2) “Consolidated profit and loss account drawn up for the period between 01.01.2008 and 31.12.2008, showing net loss in the amount of 223.033 kPLN (say: two hundred twenty three million thirty three thousand zloty),
- 3) „Consolidated statement of changes in the equity capital as at 31 December 2008” showing an increase of the equity capital by the amount of 352.144 kPLN (say: three hundred fifty two million one hundred forty four thousand zloty),
- 4) “Consolidated cash flow statement drawn up for the period between 01.01.2008 and 31.12.2008”, showing increase of the net cash by the amount of 14.637 kPLN (say: fourteen million six hundred thirty seven thousand zloty),
- 5) Additional information and explanations to the consolidated financial statement of Capital Group BIOTON S.A.

**to item 7 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009**

**on reviewing and approving of the reports of the Supervisory Board of the Company.**

The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to art. 382 § 3 and art. 395 § 5 of the Code of Commercial Companies and according to the rule III.1.1 and III.1.2 of „The Best Practices of WSE Listed Companies”, after having reviewed them, accepts the following reports drawn up by the Supervisory Board of the Company: (i) report on the results of the assessment of the Managing Board's report on the operations of the Company in the accounting year 2008, the financial statement of the Company for the accounting year 2008 and the consolidated financial statement of Capital Group BIOTON S.A. for the accounting year 2008 and the motion of the Managing Board concerning covering of loss, (ii) evaluation of the Company' situation in 2008 and (iii) assessment of the operations of the Supervisory Board.

**Assessment by the Supervisory Board of BIOTON Spółka Akcyjna  
(joint stock company)  
for the accounting year ending on 31 December 2008**

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

- 1) financial statement of the Company for the accounting year ending on 31 December 2008 including:
  - „Balance sheet drawn up as at 31 December 2008”, closing with the total assets and liabilities balance sum of 1.697.438 kPLN (say: one billion six hundred ninety seven million four hundred thirty eight thousand zloty),
  - “Profit and loss account drawn up for the period between 01.01.2008 and 31.12.2008”, showing net loss in the amount of 111.586 kPLN (say: one hundred eleven million five hundred eighty six thousand zloty),
  - „Statement of changes in the equity capital as at 31 December 2008” showing an increase of the equity capital by the amount of 197.993 kPLN (say: one hundred ninety seven million nine hundred ninety three thousand zloty),
  - “Cash flow statement drawn up for the period between 01.01.2008 and 31.12.2008”, showing decrease of the net cash by the amount of 2.000 kPLN (say: two million zloty),
  - Additional information and explanations to the financial statement of the Company.
- 2) Managing Board’s report on the operation of Company in the accounting year ending on 31 December 2008,
- 3) application of the Managing Board to the Ordinary Annual Meeting of the Company on covering the net loss from the spare capital of the Company,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ending on 31 December 2008 including:
  - „Consolidated balance sheet drawn up as at 31 December 2008”, closing with the total assets and liabilities balance sum of 2.064.772 kPLN (say: two billion sixty four million seven hundred seventy two thousand zloty),
  - “Consolidated profit and loss account drawn up for the period between 01.01.2008 and 31.12.2008”, showing net loss in the amount of 223.023 kPLN (say: two hundred twenty three million twenty three thousand zloty),
  - „Consolidated statement of changes in the equity capital as at 31 December 2008” showing an increase of the equity capital by the amount of 352.144 kPLN (say: three hundred fifty two million one hundred forty four thousand zloty),
  - “Consolidated cash flow statement drawn up for the period between 01.01.2008 and 31.12.2008”, showing increase of the net cash by the amount of 14.637 kPLN (say: fourteen million six hundred thirty seven thousand zloty),

- Additional information and explanations to the consolidated financial statement of the Capital Group BIOTON S.A.
- 5) Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ending on 31 December 2008,

While making the analysis and assessment of the statements, reports and the application referred to hereinabove, the Supervisory Board used the opinion and report of the Chartered Auditor appointed to audit the financial statements of the Company and the Financial Group BIOTON S.A. for 2008 (hereinafter referred to as „the **Chartered Auditor**”). In his opinion the Chartered Auditor has stated in particular that the financial statements of the Company and the Group for 2008 in all material aspects:

- (i) present in a reliable and clear way the material and financial situation of the Company and the Capital Group BIOTON S.A. as at 31 December 2008 (except for the effects of possible corrections resulting from the reservation specified in the justification of the opinion of the Chartered Auditor resulting from no opinion being issued by the Chartered Auditor on the audited profit and loss accounts of two entities of the Capital Group BIOTON S.A., whose aggregate share of the sales income and financial results shall amount to 9 % and 0 % of the sales income and financial result of the Capital Group BIOTON S.A., respectively).
- (ii) have been drawn up, in all significant aspect, in line with the International Standards of Financial Reports, as approved by the European Union,
- (iii) are compliant with the legal regulations affecting the form and contents of financial statements which regulate the way of drawing up the financial statements, provisions of the Articles of Association of the Company, and legal regulations applicable to the Capital Group BIOTON S.A.

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

- 1) approval of the financial statement of the Company for the accounting year ending on 31 December 2008,
- 2) approval of the Managing Board's report on the operation of Company in the accounting year ending on 31 December 2008,
- 3) approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ending on 31 December 2008,
- 4) approval of the Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ending on 31 December 2008,
- 5) adopting a resolution on covering the net loss of the Company for the accounting year 2008 in the amount of PLN 111.585.891,56 and the loss from previous years in the amount of PLN 8.371,00 from the reserve capital of the Company,
- 6) acknowledgement of fulfilment of duties by the members of the Managing Board and the Supervisory Board in the accounting year ending on 31 December 2008.
- 7)

**Assessment by the Supervisory Board of BIOTON Spółka Akcyjna  
(joint stock company)  
of the Company situation in 2008  
(taking into account the assessment of the internal control system and Company  
significant risk management system)**

According to Rule III.1.1 of the „The Best Practices of WSE Listed Companies” the Supervisory Board of BIOTON S.A. („the Company”) after having reviewed the financial statement and results of the Company, after having read the opinion of the chartered auditor on the audit of the financial statement of the Company and pursuant to the effects of the issue of stocks of M series, registered subscription warrants entitling to acquisition of the stocks of N series and subscription warrants entitling to subscription for the stocks of the Company, in the result of which the Company has raised aggregate gross funds in the amount of PLN 277.116.386,00, assesses positively both the financial situation of the Company and the prospects of Company development.

The Supervisory Board has positive opinion on the achievements of the Company in 2008. The most important of them include:

- dynamic growth of sales in Poland in the market of classic human insulins. The Company has strengthened its position as the second largest supplier of classic insulin in Poland, achieving the share in the market amounting to 26%,
- Obtaining of positive opinion of the Chinese Committee for Drugs Assessment on the registration documents of the insulins manufactured by the Company and consequently the registration by the Company of dosage forms of three basic types of insulin, which shall be sold in the chinese market under the brand name SciLin,
- acquisition of 100% shares in the Italian companies Pharmatex Italia S.R.L. and Fisiopharma S.R.L and 50 % shares in MJ Bioton Life Sciences Ltd., thanks to which the Capital Group BIOTON S.A. has extended the areas of its operation, gained access to a group of new pharmaceutical and biotechnological products, including the analogues of human insulins implemented in the research and development center in Finland and obtained positive dynamics of sale thanks to consolidation of the financial results of the above mentioned companies.

While analysing the financial results in 2008 the Supervisory Board of the Company draws attention to:

- The changes in the composition of the Managing Board introduced in January 2009 consisting in appointment by PROKOM Investments S.A. – by way of exercising personal authorization of a stockholder – Mr. Janusz R. Guy to the position of the President of the Managing Board and Mr. Adam Wilczęga to the position of the Vice-President of the Managing Board – in the opinion of the Supervisory Board the above changes strengthen the Company and allow for its development through further increase of sale of human insulins in the Polish market and foreign markets and further development of biotechnological products portfolio

- Implementation by the Managing Board of the Company of a new strategy of the Company and simultaneously execution of the reorganisation process and cost reduction – the process is conducted by a consultancy company Roland Berger employed by the Company,
- the decision of the Managing Board of the Company- being the effect of the implementation of the new strategy- on the amount of the write downs in the balance sheet for 2008 concerning among others the Company's investments in the Russian market which affected the financial results of the Company,
- the actions taken by the Managing Board of the Company in order to sell all stocks in the Russian company ZAO BIOTON WOSTOK held by the Company, and Company's focus on the recombinant human insulin in the Russian market based on the own sales structures and cooperation with a distribution partner with a strong position in the Russian market,
- the change of conditions of financing of the Company development, obtained by the Managing Board of the Company, in the result of negotiation of new conditions of repayment of short and long term bank credits,
- the cost incurred by the Company related to financing of the R&D works of the pharmaceutical products, including the growth hormone (3<sup>rd</sup> phase of clinical research) and ribavirin (the product with registration pending in the EMEA).

The Managing Board is responsible for establishing an effective internal control system and risk management.

In the opinion of the Supervisory Board 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 continuous improvement by, e.g. the audit program implemented by Roland Berger. In the opinion of the Supervisory Board 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. 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 value.

## **Assessment of the operation of the Supervisory Board of BIOTON Spółka Akcyjna (joint stock company)**

Pursuant to the rule III.1.2 of „The Best Practices of WSE Listed Companies”, the Supervisory Board of BIOTON S.A. („the Company”) submits to the stockholders of the Company the assessment of its work in 2008.

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 actions of the Supervisory Board are governed by: The Articles of Association of the Company, the resolutions of the Annual Meeting, the Bylaws of the Supervisory Board as adopted by the Supervisory Board.

### Composition of the Supervisory Board

In 2008 the Supervisory Board worked in the following composition:

- Ryszard Krauze – Chairman of the Supervisory Board;
- Piotr Borowicz – A member of the Supervisory Board;
- Dariusz Górka – A member of the Supervisory Board;
- Maciej Grelowski – A member of the Supervisory Board;
- Paweł Gricuk – A member of the Supervisory Board;
- Barbara Ratnicka-Kiczka – A member of the Supervisory Board;
- Wiesław Walendziak – A member of the Supervisory Board;
- Krzysztof Wilski – A member of the Supervisory Board

### Actions taken by the Supervisory Board

In 2008 the Supervisory Board performed its statutory obligations within the scope of continuous supervision of the Company operation in reliable and effective manner, taking into account constant improvement of transparency policy of the Company and the implemented development strategy. During the entire period under the report all members of the Supervisory Board were in constant contact with the Managing Board of the Company, consulting them on implementation of the investment plans and plans of sale of products in the portfolio of the BIOTON S.A. Group.

All members of the Supervisory Board are highly qualified, have appropriate education, life and professional experience allowing for effective and reliable performance of their duties. The Supervisory Board has discussed the financial situation of the BIOTON S.A. Group and progress of the restructuring processes with the Managing Board.

Thanks to the competence and involvement of particular members of the Board and efficient organisation of its work, the Supervisory Board fulfilled its statutory and code obligations in effective manner.

In the view of the above, the Supervisory Board positively assesses its operation.

**to item 8 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on covering the loss of BIOTON S.A. for 2008**

The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to art. 395 § 2 item 2 of the Code of Commercial Companies intends to cover the net loss of the Company for the accounting year 2008 in the amount of 111.585.891,56 PLN (say: one hundred eleven million five hundred eighty five thousand eight hundred ninety one zloty 56/100) and the losses from the previous years in the amount of 8.371,00 (say: eight thousand three hundred seventy one zloty 0/100) from the Company's reserve capital.

Justification

The Company conducted a wide investment activity consisting in taking over companies from the biotechnological and pharmaceutical sectors, development of its own production base and extension of the production portfolio. The change of situation in the financial markets related to the global crisis and delays pertaining to the expansion in the chosen markets have caused the change of strategy of BIOTON Group. Currently, the Managing Board takes actions whose aim on the one side is to reduce the operating costs and on the other, the increase of sales with simultaneous transfer of a part of the risk to the business partners. Limitation of the operating costs shall be achieved through focusing on the key products of strategic meaning to the Company, and the ultimate use of the existing manufacturing and human potential. The priority is to improve profitability of respective business areas. The increase of sales shall base on cooperation with key pharmaceutical companies in the market of high growth potential. It will let the Group to obtain the increased revenues in a relatively short time with a relatively low capital engagement. Arrangement of the internal and external financing within the Group shall be another important aspect of the reorganisation which should contribute to the improvement of liquidity, reduction of financing cost and in combination of the remaining elements of the strategy, lead to independent financing of respective companies of the Group. The financial result of the Company for 2008 was most strongly influenced by the writedowns resulting from the change of the Company's strategy. With regard to the change of the operations on the territory of the Russian Federation, which shall concentrate on distribution of the products, the Company has taken actions in order to sell all stocks owned in the production company BIOTON WOSTOK ZAO and made write-down of liabilities due from BIOTON WOSTOK ZAO and BIOTON TRADE Sp. z o.o., which was involved in financing of BIOTON WOSTOK ZAO. With regard to the change of the strategy consisting in the concentration on the key products being in the final phases of the development works, the Company has decided to discontinue the development works concerning manufacturing processes of medicinal products, performed under trilateral agreement between the Ministry of Science and Higher Education, the Company and the Institute of Biotechnology and Antibiotics. Continuance of the works would involve large financial and organisational outputs, and their outcomes would be much distant and disproportionate as compared with the engaged measures.

The loss from the previous years is the result of correction of the legal persons income tax for 2006.

**to item 9 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2008**

The Ordinary Annual 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 2008 by Mr. Adam Wilczęga.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Piotr Wieleśik in the period between 01.01.2008 and 06.03.2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Henryk Dąbrowski in the period between 01.01.2008 and 06.03.2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2008**

The Ordinary Annual 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 the period between 06.03.2008 and 31.12.2008 by Ms. Joanna Szymańska-Bulska.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Waldemar Krzewski in 2008 .

**to item 10 of the agenda:  
RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Ryszard Krauze in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Piotr Borowicz in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Dariusz Górka in the period between 10.04.08 and 31.12.08.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Maciej Grelowski in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Paweł Gricuk in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Wojciech Raduchowski in the period between 01.01.2008 and 27.03.2008 .

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [*joint stock company*]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Ms. Barbara Ratnicka-Kiczka in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Wiesław Walendziak in 2008.

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
of 29 June 2009  
on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2008**

The Ordinary Annual 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. by Mr. Krzysztof Wilski in 2008.

**to item 11 of the agenda:  
RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
with the seat in Warsaw  
of 29 June 2009  
on amendment of the Company's Articles of Association within the scope of  
authorization of the Managing Board to increase the initial capital of the Company  
within the limits of the target capital**

The Ordinary Annual Meeting of BIOTON S.A. (“the Company”) has decided:

**§ 1**

1. The Ordinary Annual Meeting has decided to amend the Articles of Association by establishing new authorization of the Managing Board to increase the initial capital of the Company within the target capital including the possibility to exclude by the Managing Board of the subscription right of the current stockholders.
2. The authorization of the Managing Board to increasing the initial capital within the target capital is justified by the need to provide the Managing Board of the Company with the possibility of flexible increasing of the initial capital in order to raise funds for the current operations of the Company and for investment purposes aiming at the further development of the Company and building values for its stockholders. With regard to the above, the suggested amendment of the Articles of Association is in the interest of the Company.

3. It is hereby acknowledged the written opinion of the Managing Board of the Company justifying the reasons of granting the Managing Board the right to deprive the current stockholders, entirely or partially, of the subscription right concerning the stocks and subscription warrants issued within the limits of the target capital and justifying the method of establishing the issue price of stocks issued within the limits of the target capital. This opinion constitutes Appendix 1 to the present Resolution.

## § 2

With regard to § 1 of this Resolution, acting pursuant to art. 430 of the Code of Commercial Companies („CCC”) with regard to art. 444 CCC and 445 CCC the Ordinary Annual Meeting of the Company hereby amends the Articles of Association through the amendment of § 11 of the Articles of Association and providing it with the following reading:

„§ 11

1. „The Managing Board is entitled to increase the initial capital of the Company through issue of new stocks of the total face value not higher than PLN 300.000.000 (three hundred million), by way of a single or several increases of the initial capital within the limits as specified hereinabove (the target capital). The authorization of the Managing Board to increase the initial capital and to issue new stocks within the target capital shall expire within 3 (three) years from the date of entering in the entrepreneurs register of the amendment of the Articles of Association introduced by a resolution of the Extraordinary Annual Meeting No. [●] of 29 June 2009.
2. Within the authorization to increase the initial capital within the target capital the Managing Board is entitled to issue subscription warrants referred to under art.453 § 2 of the Code of Commercial Companies, with the time limit for exercising the right to subscribe expiring not later than the period for which this authorization has been granted.
3. Against approval of the Managing Board, the Managing Board may deprive the stockholders entirely or partially of the subscription right for the stocks and subscription warrants issued within the limits of the target capital.
4. With the reservation of paragraph 6, unless the regulations of the Code of Commercial Companies provide otherwise, the Managing Board shall decide on all and any issues related to the increase of the initial capital within the target capital, in particular the Managing Board is authorized to:
  - 1) conclude agreements on investment subissue or service subissue or other agreements securing the success of the issue of stocks, as well as to conclude agreements under which deposit receipts with regard to the stocks would be issued outside the territory of the Republic of Poland,
  - 2) adopt resolutions and take other actions related to uncertification of stocks and to conclude agreements with the National Depository for Securities on registration of the stocks,
  - 3) adopt resolutions and take other actions related to issue of stocks by public offering or by applying for admission of the stocks to trade on regulated market, respectively.
5. The stocks issued within the target capital may be acquired in return for cash or non-cash contributions.
6. The Resolutions of the Managing Board on establishing the issue price of the stocks within the target capital or issuing stocks in return for non-cash contributions shall require approval of the Chairman of the Supervisory Board.”

## § 3

The resolution enters into force on the date of its adoption.

## Appendix 1

to the Resolution No. [●] of the Ordinary Annual Meeting of BIOTON S.A.  
of 29 June 2009

Acting pursuant to art. 433 § 2 sentence 4, with regard to art. 447 § 2 of the Code of Commercial Companies, the Managing Board of BIOTON S.A. ("**the Company**"), in the view of the proposed authorization of the Managing Board to increase the initial capital of the Company through issue of new stocks of the total face value not higher than PLN 300.000.000 (three hundred million), by way of a single or several increases of the initial capital within the limits as specified hereinabove, with the possibility to deprive the stockholders by the Managing Board, entirely or partially of the subscription right to the stocks and subscription warrants entitling to subscribing for the Stocks, submits hereby to the Ordinary Annual Meeting convened to be held on 29 June 2009 the following opinion:

### **Opinion of the Managing Board**

of BIOTON Spółka Akcyjna [*joint stock company*]

of 02 June 2009

*justifying the reasons for introduction of the possibility to deprive the stockholders of the Company of the subscription right by the Managing Board and the method of establishing the issue price in case of the increase of the initial capital by the Managing Board within the limits of the target capital*

For 29 June 2009 there was convened the Ordinary Annual Meeting of BIOTON S.A. ("**the Company**"), in order to adopt a resolution on authorisation of the Managing Board to increase the initial capital of the Company through issue of new stocks of the total face value not higher than PLN 300.000.000 (three hundred million) ("**the Stocks**"), by way of a single or several increases of the initial capital within the limits as specified hereinabove ("**the Target Capital**"), with the possibility to deprive the stockholders by the Managing Board, upon approval of the Supervisory Board, entirely or partially of the subscription right to the stocks and subscription warrants entitling to subscribing for the Stocks ("**the Subscription Warrants**").

The aim of the possible issue of the Stocks or Subscription Warrants granting right to subscribe for the Stocks within the limits of the Target Capital is to raise funds for the current operation and future investment projects planned by the Company within the field of sale and distribution of insulin and other products. Execution of the above mentioned aims, as well as the strategy of the Company require that it is provided the possibility of flexible and fast process of issue of the Stocks or Subscription Warrants with deprivation of the current stockholders of the subscription right. Introduction of the possibility of deprivation of the current stockholders of the Company of the subscription right by the Managing Board, against approval of the Supervisory Board is also intended to eliminate the risk born by potential investors related to the need to refer to the approval to exclude the subscription right expressed directly by the annual meeting.

The value of the issue price of the Stocks within one or several issues shall be specified by the Managing Board of the Company. Resolutions of the Managing Board to this effect shall require approval of the Chairman of the Supervisory Board of the Company. Granting the power to establish the issue price of the Stocks to the Managing Board is justified by the fact that successful issue of the Stocks requires adjustment of the issue price to the demand for the offered Stocks and to the situation on the financial markets. Due to the fact that demand depends on many factors which cannot be attributable to the Company (including the actual stock exchange situation), it is in the interest of the Company that the authorised entities has as large freedom as possible in establishing the issue price of the Stocks in order to raise possibly large funds for the Company and to ensure the success of the issue of the Stocks or in

order to adjust the issue price to the requirements of the performed investment project. The issue price of the Stocks shall be established on the basis of the value specified in reference to the market price of the stocks, or with the use of evaluations made by comparison and the evaluation based on the method of discounted cash flows, as well as the projected financial results of the Company. There shall also be taken into account the possibility to establish the issue price of the Stocks with the use of other methods of establishing the value of the Stocks which shall ensure adjustment of the issue price to the demand for the stocks or to the requirements of the executed investment project.

The above mentioned factors cause that granting the Managing Board the competence to decide on the deprivation of the current stockholders entirely or partially of the subscription right of the Stocks and Subscription Warrants within the limits of the Target Capital is economically justified and is in the interest of the Company. The method of establishing the issue price of the Stocks is also justified.

Taking into account all the above, the Managing Board recommends to the Ordinary Annual Meeting voting for adopting the resolution on the amendment of the Articles of Association with regard to authorisation of the Managing Board to increase the initial capital of the Company within the target capital including the possibility to exclude by the Managing Board of the subscription right of the current stockholders against approval of the Supervisory Board.

#### Justification

The need to adopt the proposed resolution on the amendment of the Articles of Association with regard to authorization of the Managing Board to increase the initial capital of the Company within the target capital including the possibility to exclude by the Managing Board of the subscription right of the current stockholders against approval of the Supervisory Board is connected with the fact that most of the target capital, within the limits of which the Managing Board was authorised to increase the initial capital of the Company, has been used by the Managing Board. The aim of the above mentioned resolution is to provide the Company with possibility of flexible increase of the initial capital in order to raise additional funds for performance of the Company's objectives, including financing under agreement concluded with PROKOM Investments S.A. (which was reported by the Company in the current reports No.: 3/2009 of 24.01.2009 and 15/2009 of 01.04.2009) should there occur any new investment needs aiming at the further development of the Company and building values for its stockholders.

**to item 12 of the agenda:**

**RESOLUTION No. [●]  
of the Ordinary Annual Meeting of  
BIOTON Spółka Akcyjna [joint stock company]  
with the seat in Warsaw  
of 29 June 2009**

**on changes in the composition of the Supervisory Board of the Company**

The Ordinary Annual Meeting of BIOTON S.A. (“the Company”) has decided:

**§ 1**

1. The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to § 17 paragraph 4 of the Articles of Association determines that the Supervisory Board of the Company shall comprise of 11 (eleven) members.

2. The Ordinary Annual Meeting of BIOTON S.A. acting pursuant to § 17 paragraph 2 item 3) of the Articles of Association appoints the following persons to be members of the Supervisory Board of the Company:

Ms. Joanna Szymańska – Bulska,  
Mrs Tomasz Buzuk  
Mrs Claudio Albrecht

## § 2

The resolution enters into force on the date of its adoption.

### **Joanna Szymańska-Bulska**

She is a graduate of the Faculty of Medicine of Silesian Medical University in Katowice. Holds the MBA title in International Business which she has earned during the post graduate studies at the University of Economics in Katowice and Graduate School of International Business of the University of Bristol, UK. After having obtained the diploma of a medical doctor, in 1989-1992 she worked in a hospital as an intern and junior assistant. She has been connected with the pharmaceutical industry since 1992. In 1992-1999 she worked in the Swiss pharmaceutical company Ciba Geigy (later Novartis), within the areas of sales and marketing, starting with the position of a scientific adviser and ending in 1999 as a Trade Marketing Manager. Then, in 1999-2006 she was associated with the biggest European distributor of pharmaceutical products Phoenix Pharma AG, where in the beginning she held the position of foreign investments director at the company's head office in Germany. After her return to Poland in 2000, she was employed at Phoenix Pharma Polska Sp. z o.o. as a member of the managing board and she was an executive director responsible for sales and marketing. In 2001-2006 she was the president of the managing board and CEO of Phoenix Pharma Polska Sp. z o.o. In 2000-2003 she was a member of the supervisory board of Izba Chemii i Farmacji (Chamber of Chemistry and Pharmation) at Polska Konfederacja Pracodawców Prywatnych – Lewiatan (Polish Confederation of Private Employers), and in 2003-2006 she was a member of the managing board of Izba Gospodarcza Farmacja Polska (Economic Chamber Polish Pharmacy). At the turn of 2006 and 2007 she was an adviser of the Minister of Health. Since 2007 till March 2009 she was the Director for Foreign Markets of the Company, and since March 2009 the Commercial Director. Between 6 March 2008 and 26 June 2009 she was a Member of the Managing Board of the Company.

### **Tomasz Buzuk- Member of the Board**

A graduate of the Faculty of Law and Administration of the University of Gdańsk. In 2001 he completed the Study of Investment Adviser and in 2002 graduated the Faculty of Management of the University of Gdańsk. Legal adviser, a member of the Regional Chamber of Legal Advisers in Gdańsk. Since 2000 has been employed at PROKOM Software S.A. and then at PROKOM Investments S.A., since 2006 as a legal adviser. In the course of his work at the companies of the group PROKOM Software S.A. and PROKOM Investments S.A. he was involved in legal service of comprehensive IT and capital projects and programs aiming at raising funds for investment projects. He is a Member of the Managing Board of PROKOM Investments S.A. and a Member of the Supervisory Boards of Agro Jazowa S.A. and TPG GAZ S.A.

### **Claudio Albrecht- Member of the Board**

He has 22 years of experience in the field of generic pharmaceuticals and generic APIs. He served in senior management positions for Sandoz as managing director of several country operations and he was CEO of the Ratiopharm Group. Today he serves on several boards of generic companies and advises generic companies on strategies for growth in this area.