

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, in conjunction with Article 400 § 1 and Article 402¹ §1, Article 402¹ §2 and Article 402² of the Commercial Companies Code ("**CCC**"), at the request of shareholders Basolma Holding Limited with its registered office in Nicosia, Cyprus and AIS 2 Investment Sp. z o.o. with its registered office in Warsaw, 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 **26 September 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 appointing the auditor for particular matters;
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 **10 September 2018** (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 **11 September 2018**.

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 **21-25 September 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 **5 September 2018**. 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) depository certificate issued by the entity which maintains the securities account or a collective 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 via e-mail: legal@bioton.pl

Draft EGM resolutions together with justification presented by the requesting shareholders: Basolma Holding Limited with its registered office in Nicosia, Cyprus and AIS 2 Investment Sp. z o.o. with its registered office in Warsaw:

to the 2nd item on the agenda

**“RESOLUTION No. [●] of
The Extraordinary General Meeting
BIOTON Spółka Akcyjna
of 26th September 2018
on appointing the Chairman of the General Meeting**

**§1
Appointing the Chairman of the General Meeting**

The Extraordinary General Meeting of Bioton S.A., acting pursuant to Article 409 of the Commercial Companies Code Act of 15 September 2000 (no. 94 item 1037) (“CCC” [Polish: “KSH”]), elected in a secret ballot Mr./Ms. [●] as the Chairman of the Extraordinary General Meeting on [●] 2018.

**§2
Entry into force of the Resolution**

The Resolution shall come into force upon its adoption.”

**STATEMENT OF REASONS
presented by the requesting shareholders: Basolma Holding Limited with its registered
office in Nicosia, Cyprus and AIS 2 Investment Sp. z o.o. with its registered office in
Warsaw**

Pursuant to Art. 409 of the Commercial Companies Code [Polish: “KSH”], the General Meeting elects the Chairman of the General Meeting. Whereas, pursuant to a separate provision of the Company’s Statute (§23), the Chairman of the General Meeting is appointed in writing by the Management Board. Therefore, if the Management Board fails to appoint the Chairman of the General Meeting, the General Meeting shall adopt a resolution on the appointment.

to the 5th item on the agenda

**“RESOLUTION No. [●] of
The Extraordinary General Meeting
BIOTON Spółka Akcyjna
of 26th September 2018
on appointing the auditor for particular matters referred to in Article 84
of the Act on Public Offering, Conditions Governing the Introduction of Financial
Instruments to
Organized Trading, and on Public Companies**

§1

Designation of the auditor for particular matters

1. Application to the provisions of Art. 84 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of July 29th 2005 (Journal of Laws 2005 no. 184 item 1539 as amended, "Act on Public Offering"), the Extraordinary General Meeting of Bioton S.A. with its registered office in Warsaw (the "Company"), based on the application of the shareholders of Basolma Holding Limited and AIS 2 Investment Sp. z o.o. (jointly: the "Applicants") shall be appointed by Grant Thomton Sp. z o.o. ("Grant Thomton") or another qualified entity with comparable references, reputation and qualifications for Grant Thomton, present in China and Poland, employing at least 100 employees in each of these countries (hereinafter referred to as the "Auditor"), as the auditor for particular matters referred to in Article 84(1) of the Act on Public Offering.
2. Pursuant to the statement submitted to the Extraordinary General Meeting, the Auditor meets the conditions referred to in Article 84 (2) and (3) of the Act on Public Offering. The Auditor also stated that they accept the function.
3. The Auditor shall perform the audit pursuant to the subject matter and scope specified in the below Section 2, within the limits of the available documents referred to in Section 3.1 of this Resolution. The audit referred to in the above Section 1 shall be carried out on the basis of the agreement to be concluded between the Company and the Auditor within 30 calendar days of the date of adoption of this Resolution.

§2

The subject matter and scope of the audit

1. The subject matter and scope of the audit shall include:
 - a. audit of the economic value of the sale by the Company all shares in the subsidiary SciGen Ltd, with its registered office in Singapore ("SciGen"), to Yifan International Pharmaceutical Co., Ltd. ("Yifan"), including an analysis of the valuation of SciGen shares referred to in Resolution no. 1 of the Ordinary General Meeting of 11 June 2018, that is the valuation of SciGen shares at not less than USD 0.0507 per 1 share;
 - b. audit of the validity of the waiver of the Company's receivables in relation to SciGen, that is at least USD 28,500,000, and taking into account the total value of the waiver when valuing SciGen within its sale to Yifan;
 - c. audit of not including copies of liabilities to the Company in the valuation performed by KPMG Advisory sp. z o.o. sp.k. ("KPMG") (about which the Company informed in the Company's current report no. 38/2017 of 4 December 2017), which occurred between the date of valuation of KPMG and the date of conclusion of the sale transaction of SciGen, including the copy of liabilities to the Company contained in the sale agreement of SciGen on the amount of USD 29,900,000 and failure to include in the valuation of SciGen the cash accumulated in SciGen (as at 31 December 2017 in the amount of PLN 22,400,000);
 - d. audit of personal and capital relations between the Company and Yifan and the Company, and UniApek S.A. and Perfect Trend Ventures (the Company's shareholders) within the impact on the valuation of SciGen, including personal and capital relations:

Chairman of the Supervisory Board of Jubo Liu,
Former Member of the Company's Supervisory Board, Vice-Chairman of the Supervisory Board, and Vice-Chairman of the Audit Committee of the Company's Supervisory Board, Mr. Yu Liang Huang,
Member of the Company's Supervisory Board, Mr. Bo Qi,
Member of the Company's Supervisory Board, Mr. Gary He,
Member of the Company's Supervisory Board, Mr. Mark Ming-Tso Chiang,
Member of the Company's Supervisory Board, Mr. Vaidyanathan Viswanath,
wife of the Chairman of the Supervisory Board of Jubo Liu, that is Wenjun Cui, as
Member of the Supervisory Board of UniApek S.A., the largest shareholder of the Company;

which, taken together, may have affected approving of the sale of SciGen to Yifan by the Company's Supervisory Board and the final signing of the sale agreement by the Company's Management Board;

- e. audit of the legality and value of the Distribution Agreement concluded between the Company and Yifan on 27 March 2018 in the context of harming minority shareholders and creditors ("Distribution Agreement"), under which Yifan will be the exclusive distributor of the Company's products worldwide for a period of 15 years for the equivalent of USD 6,800,000;
- f. audit of the appointing of an advisor to conduct SciGen's sales process and its competences and experience in conducting sales processes of foreign companies of similar size and from the pharmaceutical distribution industry in Asia."

§3

Types of documents that the Company should make available to the Auditor

1. The Company's Extraordinary General Meeting shall oblige the Company's Management Board to make available or cause to be made available to the Auditor (and also to ensure cooperation on the part of the Company's employees in making the documents available and in conducting the audit by the Auditor) any documents enabling the audit to be conducted pursuant to Section 2 of the Resolution, and to provide comprehensive explanations on any issues being the subject of the audit or related to it, in particular:
 - a. valuation report of KPMG;
 - b. documents prepared by the advisor in the sale process of SciGen, Comet Advisory Sp. z o.o. Sp. k.;
 - c. distribution lists confirming to which entities was the information memorandum on the sale of SciGen sent, including copies of letters sent to the entities interested in the transaction concerning the sale of SciGen by the Company;
 - d. distribution lists confirming which entities were proposed to cooperate in the global distribution of Bioton products, including copies of letters sent to all potentially concerned entities;
 - e. offers, e-mails, all letters and other documents on (i) the stage of the negotiations on SciGen's sale process with all concerned entities, including Yifan, and (ii) on the sale transaction itself to Yifan (including in particular the agreement with Yifan concluded on 15 May 2018 – Agreement on Binding Offer);

- f. offers, e-mails, all letters and other documents on (i) the stage of the negotiations on the Distributor Agreement with all concerned entities, and (ii) on concluding the agreement with Yifan;
 - g. presentation by Mr. Robert Neyman, Head of the Management Board of the Company, at the Ordinary General Meeting held on 11 June 2018, showing business reasons related to the sale of SciGen by the Company;
 - h. all documentation related to the waiver referred to in the above Section 2.1.b, and settlement of the loan granted to SciGen (and in particular any documents referred to in Section 1.1 of the Company's Ordinary General Meeting of 11 June 2018 on giving consent to the disposal of SciGen Ltd with its registered office in Singapore, and determining the basic terms and conditions of the transaction);
 - i. other documents supporting the Auditor's audit.
2. Pursuant to Article 84.4.3. of the Act on Public Offering, the Company's Extraordinary General Meeting shall oblige the Company's Management Board to make the documents referred to in the above Section 1 available to the Auditor immediately, not later than within 14 calendar days from the date of adoption of this Resolution.
 3. If the Auditor decides that additional materials and documents shall be required to carry out the audit within the scope determined by the Extraordinary General Meeting, the Auditor shall request for them from the Company's Management Board, and the Company shall be obliged to provide them within 7 calendar days from the date of making such a request by the Auditor.
 4. Written consent to appoint the Auditor by the Applicants constitutes Appendix 1 to the Resolution.

§4

Date of commencing the audit and presenting the report

1. The Auditor shall commence the work on the day following the day when the period determined in Section 3.2 of the above expires.
2. The Auditor shall be entitled to supervise and consult with the Company the process of making available the data and documents to be audited.
3. Conducting their tasks, the Auditor shall be obliged, pursuant to the provisions of this Resolution, to perform the activities referred to in the above Section 2 in a manner that shall not violate any personal rights of third parties. If the Auditor acquires information or data that constitute a trade, technical, enterprise or organizational secret, they shall be obliged to keep it confidential, unless the disclosure of such information or data is necessary to justify the position taken in the audit, or the obligation to disclose such information arises from generally applicable provisions of law.
4. The Auditor is obliged to present a written report on the conducted audit to the Management Board and the Company's Supervisory Board within 30 calendar days from the date of commencement of the work pursuant to the above Section 1. Pursuant to Article 86.2 of the Act on Public Offering, the Company's Management Board is obliged to present the Auditor's report pursuant to Art. 56.1 of the Act on Public Offering, and is additionally obliged to present the report to the next General Meeting of the Company on the manner of taking into account the results of the Auditor's audit.

§5
Covering the costs of the audit

The Auditor shall carry out the audit at the Company's expense.

§6
Entry into force of the Resolution

The Resolution shall come into force upon its adoption."

STATEMENT OF REASONS
presented by the requesting shareholders: Basolma Holding Limited with its registered office in Nicosia, Cyprus and AIS 2 Investment Sp. z o.o. with its registered office in Warsaw

In the opinion of the applying shareholders of the Company that are (i) Basolma Holding Limited and (ii) AIS 2 Investment Sp. z o.o., the appointment of the auditor for particular matters is absolutely crucial in the context of sale of SciGen to Yifan International. Arising doubts (in the press and during the Company's Ordinary General Meeting of 11 June 2018) regarding the appropriate valuation of the Company's key asset, that is SciGen, and unexplained capital-personal relationships between the Company, members of its bodies and Yifan International, need to be adequately resolved.

In the opinion of the applying shareholders, the appointment of a reliable and independent auditor for particular matters and the performance of the audit within the scope of the proposed resolution shall allow for a more complete assessment of the broadly understood sale transaction of SciGen to Yifan International Pharmaceutical Co., Ltd. and its individual elements.

to the 6th item on the agenda

"RESOLUTION No. [●] of
The Extraordinary General Meeting
BIOTON Spółka Akcyjna
of 26th September 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."