

**EXTRAORDINARY GENERAL MEETING
OF BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 26 SEPTEMBER 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 Extraordinary General Meeting of the Company, convened to be held on 26 September 2018, at 10:00 (00:00 p.m.), at the Company's offices in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki ("**Extraordinary General Meeting**"), and in particular to participate in and speak at the Extraordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other actions related to the Extraordinary 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 EXTRAORDINARY 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 EGM (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 EGM (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 EGM (e.g. an unbroken sequence of powers of attorney) and an identity card, passport or any other official document confirming the identity of one or several individuals authorized to represent the proxy at the EGM.

INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

Extraordinary General Meeting convened to be held on 26 September 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) (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* (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 EGM			
<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* (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 ON APPOINTING THE AUDITOR FOR PARTICULAR MATTERS

(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> 			

ITEM 6 OF THE AGENDA - ADOPTION OF A RESOLUTION ON COVERING THE COSTS OF CONVENING AND HOLDING THE EGM

(Draft resolution – Schedule No. 3)

<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:

* 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.

(signature)

Place:

Date:

(signature)

Place:

Date:

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 Extraordinary 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 Extraordinary General Meeting
BIOTON Spółka Akcyjna
of 26th September 2018**

on appointing the Chairman of the General Meeting

§1

Appointing the Chairman of the General Meeting

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

§2

Entry into force of the Resolution

The Resolution shall come into force upon its adoption.”

STATEMENT OF REASONS

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

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

SCHEDULE NO. 2

**“RESOLUTION No. [•] of
The Extraordinary General Meeting
BIOTON Spółka Akcyjna
of 26th September 2018**

on appointing the auditor for particular matters referred to in Article 84 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies

§1

Designation of the auditor for particular matters

1. Application to the provisions of Art. 84 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of July 29th 2005 (Journal of Laws 2005 no. 184 item 1539 as amended, “Act on Public Offering”), the Extraordinary General Meeting of Bioton S.A. with its registered office in Warsaw (the “Company”), based on the application of the shareholders of Basolma Holding Limited and AIS 2 Investment Sp. z o.o. (jointly: the “Applicants”) shall be appointed by Grant Thomson Sp. z o.o. (“Grant Thomson”) or another qualified entity with comparable references, reputation and qualifications for Grant Thomson, present in China and Poland, employing at least 100 employees in each of these countries (hereinafter referred to as the “Auditor”), as the auditor for particular matters referred to in Article 84(1) of the Act on Public Offering.

2. Pursuant to the statement submitted to the Extraordinary General Meeting, the Auditor meets the conditions referred to in Article 84 (2) and (3) of the Act on Public Offering. The Auditor also stated that they accept the function.
3. The Auditor shall perform the audit pursuant to the subject matter and scope specified in the below Section 2, within the limits of the available documents referred to in Section 3.1 of this Resolution. The audit referred to in the above Section 1 shall be carried out on the basis of the agreement to be concluded between the Company and the Auditor within 30 calendar days of the date of adoption of this Resolution.

§2

The subject matter and scope of the audit

1. The subject matter and scope of the audit shall include:
 - a. audit of the economic value of the sale by the Company all shares in the subsidiary SciGen Ltd, with its registered office in Singapore (“SciGen”), to Yifan International Pharmaceutical Co., Ltd. (“Yifan”), including an analysis of the valuation of SciGen shares referred to in Resolution no. 1 of the Ordinary General Meeting of 11 June 2018, that is the valuation of SciGen shares at not less than USD 0.0507 per 1 share;
 - b. audit of the validity of the waiver of the Company’s receivables in relation to SciGen, that is at least USD 28,500,000, and taking into account the total value of the waiver when valuing SciGen within its sale to Yifan;
 - c. audit of not including copies of liabilities to the Company in the valuation performed by KPMG Advisory sp. z o.o. sp.k. (“KPMG”) (about which the Company informed in the Company’s current report no. 38/2017 of 4 December 2017), which occurred between the date of valuation of KPMG and the date of conclusion of the sale transaction of SciGen, including the copy of liabilities to the Company contained in the sale agreement of SciGen on the amount of USD 29,900,000 and failure to include in the valuation of SciGen the cash accumulated in SciGen (as at 31 December 2017 in the amount of PLN 22,400,000);
 - d. audit of personal and capital relations between the Company and Yifan and the Company, and UniApek S.A. and Perfect Trend Ventures (the Company’s shareholders) within the impact on the valuation of SciGen, including personal and capital relations:
Chairman of the Supervisory Board of Jubo Liu,
Former Member of the Company’s Supervisory Board, Vice-Chairman of the Supervisory Board, and Vice-Chairman of the Audit Committee of the Company’s Supervisory Board, Mr. Yu Liang Huang,
Member of the Company’s Supervisory Board, Mr. Bo Qi,
Member of the Company’s Supervisory Board, Mr. Gary He,
Member of the Company’s Supervisory Board, Mr. Mark Ming-Tso Chiang,
Member of the Company’s Supervisory Board, Mr. Vaidyanathan Viswanath,
wife of the Chairman of the Supervisory Board of Jubo Liu, that is Wenjun Cui, as
Member of the Supervisory Board of UniApek S.A., the largest shareholder of the Company;
which, taken together, may have affected approving of the sale of SciGen to Yifan by the Company’s Supervisory Board and the final signing of the sale agreement by the Company’s Management Board;
 - e. audit of the legality and value of the Distribution Agreement concluded between the Company and Yifan on 27 March 2018 in the context of harming minority shareholders and creditors (“Distribution Agreement”), under which Yifan will be the exclusive distributor of the Company’s products worldwide for a period of 15 years for the equivalent of USD 6,800,000;
 - f. audit of the appointing of an advisor to conduct SciGen’s sales process and its competences and experience in conducting sales processes of foreign companies of similar size and from the pharmaceutical distribution industry in Asia.”

§3

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

1. The Company's Extraordinary General Meeting shall oblige the Company's Management Board to make available or cause to be made available to the Auditor (and also to ensure cooperation on the part of the Company's employees in making the documents available and in conducting the audit by the Auditor) any documents enabling the audit to be conducted pursuant to Section 2 of the Resolution, and to provide comprehensive explanations on any issues being the subject of the audit or related to it, in particular:
 - a. valuation report of KPMG;
 - b. documents prepared by the advisor in the sale process of SciGen, Comet Advisory Sp. z o.o. Sp. k.;
 - c. distribution lists confirming to which entities was the information memorandum on the sale of SciGen sent, including copies of letters sent to the entities interested in the transaction concerning the sale of SciGen by the Company;
 - d. distribution lists confirming which entities were proposed to cooperate in the global distribution of Bioton products, including copies of letters sent to all potentially concerned entities;
 - e. offers, e-mails, all letters and other documents on (i) the stage of the negotiations on SciGen's sale process with all concerned entities, including Yifan, and (ii) on the sale transaction itself to Yifan (including in particular the agreement with Yifan concluded on 15 May 2018 – Agreement on Binding Offer);
 - f. offers, e-mails, all letters and other documents on (i) the stage of the negotiations on the Distributor Agreement with all concerned entities, and (ii) on concluding the agreement with Yifan;
 - g. presentation by Mr. Robert Neyman, Head of the Management Board of the Company, at the Ordinary General Meeting held on 11 June 2018, showing business reasons related to the sale of SciGen by the Company;
 - h. all documentation related to the waiver referred to in the above Section 2.1.b, and settlement of the loan granted to SciGen (and in particular any documents referred to in Section 1.1 of the Company's Ordinary General Meeting of 11 June 2018 on giving consent to the disposal of SciGen Ltd with its registered office in Singapore, and determining the basic terms and conditions of the transaction);
 - i. other documents supporting the Auditor's audit.
2. Pursuant to Article 84.4.3. of the Act on Public Offering, the Company's Extraordinary General Meeting shall oblige the Company's Management Board to make the documents referred to in the above Section 1 available to the Auditor immediately, not later than within 14 calendar days from the date of adoption of this Resolution.
3. If the Auditor decides that additional materials and documents shall be required to carry out the audit within the scope determined by the Extraordinary General Meeting, the Auditor shall request for them from the Company's Management Board, and the Company shall be obliged to provide them within 7 calendar days from the date of making such a request by the Auditor.
4. Written consent to appoint the Auditor by the Applicants constitutes Appendix 1 to the Resolution.

§4

Date of commencing the audit and presenting the report

1. The Auditor shall commence the work on the day following the day when the period determined in Section 3.2 of the above expires.
2. The Auditor shall be entitled to supervise and consult with the Company the process of making available the data and documents to be audited.
3. Conducting their tasks, the Auditor shall be obliged, pursuant to the provisions of this Resolution, to perform the activities referred to in the above Section 2 in a manner that shall not violate any personal rights of third parties. If the Auditor acquires information or data that constitute a trade, technical, enterprise or organizational secret, they shall be obliged to keep it

confidential, unless the disclosure of such information or data is necessary to justify the position taken in the audit, or the obligation to disclose such information arises from generally applicable provisions of law.

4. The Auditor is obliged to present a written report on the conducted audit to the Management Board and the Company's Supervisory Board within 30 calendar days from the date of commencement of the work pursuant to the above Section 1. Pursuant to Article 86.2 of the Act on Public Offering, the Company's Management Board is obliged to present the Auditor's report pursuant to Art. 56.1 of the Act on Public Offering, and is additionally obliged to present the report to the next General Meeting of the Company on the manner of taking into account the results of the Auditor's audit.

§5

Covering the costs of the audit

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

§6

Entry into force of the Resolution

The Resolution shall come into force upon its adoption."

STATEMENT OF REASONS

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

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

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

SCHEDULE NO. 3

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

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

§1

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

§ 2

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

