

**ORDINARY GENERAL MEETING
OF BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 11 JUNE 2018**

FORM OF THE POWER OF ATTORNEY

I (We), the below signed, a shareholder / representative of a shareholder of BIOTON S.A. with its registered seat in Warsaw, hereby declare that:(*shareholder's full name/ business name*) ("**Shareholder**") holds (*number*) of shares in the Company,

and I (we) hereby authorise:

- The President of the Management Board of the Company to act in accordance with the voting instructions given below.

If the shareholder does not attach the voting instruction, fills it out incorrectly or in a way that makes it impossible for the proxy to vote or instructs the proxy to vote at his own discretion, the proxy shall be entitled to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

or

- Mr/Ms, holder of passport/identification card/ other identification document number, to act in accordance with the voting instructions given below / at the discretion of the proxy.*

Is the proxy entitled to grant further powers of attorney? Yes No

or

-, (*name of entity*), with its registered seat (office) inand address....., to act in accordance with the voting instructions given below / at the discretion of the proxy.*

Is the proxy entitled to grant further powers of attorney? Yes No

The proxy is entitled to represent the Shareholder at the Ordinary General Meeting of the Company, convened to be held on 11 June 2018, at 10:00 (00:00 p.m.), at the Company's offices in Macierzysz, ul. Poznańska 12, 05-850 Macierzysz, Ożarów Mazowiecki ("**Ordinary General Meeting**"), and in particular to participate in and speak at the Ordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other actions related to the Ordinary General Meeting.

This power of attorney applies to all shares in the Company held by the Shareholder.**

* delete if not applicable

**If the shareholder intends to empower the proxy to vote only with some of the shares held by the shareholder or to vote in different ways please indicate the number of shares the proxy should vote with and the manner of voting in the attached voting instruction.

Shareholder data / data of persons authorised to represent the Shareholder:

Name and surname:	Name and surname:
Company:	Company:
Position:	Position:
Address:	Address:

Signature of shareholder / persons authorised to represent the shareholder:

_____	_____
(signature)	(signature)
Place:	Place:
Date:	Date:

PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER'S DATA STATED IN THE POWER OF ATTORNEY AND THE DATA ON THE LIST OF SHAREHOLDERS MADE ON THE BASIS OF THE SCHEDULE RECEIVED FROM THE ENTITY MAINTAINING THE DEPOSITORY OF SECURITIES (i.e. THE NATIONAL DEPOSITORY OF SECURITIES) DELIVERED TO THE COMPANY IN ACCORDANCE WITH ARTICLE 406³ OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER MAY NOT BE ADMITTED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.

PLEASE NOTE THAT IT IS NOT REQUIRED BY THE COMPANY THAT POWER OF ATTORNEY IS GRANTED ON THE ABOVE FORM. MOREOVER, IT IS NOT REQUIRED BY THE COMPANY THAT THE POWER OF ATTORNEY IS GRANTED WITH THE USE OF ELECTRONIC MEANS OF COMMUNICATION. THE COMPANY MAKES A RESERVATION THAT A SHAREHOLDER USING ELECTRONIC MEANS OF COMMUNICATION BEARS THE SOLE AND EXCLUSIVE RISK RELATED WITH THE USE OF SUCH MEANS OF COMMUNICATION.

PLEASE NOTE THAT PURSUANT TO ARTICLE 87 PARAGRAPH 1 CLAUSE 1 SUB-CLAUSE 4) IN CONJUNCTION WITH ARTICLE 90 SECTION 3 OF THE ACT ON PUBLIC OFFERING, THE CONDITIONS GOVERNING THE INTRODUCTION OF FINANCIAL INSTRUMENTS TO ORGANISED TRADING AND ON PUBLIC COMPANIES (THE "ACT ON PUBLIC OFFERING") A PROXY WHO WAS NOT GIVEN A BINDING VOTING INSTRUCTIONS IN WRITING HAS REPORTING OBLIGATIONS SET FORTH IN

ARTICLE 69 OF THE ACT ON PUBLIC OFFERING WHICH INVOLVE, IN PARTICULAR, THE OBLIGATION TO REPORT TO THE POLISH FINANCIAL SUPERVISION AUTHORITY AND THE COMPANY THAT: THE GIVEN PROXY REACHED OR EXCEEDED 5%, 10%, 15%, 20%, 25%, 33%, 50%, 75% AND 90% OF THE TOTAL NUMBER OF VOTES IN THE COMPANY.

IN LIGHT OF THE ABOVE INFORMATION DUTIES, THE COMPANY'S MANAGEMENT BOARD EMPHASIZES THAT THE SHAREHOLDERS WHO INTEND TO GRANT A POWER OF ATTORNEY TO VOTE TO ANY OF THE MANAGEMENT BOARD MEMBERS SHOULD ATTACH A DULY FILLED OUT AND BINDING VOTING INSTRUCTIONS, OTHERWISE THE MANAGEMENT BOARD WILL VOTE (i) IN FAVOUR OF THE RESOLUTIONS AS PROPOSED BY THE MANAGEMENT BOARD; (ii) IN FAVOUR OF THE DRAFT RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH DO NOT MATERIALLY CHANGE THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD; AND (iii) AGAINST RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH CONTRADICT THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.

IMPORTANT INFORMATION:

Appointment of proxy – explanations:

Based on this form a Shareholder is given the opportunity to appoint the following individuals as its proxy: (i) the President of the Management Board of the Company; or (ii) any designated individual; or (iii) any entity other than an individual.

In order to appoint the proxy you need to put “X” next to the name of the person you intend to establish your proxy. If you intend to appoint as proxy the entity referred to under (ii) or (iii), please fill in the data identifying such person.

Where the Shareholder appoints as a proxy person referred to in section (i) above and does not attach the voting instruction form, fills it out incorrectly or in a way that makes it impossible for the proxy to vote or instructs the proxy to vote at his own discretion, the proxy shall be entitled to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

The Shareholder is authorised to establish more than one proxy or empower one proxy to vote only with a part of the Company’s shares held by the shareholder. In both cases, however, he is required to indicate in the voting instruction the number of shares in the Company with which the relevant proxy is authorised to vote. If the Shareholder establishes several proxies he should fill out a separate form for each proxy.

Power of attorney granted in electronic form

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 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 authorised to represent the Shareholder, by fax +48 (22) 721 13 33 or by e-mail sent to the address wza@bioton.pl.

Identification of Shareholder

In order to identify the Shareholder who grants the power of attorney the following should be attached to this power of attorney:

- (i) if the shareholder is a natural person, a copy of the ID 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 AGM (e.g. an unbroken sequence of powers of attorney).

For the purpose of identification of the shareholder granting the power of attorney in electronic form, the above mentioned documents should be sent in electronic form as enclosures in „pdf” format (or other format readable to the Company) to the address wza@bioton.pl or by fax to +48 22 721 13 33.

In the event of doubt 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 AGM (e.g. an unbroken sequence of powers of attorney).

Identification of proxy

In order to identify the proxy, the Management Board of the Company reserves the right to demand from the proxy presentation of the following upon the drawing up the attendance list:

- (i) if the proxy is a natural person, the ID card, passport or any other official document confirming the shareholder'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 AGM (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 AGM.

INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

Ordinary General Meeting convened to be held on 11 June 2018 at 10:00 a.m., at the Company's offices in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

ITEM 2 OF THE AGENDA - ELECTION OF THE CHAIRMAN OF THE MEETING (IN CASE THE CHAIRMAN IS NOT APPOINTED BY THE MANAGEMENT BOARD OF THE COMPANY)			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 4 OF THE AGENDA - ADOPTION OF THE AGENDA OF THE AGM			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 5 OF THE AGENDA - ADOPTION OF A RESOLUTION REGARDING THE CONSIDERATION AND APPROVAL OF THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S OPERATIONS AND THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 1)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other* <i>(in case of submitting other draft resolutions than the ones suggested by the Management Board):</i> _____			

ITEM 6 OF THE AGENDA - ADOPTION OF A RESOLUTION REGARDING THE CONSIDERATION AND APPROVAL OF THE MANAGEMENT BOARD'S REPORT ON THE OPERATIONS OF THE BIOTON S.A. CAPITAL GROUP AND THE CONSOLIDATED FINANCIAL STATEMENTS OF THE BIOTON S.A. CAPITAL GROUP FOR THE FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 2)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other† <i>(in case of submitting other draft resolutions than the ones suggested by the Management Board):</i> _____			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 7 OF THE AGENDA - ADOPTION OF A RESOLUTION ON THE CONSIDERATION AND APPROVAL OF THE REPORTS OF THE COMPANY'S SUPERVISORY BOARD FOR FISCAL YEAR 2017

(Draft resolution – Schedule No. 3)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 8 OF THE AGENDA - ADOPTION OF A RESOLUTION ON THE COVERAGE OF COMPANY'S LOSSES FOR THE FISCAL YEAR 2017

(Draft resolution – Schedule No. 4)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 9 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO JUBO LIU, MEMBER OF THE MANAGEMENT BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 5)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 9 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO ROBERT NEYMANN, MEMBER OF THE MANAGEMENT BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 6)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 9 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO MAREK DZIKI, MEMBER OF THE MANAGEMENT BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 7)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 9 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO ADAM POLONEK, MEMBER OF THE MANAGEMENT BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 8)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 9 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO BOGUSŁAW KOCIŃSKI, MEMBER OF THE MANAGEMENT BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 9)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO MARCIN DUKACZEWSKI, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 10)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO DARIUSZ TRZECIAK, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 11)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO DAVID MARTIN COMBERBACH, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 12)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO TOMASZ SIEMBIDA, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 13)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO ALEJANDRO GOMEZ BLANCO, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 14)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO SŁAWOMIR ZIEGERT, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 15)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO YU LIANG HUANG, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 16)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO VAIDYANATHAN VISWANATH, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 17)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other [*] <i>(in case of submitting other draft resolutions than the ones suggested by the Management Board):</i> 			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO MARK MING-TSO CHIANG, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 18)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other [†] <i>(in case of submitting other draft resolutions than the ones suggested by the Management Board):</i> 			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO JUBO LIU, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 19)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO PAWEŁ BOROWY, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 20)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO GARY HE, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 21)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other* (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

ITEM 10 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING DISCHARGE TO QI BO, MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY, FOR THE DUTIES CARRIED OUT IN FINANCIAL YEAR 2017

(Draft resolution – Schedule No. 22)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other† (in case of submitting other draft resolutions than the ones suggested by the Management Board):			

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

† If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

ITEM 11 OF THE AGENDA - ADOPTION OF A RESOLUTION ON GRANTING CONSENT FOR THE SALE OF SCIGEN LTD. WITH ITS REGISTERED OFFICE IN SINGAPORE AND ESTABLISHING GENERAL TERMS OF THE TRANSACTION

(Draft resolution – Schedule No. 23)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other* <i>(in case of submitting other draft resolutions than the ones suggested by the Management Board):</i> _____			

Signature of shareholder / persons authorised to represent the shareholder:

(signature)

Place:

Date:

(signature)

Place:

Date:

* If the shareholder appoints the President of the Management Board to be his proxy, leaving this box empty authorises the proxy to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

NOTES

The Shareholders are requested to give instructions by putting "X" in the appropriate box. If a shareholder appoints the President of the Management Board to be his proxy without checking any of the voting methods, checking the option "at the proxy's discretion" or checking more than one method of voting from all shares of the Company held by the Shareholder shall cause that the proxy will be authorised to vote (i) in favour of the resolutions proposed by the Management Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Management Board or prevent the achieving of the objectives of the resolutions proposed by the Management Board.

If there is checked the box "other", the shareholders are requested to specify in this field the instruction concerning exercising of the voting right by the proxy in case there are filed other draft resolutions by the shareholders of the Company. The Management Board of the Company reserves herewith that in case the President of the Management Board is appointed a proxy, leaving the box "other" empty shall authorise the proxy to vote in the manner as specified above with regard to the draft resolutions proposed by the shareholders of the Company.

In case the shareholder decides to vote differently from the shares held, s/he is requested to specify in the appropriate box the number of shares from which the proxy is supposed to vote "for", "against" or "abstain" from voting. If no specific number of shares is given, it is assumed that the proxy is entitled to vote in the manner specified above from all the shares held by the shareholder. Under no circumstances the total number of shares of the Company referred to in the instruction concerning different voting from the shares held may exceed the number of all shares of the Company held by the shareholder.

Draft resolutions which are to be adopted under the respective items of the agenda constitute schedules to this instruction.

Please, note that the draft resolutions attached hereto may differ from the draft resolutions subject to voting at the Ordinary General Meeting. To avoid any doubts as regards the method of voting by the proxy in such case it is recommended that it is specified in the field "other" how the proxy should act in the above situation.

SCHEDULE NO. 1

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*on consideration and approval
of the report of the Management Board on the activities of BIOTON S.A.
and the financial statements of BIOTON S.A. for 2017*

"The Ordinary General Meeting of BIOTON S.A. ("Company"), acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 1 of the Code of Commercial Companies, after considering the report of the Management Board on the activities of BIOTON S.A. and the financial statements of the Company for the year ended December 31, 2017, approves the report of the Management Board on the operations of the Company and the financial statements of BIOTON S.A., including:

- 1) the balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,240,400 thousand on the side of assets and liabilities (say: one billion two hundred and forty million four hundred thousand Polish zlotys),
- 2) profit and loss account for the period from January 1, 2017 to December 31, 2017, showing a net loss in the amount of PLN 245,889 thousand (say: two hundred and forty-five million eight hundred and eighty-nine thousand zlotys),
- 3) the statement of comprehensive income for the period from January 1, 2017 to December 31, 2017 showing total negative total income in the amount of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
- 4) statement of changes in equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
- 5) cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in cash by PLN 53,553 thousand (say: fifty-three million five hundred and fifty-three thousand zlotys),
- 6) additional information, including information about the adopted accounting policy and other explanatory information;

SCHEDULE NO. 2

RESOLUTION NO [•] of the Ordinary General Meeting BIOTON Spółka Akcyjna of [•] 2018

regarding the consideration and approval of the Management Board's report on the operations of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group for the financial year 2017.

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 5 of the Code of Commercial Companies, after considering the Management Board report on the operations of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group for the year ended 31 December 2017, approves the Management Board report on the activities of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group including:

- consolidated balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,141,997 thousand on the side of assets and liabilities (say: one billion, one hundred and forty-one million, nine hundred and seventy-three thousand zlotys),
- consolidated profit and loss account for the period from January 1, 2017 to December 31, 2017 showing a net loss in the amount of 7,194 thousand (say: seven million one hundred ninety-four thousand zlotys),
- the consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a negative total income in the amount of PLN 42,094 thousand (say: forty-two million, ninety-four thousand zlotys),
- statement of changes in consolidated equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 40,571 thousand (say: forty million, five hundred and seventy-one zlotys),
- consolidated cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in the net cash balance by PLN 51,227 thousand (say: fifty-one million two hundred twenty-seven thousand zlotys),
- additional information, including information about the adopted accounting policy and other explanatory information.

SCHEDULE NO. 3

RESOLUTION NO [•] of the Ordinary General Meeting BIOTON Spółka Akcyjna of [•] 2018

on the consideration and approval of the reports of the Supervisory Board of BIOTON S.A. for 2017

"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 in accordance with the principle II.Z.10 "Good Practices of Companies Listed on the WSE" in the version effective from January 1, 2016, approves after consideration the report for 2017 prepared by the Company's Supervisory Board, covering:

- 1) report on the activities of the Company's Supervisory Board in 2017,
- 2) report on the results of the assessment of: (i) report of the Board of the Company's activities in 2017, (ii) financial statements of the Company for fiscal year 2017, (iii) the report of the Board on the activities of the BIOTON S.A. Capital Group in 2017, (iv) consolidated financial statements of the BIOTON S.A. Capital Group for 2017 and (v) proposal of the Board on the coverage of losses for the fiscal year 2017,
- 3) assessment of the situation of the company in 2017, taking into account the evaluation of the internal control systems, risk management, the "compliance" rules and the internal audit function, as well as
- 4) the assessment of the manner in which the Company fulfils its disclosure obligations regarding the application of corporate governance principles set out in the stock exchange regulations and regulations regarding current and periodic information provided by issuers of securities."

REPORT OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2017

INCLUDING:

- (I) REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD OF BIOTON SA FOR FINANCIAL YEAR 2017;**
- (II) EVALUATION REPORT:**
 - **REPORT OF THE BOARD ON THE ACTIVITIES OF BIOTON S.A. AND FINANCIAL STATEMENTS OF BIOTON S.A. FOR FISCAL YEAR 2017,**
 - **REPORT OF THE BOARD ON THE ACTIVITIES OF THE CAPITAL GROUP BIOTON S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE CAPITAL GROUP BIOTON S.A. FOR FISCAL YEAR 2017,**
 - **THE BOARD'S REQUEST AS TO THE METHOD OF COVERING OF THE LOSS OF THE COMPANY FOR FINANCIAL YEAR 2017;**
- (III) ASSESSMENT OF BIOTON SA SITUATION IN 2017, INCLUDING ASSESSMENTS OF INTERNAL CONTROL SYSTEMS, RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDITING FUNCTIONS;**
- (IV) THE ASSESSMENT OF HOW THE COMPANY MEETS ITS DISCLOSURE OBLIGATIONS FOR THE APPLICATION OF THE PRINCIPLES OF GOOD GOVERNANCE SET OUT IN THE REGULATIONS OF THE STOCK EXCHANGE AND RULES ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES;**
- (V) RECOMMENDATIONS FOR BIOTON S.A.'s GENERAL MEETING OF SHAREHOLDERS**

(I) REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR FINANCIAL YEAR 2017

1) Composition of the Supervisory Board and the Audit Committee of the Supervisory Board Pursuant to §17 par. 1 the Statute of Bioton S.A. ("Bioton", the "Company"), during the reporting period, covering the fiscal year from January 1 to December 31, 2017 (the "Reference Period"), the Supervisory Board consisted of not less than 5 and not more than 7 members appointed in accordance with the provisions of § 17 para. 2 of the Statute of the Company during the General Meeting.

On 1 January 2017 the composition of the Supervisory Board was as follows:

- Mr. Dariusz Trzeciak – Chairman of The Supervisory Board,

- Mr. Marcin Dukaczewski – Vice Chairman of the Supervisory Board,
- Mr. David Martin Comberbach – Vice Chairman of the Supervisory Board of the Company,
- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Sławomir Ziegert – Member of The Supervisory Board of The Company,
- Mr. Yu Liang Huang – Member of the Supervisory Board of the Company.

On February 7, 2017, Mr. Marcin Dukaczewski, Vice-Chairman of the Company's Supervisory Board, resigned from the function of a Member of the Supervisory Board of the Company.

On March 28, 2017, the Supervisory Board of the Company has appointed Mr. Yu Liang Huang to act as Vice-Chairman of the Supervisory Board of the Company.

On March 28, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Dariusz Trzeciak – Chairman of The Supervisory Board,
- Mr. David Martin Comberbach – Vice Chairman of the Supervisory Board of the Company,
- Mr. Yu Liang Huang – Vice Chairman of the Supervisory Board of the Company,
- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Sławomir Ziegert – Member of The Supervisory Board of The Company.

On May 12, 2017, Mr. David Martin Comberbach, Vice-Chairman of the Supervisory Board of the Company, resigned as a Member of the Supervisory Board of the Company.

On May 15, 2017, Mr. Sławomir Ziegert, Member of the Supervisory Board of the Company, resigned from the function of a Member of the Supervisory Board of the Company.

On May 15, 2017, the Extraordinary General Meeting of the Company have dismissed from their positions the following Members of the Company's Supervisory Board:

- Mr. Yu Liang Huang,
- Mr. Dariusz Trzeciak;

Thus, on May 15, 2017, the General Meeting of the Company appointed as Member of the Company's Supervisory Board:

- Mr. Dariusz Trzeciak (as a Member of the Board that meets the requirements set out in § 18 para. 1 sec. 2 - 4 of the Company Statute),
- Mr. Jubo Liu,
- Mr. Mark Ming-Tso Chiang,
- Mr. Tomasz Siembida.

The Supervisory Board of the Company at its meeting on May 15, 2017 has elected:

- Mr. Jubo Liu - for the Chairman of the Supervisory Board of the Company,
- Mr. Tomasz Siembida - for the Vice-Chairman of the Supervisory Board of the Company,
- Mr. Dariusz Trzeciak - for the Vice-Chairman of the Company's Supervisory Board.

On May 15, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Jubo – Chairman of the Supervisory Board of the Company,
- Mr. Tomasz Siembida – Vice Chairman of the Supervisory Board of the Company,
- Mr. Dariusz Trzeciak – Vice Chairman of the Supervisory Board of the Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Mark Ming-Tso Chiang – Member of the Supervisory Board of the Company,
- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company.

On June 28, 2017, the Supervisory Board received from Mr. Tomasz Siembida, Vice Chairman of the Company's Supervisory Board, a declaration of resignation from the function of a Member of the Supervisory Board of the Company.

On September 29, 2017, the Extraordinary General Meeting of the Company appointed to the Supervisory Board of the Company the following persons:

- Mr. Paweł Borowy (as a Member of the Board that meets the requirements set out in § 18 para. 1 sec. 2 - 4 of the Company Statute);
- Mr. Qi Bo – Member of the Supervisory Board;
- Mr. Gary He - Member of the Supervisory Board.

On October 2, 2017, Mr. Alejandro Gomez Blanco, Member of the Supervisory Board, resigned from the function of a Member of the Supervisory Board of the Company.

On December 31, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Jubo Liu - Chairman of the Supervisory Board,
- Mr. Dariusz Trzeciak - Vice Chairman of the Supervisory Board (as a member of the Board who meets the requirements referred to in § 18 para. 1 sec. 2-4 of the Company Statute),
- Mr. Vaidyanathan Viswanath - Member of the Supervisory Board,
- Mr. Mark Ming-Tso Chiang - Member of the Supervisory Board,
- Mr. Qi Bo - Member of The Supervisory Board,
- Mr. Gary He - Member of the Supervisory Board,
- Mr. Paweł Borowy - Member of the Supervisory Board (as a member of the Board who meets the requirements set out in § 18 para. 1 sec. 2-4 of the Company Statute).

In the financial year 2017, the Audit Committee of the Company's Supervisory Board included:

- Mr. Dariusz Trzeciak – as Chairman of the Audit Committee of the Company's Supervisory Board from January 1, 2017 to December 31, 2017;
- Mr. Yu Liang Huang – as the Vice Chairman of the Audit Committee of the Supervisory Board from January 1, 2017 to May 15, 2017;
- Mr. Sławomir Ziegiert – as member of the Audit Committee of the Supervisory Board from January 1, 2017 to May 15, 2017.;
- Mr. Jubo Liu – as the Vice Chairman of the Audit Committee of the Company's Supervisory Board from May 15, 2017 to December 31, 2017;
- Mr. Tomasz Siembida - as Member of the Audit Committee of the Company's Supervisory Board from May 15, 2017 to June 28, 2017;
- Mr. Paweł Borowy - as Member of the Audit Committee of the Company's Supervisory Board from October 9, 2017 to December 31, 2017.

All members of the Supervisory Board and the Audit Committee have appropriate qualifications as well as life and professional experience allowing for effective and reliable performance of the functions entrusted to them.

2) Principles and scope of activity of the Supervisory Board

The Supervisory Board of the Company worked in fiscal year 2017 in accordance with the provisions of the commercial company's code, the provisions of the Company Statute and rules of procedure of the Supervisory Board Regulations (determining the organization and the execution of the actions) and the Good Practices of Companies Listed on the Warsaw Stock Exchange. In the 2017 financial year, the Supervisory Board of the Company included 2 Supervisory Board Members meeting the independence criteria referred to in section II.Z.4. of the "Good Practices of Companies Listed on the WSE".

In 2017, the Supervisory Board held a total of 5 meetings and adopted a total of 30 resolutions (on 28.03.2017, 3 resolutions were adopted at the Meeting, on 3.04.2017, 4 resolutions were adopted in an email voting covered by the protocol, on 15.05.2017, 4 resolutions were adopted at the Meeting, on 23.05.2017, 2 resolutions were adopted in an email voting covered by the protocol, on 22.06.2017, 6 resolutions were adopted at the Meeting, and on 4.09.2017, 3 resolutions were adopted in an email voting; on 9.10.2017, 2 resolutions were adopted at the Meeting, on 12.12.2017, 6 resolutions were adopted at the Meeting). The resolutions covered, among others:

- sale of shares in Pharmatex Italia s.r.l. and Fisiopharma s.r.l.,
- appointment of an entity reviewing and auditing financial statements of BIOTON S.A.,
- adoption of the report of the Supervisory Board of BIOTON S.A. for 2016,

- agreeing to start activities and to start discussions related to the Strategic Option on SciGen,
- adoption of the Supervisory Board report for 2016,
- opinion on draft resolutions for the General Meeting of Shareholders of BIOTON S.A.

The subject of the Supervisory Board's meetings was control and supervision over the current operations of the Company. The Supervisory Board issued opinions on the Company's current and planned activities, based on documents and information presented by the Management Board. The main priorities of the Board were:

- implementation of statutory corporate governance obligations - in particular, supporting the Management Board in market analysis, building a plan for further development, strategic goals of the Management Board,
- supporting the Management Board in defining business priorities, financial plans and the Group's strategy,
- analysis of financial results and cost structure of the Company as well as individual Group companies, analysis of the sales strategy of selected assets of the Group identified as non-strategic assets,
- analysis of the Company's strategy in the area of development and acquisition of new products, including conducting development works on insulin analogues,
- the Company's relationships with major banks financing the Company,
- changes in the organizational structure of the Company.

In the discussed period, a total of 3 meetings of the Audit Committee were held (on 3.02.2017, on 22.06.2017 and on 11.12.2017, on 6.11.2017, an email voting took place) with main purpose to discuss the financial results of the Company and its Capital Group. The members of the Audit Committee remained in touch on the issues discussed.

(II) REPORT ON THE ASSESSMENT OF BIOTON SA FINANCIAL STATEMENTS AND BIOTON SA CAPITAL GROUP FOR THE FINANCIAL YEAR 2017

In accordance with art. 382 § 3 of the Commercial Companies Code, the Supervisory Board assessed:

- 1) The Company's financial statements for the financial year ended on December 31, 2017, including:
 - the balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,240,400 thousand on the side of assets and liabilities (say: one billion two hundred and forty million four hundred thousand Polish zlotys),
 - profit and loss account for the period from January 1, 2017 to December 31, 2017, showing a net loss in the amount of PLN 245,889 thousand (say: two hundred and forty-five million eight hundred and eighty-nine thousand zlotys),
 - the statement of comprehensive income for the period from January 1, 2017 to December 31, 2017 showing total negative total income in the amount of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
 - statement of changes in equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
 - cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in cash by PLN 53,553 thousand (say: fifty-three million five hundred and fifty-three thousand zlotys),
 - additional information, including information about the adopted accounting policy and other explanatory information;
- 2) The report of the Management Board of the Company's activities in the financial year ending on December 31, 2017.
- 3) A motion of the Management Board to the Company's Ordinary General Meeting to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods;
- 4) The Consolidated Financial Statements of the Bioton Capital Group for the financial year ended on December 31, 2017, including:
 - consolidated balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,141,997 thousand on the side of assets and liabilities (say: one billion, one hundred and forty-one million, nine hundred and seventy-three thousand zlotys),
 - consolidated profit and loss account for the period from January 1, 2017 to December 31, 2017 showing a net loss in the amount of 7,194 thousand (say: seven million one hundred ninety-four thousand zlotys),

- the consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a negative total income in the amount of PLN 42,094 thousand (say: forty-two million, ninety-four thousand zlotys),
 - statement of changes in consolidated equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 40,571 thousand (say: forty million, five hundred and seventy-one zlotys),
 - consolidated cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in the net cash balance by PLN 51,227 thousand (say: fifty-one million two hundred twenty-seven thousand zlotys),
 - additional information, including information about the adopted accounting policy and other explanatory information;
- 5) The report of the Management Board of the Group's activities in the financial year ending on December 31, 2017.

When analysing and assessing the reports and the application referred to above, the Supervisory Board used the opinion and reports of the statutory auditor appointed to audit the financial statements of the Company and the Group for 2017 (hereinafter referred to as "Statutory Auditor"), as well as the opinion of members of the Supervisory Board Audit Committee formulated after meetings of the Audit Committee with the participation of the Company's Management Board and the Company's Statutory Auditor.

In his opinions, the Auditor stated that the financial statements of the Company and the Group for 2017, except for the effects of possible adjustments resulting from the reservations described in the Auditor's opinions, in all material aspects:

- provide reliable and clear information relevant to the assessment of the property and financial situation of the Company and the Group as at December 31, 2017, as well as their financial results for the financial year from January 1, 2017 to December 31, 2017,
- have been prepared in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations announced in the form of regulations of the European Commission, and in the scope not regulated in these standards - in accordance with the requirements of the Act of 29 September 1994 on accounting (i.e. of January 30, 2018, Journal of Laws of 2018, item 395) ("Accounting Act") and executive regulations issued on its basis and on the basis of properly kept accounting books of the Company,
- are in compliance with the provisions of law affecting the content of financial statements, including the ones applicable for the Group and the provisions of the Company Statute,

The Auditor's opinion on the audit of the separate financial statements of the Company for the fiscal year 2017 contains a description of the types of risk of material misstatement under the form of:

- impairment of loans, shares and stocks in subsidiaries. The company has loans and shares in subsidiaries, reflecting the net amount of respectively PLN 223 million and PLN 177 million subject to write-downs in earlier periods. In addition, in the financial year 2017 and as at December 31, 2017, the Company recognized in financial expenses write-offs of assets involved in the subsidiary SciGen for a total amount of PLN 177 million. The Company measures shares in the purchase price less any impairment losses and loans at amortized cost, including impairment. The impairment tests are based on assumptions and estimates of the Management Board regarding future cash flows, discount rate, and take into account also the strategic and financial plans for subsequent years. These forecasts are subject to volatility risk due to the volatility of market conditions. The issue of impairment of loans, shares and stocks in subsidiaries was the subject of Auditor's special attention due to the significance of the above assets constituting 32% of the Company's assets, as well as the necessity to adopt significant assumptions and carry out complex estimates.
- impairment of property, plant and equipment and intangible assets. In notes 8 and 9 of the separate financial statements as at December 31, 2017, the Company presented information on the value of property, plant and equipment and intangible assets. In accordance with the requirements of IAS 36, as at December 31, 2017, the Management Board analysed the conditions for permanent impairment, which included the preparation of the model future cash flows. As a result of the analysis, the Management Board did not find any permanent impairment of these assets. Tangible fixed assets and intangible assets account for 48% of the Company's assets.

Supervisory Board approves the motion of the Management Board to the Company's Ordinary General Meeting to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred

forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods;

(III) EVALUATION OF THE COMPANY'S SITUATION IN 2017 WITH THE ASSESSMENT OF THE INTERNAL CONTROL SYSTEM, RISK MANAGEMENT, COMPLIANCE AND FUNCTION OF THE COMPANY'S INTERNAL AUDIT

Pursuant to Rule II.Z.10.1 of the "Good Practices of Companies Listed on the WSE 2016" in the wording effective from January 1, 2016, the Supervisory Board of the Company after analysing the financial statements and results of the Company in 2017 and after hearing the Auditor's opinion after his revision of the Company's financial statements, positively evaluates the Company's financial situation in 2017.

In addition, the Supervisory Board, taking into account the development strategy pursued by the Management Board of the Company, positively assesses the Company's development prospects.

In the opinion of the Supervisory Board, the Company has a solid foundation for further growth resulting primarily from concluded distribution agreements regarding the sale of the Company's insulins on key markets in the world and the possibility of selling the Company's insulins on subsequent markets.

For the establishment of an effective system of internal control and risk management in the company is the responsibility of the Management Board, which is verified by the Statutory Auditor appointed by the Company's Board of Directors, within the framework of the carried-out research reports.

In the opinion of the Supervisory Board, the system of internal control, risk management, known as "compliance" rules, as well as internal audit functions are adjusted to the size and profile of risk related to the current operations of the Company, and are subject to continuous improvement. The Company shall take appropriate action in order to implement the best practices, paying particular importance to manage currency risk, liquidity and systems integration, as well as ensure compliance with the requirements of the legal environment of the Company.

In view of the above, after taking into account the reviews of the Statutory Auditor and the opinions of the members of the Audit Committee, the Supervisory Board underlines the fact the involvement of the Board in issues related to internal control and welcomes its support in the development of solutions in this area. The Supervisory Board draws attention to the recommendation of the Audit Committee relating to the further strengthening of the internal control system and the management of risk material to the Company.

The Supervisory Board is of the opinion that the Company has the foundations and the potential to meet the new challenges posed by the development of the Company and the increase in the value of the Company.

(IV) THE ASSESSMENT OF HOW THE COMPANY MEETS ITS DISCLOSURE OBLIGATIONS FOR THE APPLICATION OF THE PRINCIPLES OF GOOD GOVERNANCE SET OUT IN THE REGULATIONS OF THE STOCK EXCHANGE AND RULES ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES

Pursuant to Rule II.Z.10.3 of the "Good Practices of Companies Listed on the WSE 2016" in the wording effective from January 1, 2016, the Company's Supervisory Board has assessed how the Company complies with its disclosure obligations regarding the application of corporate land rules set out in the Stock Exchange Rules and regulations current and periodic information provided by issuers of securities.

From January 1, 2016, a set of corporate governance rules is in force, namely the "Good Practices of Companies Listed on the WSE 2016". Pursuant to § 29 para. 3 of the Stock Exchange Regulations, if the principle of detailed corporate governance is not applied permanently or is affected incidentally, the issuer is required to publish a report on such case. The report should be published on the issuer's official website and via the Electronic Information Base (EIB). The Company informed through the Current report EBI 1/2016 about the scope of non-application of the "Good Practices of Companies Listed on the WSE 2016".

In addition, the Ordinance of the Minister of Finance of February 19, 2009 on current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (i.e. of June 27, 2013, Journal of Laws from 2014 item 133) specifies what information should be included in the statement on the application of corporate governance constituting a separate part of the report on the issuer's activity in the annual report of the company. Such a statement, forming part of the Management Board's Reports on the Company's and Group's operations, was forwarded by the Company to the public in the time limits set by law.

After reviewing the content of the report and the statement of the Management Board and the Company's practice, the Supervisory Board considered that the principle adopted by the Company for application have

been made available by the Company, are in conformity with the requirements, reliably reflect the use of governance principles and represent stakeholders in a transparent and exhaustive way mechanisms of the Company. The company also provides communication with investors, shareholders and the media, in particular guided by the principle of equal and non-discriminatory access to disclosed information.

Bearing in mind the above, the Supervisory Board gives a positive opinion on the manner in which the Company fulfils its disclosure obligations regarding the application of corporate governance principles set out in the stock exchange regulations and regulations regarding current and periodic information provided by issuers of securities.

(V) RECOMMENDATIONS FOR BIOTON S.A.'s GENERAL MEETING OF SHAREHOLDERS

1) Conclusions of the Supervisory Board to the General Meeting of the Company's Shareholders regarding the financial statements of the Company and the Group for financial year 2017:

As a result of the assessment of the Company and Group financial statements, the Supervisory Board has decided to recommend the Company's Ordinary General Meeting of Shareholders:

1. approval of the Company's financial statements for the financial year ended on December 31, 2017;
2. approval of the report of the Management Board of the Company's activities in the financial year ending on December 31, 2017,
3. approval of the consolidated financial statements of the Group for the year ending on 31 December 2017,
4. approval of the report of the Management Board of the Group's activities in the financial year ending on December 31, 2017
5. adopting of a resolution on covering the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods,
6. granting to all Members of the Management Board and the Supervisory Board of the Company, performing these duties in the financial year 2017, a discharge for performing their duties in the financial year ended on 31 December 2017.

2) Opinion of the Company's Supervisory Board on draft resolutions of the Ordinary General Meeting of Shareholders of the Company:

In order to submit to the Ordinary General Meeting of the Company, the Supervisory Board of the Company, acting on the basis of the "Good Practices of Companies Listed on the WSE", after consideration, decides to give a positive opinion on draft resolutions of the Ordinary General Meeting of the Company.

SCHEDULE NO. 4

RESOLUTION NO [•] of the Ordinary General Meeting BIOTON Spółka Akcyjna of [•] 2018

on covering the net loss of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 2 point 2 of the Code of Commercial Companies, decides to adopt a resolution to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods. "

REQUEST BY THE MANAGEMENT BOARD OF BIOTON S.A. ("COMPANY") TO THE ORDINARY GENERAL MEETING ON COVERING THE NET LOSS OF BIOTON S.A. FOR 2017

"The Management Board of BIOTON S.A. requests to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods."

EXPLANATORY STATEMENT

2017 was for the group a year of organizational transformation and process that has continued in the current year, the strategic objective is to establish a modern, efficient and competitive organization that through their actions tend to be m.in. to build an integrated system of diabetes care and strengthen the position of the Group on the global market for diabetes. Action taken by us are medium and long term, but we are glad from the fact that over the four quarters of last year, their first positive results could already be seen in the form of improved results. Thanks to marketing and pro-sales initiatives, Bioton recorded strong double-digit sales growth in key markets in 2017.

As a result of the ongoing process of changes in the structure of the Group's business, in the year 2017, the company ended sales of Italian companies and proceeds from the sale increased the level of the Group's cash balance. In addition, as part of the entrusted activities, the company received from the external consultant a summary of key findings from the analysis of strategic options for further capital involvement in SciGen, which resulted in a decision to update the value of this asset and make a write-off of non-cash nature without impact on current operations. After the Supervisory Board expressed on December 12, 2017 its permission to start activities related to further investment in subsidiary SciGen, the Management Board of the company had made active efforts to find an investor for it, while maintaining existing distribution cooperation, which preferably would affect the results, and the ability to finance work on our core project, which is placing on the market of the first Polish analog insulin.

At present, the Management Board of the Company is taking actions aimed at creating a full portfolio of products and services for early diagnosis, prevention, treatment and alleviation of symptoms and effects of the disease, so as to offer comprehensive diabetes solutions. Recently we launched GensuCare – one of the most modern blood glucose meters in the world, allowing, among others, the integration with the user's smartphone, and the ability to monitor the measurements by the guardians.

In 2017 the Group recorded consolidated revenues from continuing operations of PLN 361.7 million and they were 30.3% higher on a year-on-year basis. Gross profit on sales reached PLN 186.3 million at the time, an increase of 35% y / y. Operating profit of the Group amounted to PLN 18 million compared to PLN 13.9 million loss in 2016. The net loss in 2017 was mainly influenced by the Group's financial costs, including the statistical difference in the amount of PLN 12.9 million and other costs, including interest income and commissions in the amount of PLN 11.4 million, among others."

SCHEDULE NO. 5

RESOLUTION NO [•]

of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Jubo Liu discharge for the performance of duties as the Chairman of the Management Board of BIOTON S.A. in the period from January 1, 2017 to May 15, 2017. "

SCHEDULE NO. 6

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Robert Neymann discharge for the performance of duties as the Chairman of the Management Board of BIOTON S.A. from May 15, 2017 to December 31, 2017."

SCHEDULE NO. 7

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Marek Dziki discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

SCHEDULE NO. 8

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

on granting discharge to the Member of the Management Board of BIOTON SA for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Adam Polonek discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

SCHEDULE NO. 9

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Bogusław Kociński discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from December 12, 2017 to December 31, 2017. "

SCHEDULE NO. 10

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Marcin Dukaczewski discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to February 7, 2017. "

SCHEDULE NO. 11

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Dariusz Trzeciak discharge for the performance of duties as the Chairman of the Supervisory Board of BIOTON SA in the period from January 1, 2017 to May 15, 2017, and from May 15, 2017 to December 31, 2017 as Vice Chairman of the Supervisory Board of BIOTON S.A."

SCHEDULE NO. 12

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. David Martin Comberbach discharge for the performance of duties as the Vice Chairman of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to May 12, 2017. "

SCHEDULE NO. 13

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Tomasz Siembida discharge for the performance of duties as the Vice Chairman of the Supervisory Board of BIOTON S.A. from May 15, 2017 to June 28, 2017."

SCHEDULE NO. 14

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Alejandro Gomez Blanco discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to October 2, 2017. "

SCHEDULE NO. 15

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Sławomir Ziegert discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to May 15, 2017. "

SCHEDULE NO. 16

**RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Yu Liang Huang discharge for the performance of duties as Member of the Supervisory Board of BIOTON S.A. from January 1, 2017 to May 15, 2017, and Vice Chairman of the Supervisory Board from March 28, 2017 to May 15, 2017. "

SCHEDULE NO. 17

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Vaidyanathan Viswanath discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

SCHEDULE NO. 18

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Mark Ming-Tso Chiang discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from May 15, 2017 to December 31, 2017. "

SCHEDULE NO. 19

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Jubo Liu discharge for the performance of duties as a Chairman of the Supervisory Board of BIOTON S.A. in the period from May 15, 2017 to December 31, 2017. "

SCHEDULE NO. 20

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Paweł Borowy discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

SCHEDULE NO. 21

**RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018**

*on granting discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Gary He discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

SCHEDULE NO. 22

**RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018**

*on granting discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr Qi Bo discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

SCHEDULE NO. 23

RESOLUTION NO [•] of the Ordinary General Meeting BIOTON Spółka Akcyjna of [•] 2018

*on granting consent for the sale of SciGen Ltd. with its registered office in Singapore
and establishing general terms of the transaction*

"§ 1

1. The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw (the "**Company**") was informed by the Company's Management Board about the execution of an investment agreement with **Yifan International Pharmaceutical Co., Ltd.**, pursuant to which the Company is obliged to enter into a transaction (the "**Transaction**") consisting, in particular, in (i) sale of all shares in the share capital of the company incorporated under the laws of Singapore under the business name SciGen Ltd. ("**SciGen**") held by the Company, (ii) partial repayment of debt owed to the Company by SciGen in the amount of **29.900.000 USD** through transfer of the right to licence (the "**Licence**") attributable to agreements executed by SciGen with Ferring International Center S.A. and Bio-Technology General (Israel) Ltd., transfer of rights to a number of "SciLin" trademarks (the "**Trademarks**") and consent granted by SciGen for the termination of profit-sharing agreements attributable to the profit earned from the sales in Vietnam and China (the "**Profit-sharing Agreements**"), and (iii) cancellation of the remainder of debt owed by SciGen to the Company for granting of a loan outstanding after the partial repayment referred to in (ii), under a separate agreement (the "**Waiver Agreement**");
2. The Management Board of the Company informed the Extraordinary General Meeting about the scope of the Transaction and the requirement to enter into a number of agreements and arrangements, including the obligation of the Company to sell its shares in SciGen;
3. The Audit Committee of the Supervisory Board of the Company by way of Resolution no [•] of [date] provided its recommendation to the Supervisory Board on the approval of the investor and the structure of the Transaction as outlined in § 1.1 above;
4. The Supervisory Board by way of Resolution no [•] of [date] granted its approval for the execution of the Transaction under the terms outlined by the Management Board and provided its recommendation to the Extraordinary General Meeting on granting approval for the Transaction in the structure as outlined in § 1.1 above, in accordance with Article 393¹ of the Polish Commercial Companies Code.

§ 2

The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw hereby grants consent for the execution of the Transaction, including the execution of the Licence transfer agreement to the benefit of Bioton, purchase of rights to the Trademarks by Bioton, termination of the Profit-sharing Agreements, execution of the Waiver Agreement and entry into other agreements and arrangements and make representations required or advisable to effectuate the Transaction, including the Company's obligation to sell its shares in the share capital of SciGen, under the terms outlined in § 3 below.

§ 3

The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw, acting in accordance with Article 393¹ of the Polish Commercial Companies Code, hereby decides that the Company may execute the Transaction under the following terms:

- 1) price per SciGen share shall not be lower than USD 0,0507;
- 2) the Company shall sell its shares in SciGen as part of the call for subscription for shares procedure;
- 3) as part of the Transaction, the Company shall settle part of the loan extended to SciGen in the amount of 29.900.000 USD in exchange for: marketing rights to recombinant human insulin based products on markets to which SciGen is entitled, purchasing the rights to "SciLin" trademarks and consent of SciGen for the termination of two profit-sharing agreements, pursuant to which the Company makes payments to the benefit of SciGen and which are attributable to the Vietnamese and Chinese markets; the settlement shall be executed by way of a separate settlement agreement;

- 4) the remainder of the loan outstanding after the partial repayment referred to in point 3) above shall be cancelled;
- 5) the Company shall not deposit any funds to the escrow account as security for the investor's claims.

§ 4

This Resolution comes into force upon its adoption.

Justification:

1. Since December 2017, the Management Board of the Company has been searching for an investor for its subsidiary – SciGen. Accordingly, the Management Board identified, among others, Yifan International Pharmaceutical Co., Ltd. (the “**Investor**”) as a potential investor. The offer of this entity turned out to be the most advantageous of those submitted as part of the sales process.
2. On May 15, 2018, the Company entered into the Agreement on Binding Offer with the Investor (the “**Agreement**”), pursuant to which the parties agreed as to the scope and structure of the Transaction.
3. The Agreement provides for the obligation to meet a number of conditions precedent for the closing of the Transaction. One of these conditions is to obtain the consent of the General Meeting to execute the Transaction.
4. In the opinion of the Management Board, both the Investor and the Transaction guarantee the Company the most advantageous way of disinvestment from SciGen, by monetising the asset being SciGen shares on the most preferential terms. Moreover, as part of the Transaction the Company will gain substantial assets which are now owned by SciGen. Notwithstanding the above, the Company will obtain consent from SciGen to terminate two agreements pursuant to which the Company operates and sells products on the territory of Vietnam and China, which will help reduce the costs of operating on these markets, by terminating the obligation to pay SciGen for sharing the markets as part of the Transaction."