

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

The Management Board of BIOTON Spółka Akcyjna, having its registered office in Warsaw (“**Company**”), acting in accordance with Article 398 and Article 399 § 1, in conjunction with Article 402¹ §1, Article 402¹ §2 and Article 402² of the Commercial Companies Code (“**CCC**”), hereby convenes an Extraordinary General Meeting (“**EGM**”, “**Meeting**”) to be held on the Company’s premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki, at 10.00 a.m., on **12 January 2018**.

Agenda:

1. Opening of the Meeting;
2. Election of the chairman of the Meeting (in case the chairman is not appointed by the Management Board of the Company) and drawing up of an attendance list;
3. Establishing that the Meeting has been properly convened and is capable of adopting resolutions;
4. Adoption of the agenda of the EGM;
5. Adoption of a resolution on the Company’s further existence, in accordance with Article 397 of the CCC;
6. Adoption of a resolution on covering the costs of convening and holding the EGM;
7. Closing of the Meeting.

Information for shareholders

The right to participate in the EGM

The Management Board of the Company declares that, in accordance with Article 406¹ of the Code of Commercial Companies, the right to participate in the EGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the EGM, i.e. on **27 December 2017** (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 **28 December 2017**.

The list of shareholders authorized to participate in the EGM will be drawn up on the basis of a list provided by the entity maintaining the depository for securities (i.e. *National Depository for Securities S.A.*) and presented on the premises of the Management Board of the Company (Macierzysz, ul. Poznańska 12), between 10:00 and 16:00 hours, on **9-11 January 2018**.

During three business days prior to the date of the EGM the shareholders of the Company may demand delivery of a list of shareholders, free of charge by electronic mail, provided they notify the Company of the address to which such list should be sent. The request should be made in

writing, signed by the shareholder or persons authorized to represent the shareholder and sent via email to wza@bioton.pl in a "pdf" file format or any other format allowing it to be read by the Company, or sent by fax to the following number: +48 (22)721 13 33. The request should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

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

Selected EGM-related rights of shareholders

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company are entitled to:

- (i) request the placement of specific matters on the agenda of the EGM. Such request should be delivered to the Company's Management Board no later than twenty-one days prior to the date of the EGM, i.e. by **22 December 2017**. The request should include justification or a draft resolution concerning a suggested item of the agenda. The request may be delivered via email to wza@bioton.pl or sent by fax to the following number: +48 (22)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 (22)721 13 33, before the date of the EGM, written draft resolutions concerning issues placed on the agenda of the EGM or issues which are to be placed on the agenda.

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

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

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

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

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

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

One should notify the Company on granting the power of attorney in electronic form by sending the document in "*pdf*" format (or other format readable to the Company) signed by the shareholder or in case of shareholders other than natural persons, by persons authorized to represent the shareholder, by fax +48 (22)721 13 33 or by e-mail to the address wza@bioton.pl.

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

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

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

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

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

Furthermore, the Management 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 Management Board of the Company would like to emphasize that voting instructions should be delivered to the proxy only.

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

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

Materials pertaining to the General Meeting

Any person authorized to participate in the EGM may obtain, prior to the EGM, the full and complete text of the documentation which is to be presented at the EGM, including the draft resolutions or, if no resolutions have been proposed, the comments of the Management 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 Management 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 Management Board of the Company declares that any and all issues which are not covered by this announcement will be governed by the Code of Commercial Companies and the Statute of the Company. Therefore, the shareholders are asked to review the above regulations.

In case of any questions or doubts relating to participation in the General Meeting please contact Ms Paulina Ostaszewska on +48 (22)721 40 02, e-mail: wza@bioton.pl

**Draft EGM resolutions
to the 5th item on the agenda**

RESOLUTION No. [●] of

The Extraordinary General Meeting

BIOTON Spółka Akcyjna

of 12th January 2018

on the further existence of the Company pursuant to Art. 397 of CCC

§ 1

1. The Extraordinary General Meeting of Bioton S.A., acting pursuant to article 397 of the Code of Commercial Partnerships and Companies, taking into account that on December 4, 2017 the Management Board of BIOTON S.A. made an impairment related to the value of BIOTON S.A.'s investment in the SciGen Ltd's group, in the amount of PLN 185,258,651.71, which lead to showing an accumulated loss in the amount of PLN 819,490,764.10, i.e. a loss in excess of the total sum of the supplementary fund and the reserve fund and one third of the share capital by PLN 197,666,964.91, hereby resolves on the further existence of the Company BIOTON S.A.
2. Simultaneously, the Extraordinary General Meeting of BIOTON S.A. analysed the explanations of the Management Board of BIOTON S.A. concerning the reasons of the abovementioned case. The Extraordinary General Meeting of BIOTON S.A. acknowledged the fact that the main factor which negatively impacted the financial results of BIOTON S.A. was the revaluation of the BIOTON S.A.'s investment in SciGen Ltd's group, made on the basis of reports provided by KPMG Advisory spółka z ograniczoną odpowiedzialnością sp.k. The revaluation takes into account the current financial position of SciGen Ltd and its capacity to repay debt towards BIOTON S.A, resulting from loans granted by BIOTON S.A. to SciGen Ltd. The impairment is of one-off nature and shall not influence the current liquidity position of BIOTON S.A. The USD to PLN currency rate was established as of December 1, 2017.

§ 2

The resolution enters into force as from the moment of its adoption

Explanatory statements:

1. In accordance with article 397 of the Code of Commercial Partnerships and Companies "If the balance sheet prepared by the Management Board shows a loss in excess of the total sum of the supplementary capital and reserve capitals and one third of the share capital, the Management Board is obliged to immediately convene a General Meeting to adopt a resolution on the further existence of the company".
2. The standalone balance sheet of BIOTON S.A., prepared by the Management Board as at September 30, 2017, updated by the impairment made on December 4, 2017, shown loss in the amount of PLN 819,490,764.10, i.e. a loss in excess of the total sum of the supplementary fund and the reserve fund and one third of the share capital by PLN 197,666,964.91. At the same time,

the Management Board stresses that the amount of the equity of BIOTON S.A. as of September 30, 2017 was above PLN 1,132,447,000.

3. The key factor contributing to the above loss, was making the impairment related to the value of BIOTON S.A.'s investment in the group of SciGen Ltd with its registered office in Singapore. The investment comprised of acquisition of shares in SciGen and granting loans to Scigen Ltd.
4. BIOTON S.A. was delivered by KPMG Advisory sp. z o.o. sp.k. on December 4, 2017 with: (i) the report on assessment of the fair value of the shares in its subsidiary – SciGen Ltd with its registered office in Singapore (disregarding the right resulting from the License), and (ii) the report on assessment of the fair value of the asset belonging to SciGen of the form of a license allowing to trade of medicinal product – recombinant human insulin (the “License”) and profit sharing agreements. Both reports were made as of September 30, 2017 and indicate values in US dollars.
5. The reports proved that the joint fair market value of the investment in the SciGen Ltd’s group as at September 30, 2017 is in the range of USD 58.7 million and USD 64.1 million. The Company adopted – for internal purposes – the fair valuation at USD 61.4 million, i.e. the arithmetical mean of the combined values indicated in the Report 1 and Report 2.
6. Due to the above, in particular due to the fact that the negative financial results were caused by external circumstances, beyond BIOTON S.A.’s control, and the further existence of BIOTON S.A. is not jeopardised, the Management Board, acting in accordance with the applicable laws, in particular with article 397 of the Code of Commercial Partnerships and Companies, decided to immediately convene an extraordinary general meeting in order to adopt a resolution on further existence of BIOTON S.A., as provided above.

to the 6th item on the agenda

RESOLUTION No. [●] of

The Extraordinary General Meeting

BIOTON Spółka Akcyjna

of 12th January 2018

concerning covering the costs of convening and holding of the General Meeting

§1

The Extraordinary General Meeting hereby resolves that the costs of the convening and holding the present Meeting shall be borne by the Company.

§ 2

The resolution comes into force on the day of its adoption.