



**EXTRAORDINARY GENERAL MEETING
OF BIOTON SPÓŁKA AKCYJNA
CONVENED FOR 4 DECEMBER 2012**

FORM OF A PROXY

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*) (the "**Shareholder**") holds (*number*) of shares in the Company,

and I (we) hereby authorise:

- the President of the Company's Management Board 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 by the 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 by the 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 for 4 December, at 14:00 (2 pm), in Warsaw, at Starościńska 5, 02-516 (the "**Extraordinary General Meeting**"), and in particular to participate in and speak at the Extraordinary General Meeting, to sign the attendance register, 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.**

* Please delete as 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:	Name:
Company:	Company:
Position.....	Position:
Address:	Address:.....
.....

Signature of shareholder / persons authorised to represent the shareholder:

(signature)

Place:

Date:

(signature)

Place:

Date:

PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER 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 CANNOT BE ADMITTED TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING.

PLEASE NOTE FURTHER THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY USING THIS FORM. THE COMPANY ALSO DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY THROUGH ELECTRONIC MEANS; THE COMPANY RESERVES THAT A SHAREHOLDER WHO USES ELECTRONIC MEANS OF COMMUNICATION IS SOLELY AND EXCLUSIVELY LIABLE FOR THE RISK RELATED WITH THE USE OF SUCH FORM.

PLEASE NOTE THAT PURSUANT TO ARTICLE 87 SECTION 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 ATTORNEY 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 STRESSES THAT THE SHAREHOLDERS WHO INTEND TO GRANT A PROXY 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 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.

Electronic power of attorney:

A proxy 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.

The grant of an electronic proxy should be notified to the Company by fax to the following no. +48 (22) 721 13 33 or email to the following address: wza@bioton.pl by despatching to the above address a “.pdf” file format version of the document of the proxy (or any other electronic format permitting to read it by the Company) signed by the Shareholder or, in case of shareholders other than individuals, by the persons authorised to represent the Shareholder.

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

In order to identify the shareholder granting the power of attorney electronically, the above documents should be sent electronically in a .pdf file format (or any other electronic format permitting it to be

read by the Company) to the following address: wza@bioton.pl or by fax to the following no. +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 present the following upon the drafting of the attendance register:

- (i) if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorised to confirm that a copy of an identification 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 Extraordinary General Meeting (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 drafting of the attendance register:

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



INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

The Extraordinary General Meeting of BIOTON S.A. convened for 4 December at 14.00 (2 pm) in Warsaw at Starościńska 5, 02-516 Warszawa.

<p>POINT 5 ON THE AGENDA – ADOPTION OF A RESOLUTION ON THE ISSUANCE OF SUBSCRIPTION WARRANTS, ON A CONDITIONAL INCREASE OF THE COMPANY’S SHARE CAPITAL, THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY AND AMENDMENTS IN THE STATUTE</p> <p>(Draft resolution – Schedule No. 1)</p>			
<input type="checkbox"/> In favour Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares: _____	<input type="checkbox"/> Abstaining Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion Number of shares: _____
<input type="checkbox"/> Other * <i>(in case projects of the resolution other than the ones proposed by the management board are submitted):</i>			

Signature of shareholder / persons authorised to represent the shareholder

 (signature)
 Place:
 Date:

 (signature)
 Place:
 Date:

* If the shareholder nominates the President of the Management Board his proxy and does not fill out this field 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.

EXPLANATIONS

The shareholders are requested to issue instructions by placing an “X” in the relevant field. If the shareholder nominates the President of the Management Board and the manner of voting is not marked at all, the shareholder marks “at the proxy discretion” box, or if more than one manner of voting is marked with respect to a specific point on the agenda with respect to all the shares in the Company held by that shareholder, the proxy shall be entitled to vote (i) in favour of the resolutions proposed by the Management Board; (ii) 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 field “other” is marked the shareholders are requested to provide in that field detailed instructions concerning the exercise of voting rights by the proxy in case other projects of resolutions are submitted by shareholders of the Company. The Management Board hereby announces that if the shareholder nominates the President of the Management Board and does not fill out the field “other” the proxies shall be entitled to vote as stated above with respect to resolutions proposed by shareholders of the Company.

If the shareholder resolves to vote differently with respect to its shares, such shareholder is requested to designate in a relevant field the number of shares which are to be voted “in favour”, “against” or which are to “abstain”. If the number of shares is not indicated, it is considered that the proxy is authorised to vote in the manner as stated in the instructions all the shares held by the shareholder. In any event, the sum of Company shares which the instructions of voting otherwise applies to cannot be greater than the number of all the shares in the Company held by the shareholder.

The draft resolutions which are proposed to be adopted in the specific points on the agenda are attached as schedules to these instructions.

Please note that the draft resolutions attached to these instruction may differ from the draft resolutions submitted to a vote at the Extraordinary General Meeting. To avoid any doubt as to the manner in which the proxy is supposed to vote in such an event, please specify in the field “other” the manner in which the proxy is to act in such circumstances.

SCHEDULE NO. 1

RESOLUTION No. [●] of the Extraordinary General Meeting of BIOTON Spółka Akcyjna of 4 December 2012

on the issuance of subscription warrants, conditional increase of the Company's share capital to the exclusion of the pre-emptive rights of the existing shareholders of the Company and amendments in the Company's Statute

The Extraordinary General Meeting of BIOTON S.A. ("**Company**", "**Bioton**") hereby resolves as follows:

§ 1

1. Pursuant to Art. 453 § 2 of the Commercial Companies Code ("**CCC**"), hereby resolves to issue up to 1,250,000,000 (one billion two hundred fifty million) subscription warrants ("**Subscription Warrants**"), which may be issued either in the registered or bearer form.
2. The Subscription Warrants shall be issued in a documentary form and may be issued in the form of collective (global) certificates or may be dematerialised.
3. The Subscription Warrants shall be issued free of charge or against consideration, whereas the Subscription Warrants issued to Troqueera Enterprises Limited with its registered office in Nicosia, Cyprus, shall be issued free of charge.
4. Each Subscription Warrant shall entitle its holder to acquire one (1) series AB share (as defined below).
5. The right to acquire Series AB Shares (as defined below) incorporated in the Subscription Warrants must be exercised by 31 December 2014. The Managing Board is hereby authorised to issue Subscription Warrants which entitle their holders to acquire Series AB Shares in the period shorter than the maximum time limit specified in this § 1 section 5 of this Resolution.
6. The Subscription Warrants, under which the right to acquire Series AB Shares has not been exercised within the time limit specified in § 1 section 5, shall expire.
7. The Subscription Warrants issued in the form of registered warrants may be offered for acquisition by way of private placement to certain entities selected by the Managing Board of the Company, provided that there are no more than one hundred (100) entities, and specifically the Subscription Warrants shall be offered for acquisition by way of private placement to Troqueera Enterprises Limited in the performance of an agreement for the sale of shares in BIOLEK Sp. z o.o. entered into by the Company and Troqueera Enterprises Limited on 31 August 2011. The Subscription Warrants issued in bearer form and having no documentary form may be offered by way of a public offering.
8. The General Meeting decides that the Subscription Warrants and Series AB Shares may be issued, in full or in part, within a public offering and that the Company may seek admission of the Subscription Warrants to trading on the regulated market of the WSE and further decides that if the Subscription Warrants are offered in the aforementioned manner, they shall be dematerialised.

9. The General Meeting authorises the Managing Board of the Company to take any and all actions related with the issuance and allocation of the Subscription Warrants in favour of the entities specified in § 1 section 7 above, including:
- (a) to determine the content of a Subscription Warrant issued in bearer form and registered form and the number of Subscription Warrants issued in documentary and dematerialised form as well as the number of Subscription Warrants offered through a public offering; the terms and conditions of the offering proposed by the Managing Board of the Company, including the volume thereof and the issue price of the Subscription Warrants and Series AB Shares shall require the consent of the Supervisory Board of the Company;
 - (b) to determine the reading of Subscription Warrants issued in a documentary form, including the exact reading of the Subscription Warrant certificate and a collective certificate of the Subscription Warrants;
 - (c) to determine the number of Subscription Warrants issued free of charge and against compensation and the issue price of Subscription Warrants issued against compensation;
 - (d) to issue the Subscription Warrants in different series and to determine the detailed deadlines for the issuance of Subscription Warrants as well as other terms and conditions of issue as the Managing Board of the Company deems necessary, including the exclusion or restriction on the transferability of the Subscription Warrants (lock-up);
 - (e) to offer a lesser number of Subscription Warrants than the one specified in this resolution; and
 - (f) take any and all actions related with the issuance and allocation of the Subscription Warrants, specifically the Managing Board of the Company shall be authorised, if necessary, to enter into an agreement with a financial institution of its choice whereby the financial institution shall perform selected actions involving the issuance and registration of the dematerialised Subscription Warrants offered within a public offering in the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) ("NDS") and admission thereof to trading on the WSE.

§ 2

1. Pursuant to Art. 432 and Art. 449 of the CCC it is resolved to increase the share capital of Bioton by not more than PLN 250,000,000 (two hundred fifty million zloty) by way of the issuance of not more than 1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (twenty groszy) each ("**Series AB Shares**").
2. The purpose of the conditional share capital increase is to grant the right to acquire Series AB Shares to the holders of the Subscription Warrants, which shall be issued by Bioton by virtue of this resolution. Series AB Shares shall be acquired within the time limit specified in § 1 section 5 above.
3. Series AB Shares shall be issued exclusively in exchange for cash contributions to the holders of Subscription Warrants who deliver a written representation on acquisition of Series AA Shares pursuant to Art. 451§ 1 of the CCC and pay the issue price of Series AB Shares.
4. The Managing Board of the Company is authorised to determine the issue price of Series AB Shares, whereas the issue price of Series AB Shares delivered to the holders of Subscription Warrants issued to Troqueera Enterprises Limited shall be PLN 0.20 (twenty groszy) per Series AB Share. The issue price of Series AB Shares determined by the Managing Board of the Company must be approved by the Supervisory Board of the Company.
5. Series AB Shares shall entitle their holders to participate in dividend distribution on the following terms and conditions:

- a) Series AB Shares issued not later than on the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to share in profits starting from the profit for the previous financial year, i.e. from 1 January of the financial year directly preceding the year in which the shares were issued,
 - b) Series AB Shares issued on the day immediately following the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to share in profits starting from the profit for the financial year in which the shares were issued, i.e. from 1 January of this financial year.
6. The Managing Board of the Company is authorised to take any and all actions related with the issuance and allocation of Series AB Shares, registration of Series AB Shares in the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) and admission thereof to trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) ("WSE").
 7. The Extraordinary General Meeting of Bioton agrees to the Company's seeking admission of Series AB Shares to trading on the regulated market of the WSE and decides that Series AB Shares shall be dematerialised.
 8. The Managing Board of Bioton is authorised and required to take any and all actions necessary to perform this resolution, including to file with the Polish Financial Supervision Authority all relevant applications and notifications, seek admission of Series AB Shares to trading on the regulated market, have Series AB Shares registered with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) ("NDS") and submit an application for admission of Series AB Shares to trading on the regulated market of the WSE.

§ 3

Acting in the interest of Bioton, the existing shareholders of Bioton are fully deprived of their pre-emptive rights with respect to the Subscription Warrants and Series AB Shares. It is hereby acknowledged a written opinion, attached hereto as Schedule No. 1, issued by the Managing Board of Bioton presenting the reasons for the exclusion of the pre-emptive rights to the Subscription Warrants and Series AB Shares as well as presenting the proposed issue price.

§ 4

In reference with the conditional increase of the share capital made on the basis of this Resolution, the Extraordinary General Meeting of Bioton amend § 11a of the Statute of Bioton to read as follows:

„§ 11a

1. The conditional share capital of the Company amounts to not more than PLN 383,300,579.80 (in words: three hundred eighty three million three hundred thousand five hundred seventy nine zloty and 80/100) and is divided into not more than:
 - a) 39,606,195 (in words: thirty nine million six hundred and six thousand one hundred ninety five) ordinary bearer series H shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;
 - b) 132,400,000 (in words: one hundred thirty two million four hundred thousand) ordinary bearer series O shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;
 - c) 6,000,000 (in words: six million) ordinary bearer series P shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;

- d) 454,545,454 (in words: four hundred fifty four million five hundred forty five thousand four hundred fifty four) ordinary bearer series Z shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;
 - e) 33,951,250 (in words: thirty three million nine hundred fifty one thousand two hundred fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;
 - f) 1,250,000,000 (in words: one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (in words: twenty groszy) each.
2. The purpose of the conditional increase of the share capital referred to under § 11a section 1a is to grant the right to acquire series H shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 25 of the Ordinary General Meeting of 30 June 2006.
 3. The purpose of the conditional increase of the share capital referred to under § 11a section 1b is to grant the right to acquire series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.
 4. The purpose of the conditional increase of the share capital referred to under § 11a section 1c is to grant the right to acquire series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009.
 5. The purpose of the conditional increase of the share capital referred to under § 11a clause 1d is to grant the right to acquire series Z shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 25 May 2010.
 6. The purpose of the conditional increase of the share capital referred to under § 11a section 1e is to grant the right to acquire series AA shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 2 of the Extraordinary General Meeting of 19 October 2011.
 7. The purpose of the conditional increase of the share capital referred to under § 11a section 1f is to grant the right to acquire series AB shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. [...] of the Extraordinary General Meeting of 4 December 2012."

§ 5

The resolution shall enter into force upon being adopted.

Schedule No. 1
to the Resolution No. [●] of the Extraordinary General Meeting of BIOTON S.A.
of 4 December 2012

Acting pursuant to Art. 433 § 2 fourth sentence § 6 of the Commercial Companies Code the Managing Board of BIOTON S.A. ("**Company**"), in the light of the proposed conditional increase in the Company's share capital by not more than PLN 250,000,000 (two hundred fifty million zloty) by way of the issuance of not more than 1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (twenty groszy) each to the exclusion of the pre-emptive rights of the existing shareholders of the Company and the issuance of not more than 1,250,000,000 (one billion two hundred fifty) subscription warrants to the exclusion of the pre-emptive rights of the existing shareholders of the Company, hereby presents the Extraordinary General Meeting convened to be held on 4 December 2012 with the following opinion:

Opinion of the Managing Board
of BIOTON Spółka Akcyjna
of 7 November 2012

presenting the grounds for the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders to series AB shares and subscription warrants incorporating the right to acquire series AB shares and the method of establishment of the issue price of the shares and the gratuitous nature of the subscription warrants

An Extraordinary General Meeting of BIOTON S.A. ("**Company**", "**Bioton**") was convened to be held on 4 December 2012 to adopt, inter alia, a resolution on a conditional increase of the Company's share capital by not more than PLN 250,000,000 by way of the issuance of not more than 1,250,000,000 (in words: one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (twenty groszy) each ("**Series AB Shares**") to the exclusion of the pre-emptive rights of the existing shareholders of the Company and the issuance of not more than 1,250,000,000 (one billion two hundred fifty million) subscription warrants ("**Subscription Warrants**") to the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders.

The objective of the conditional increase in the share capital through the issuance of Series AB Shares and the issuance of the Subscription Warrants incorporating the right to acquire Series AB Shares is, specifically, to (i) perform the obligations of the Company under the agreement for the sale of shares in BIOLEK Sp. z o.o. ("**Shares**") entered into by the Company and Troqueera Enterprises Limited ("**Seller**") on 31 August 2011 ("**Sales Agreement**"), which was reported in details by the Company in the current report no. 31/2011 of 31 August 2011, (ii) meet other investment needs of the Company related with the Company's operations within pharmaceutical and veterinary segments, and to (iii) provide the Company with the possibility to obtain financing, by way of issue of stocks to accelerate the development projects within the scope of short-acting insulin analogue in progress, and registration of recombinant human insulin analogue manufactured by the Company in the markets of the European Union and USA.

In the opinion of the Managing Board of the Company, the increase in the share capital through the issuance of series AB shares in the performance of the Sales Agreement is in the best interest of the Company due to material significance of the development projects carried out by the Company within the scope of a short-acting analogue insulin, and registration of the recombinant human insulin in the European Union and USA, within the cooperation with Actavis. Moreover, the purchase of the Shares allowed the Company to build the second, important business line within veterinary segment, which in the opinion of the Company, will contribute to the improvement of the consolidated financial results of the Bioton Group and the financial standing of the Company itself. In the near future the Company



expects that BIOLEK Sp. z o.o. ("**Biolek**") will commence sales of its veterinary products to China, under the agreement concluded with Beijing Smile Feed Sci. & Tech Co. Ltd. Value of the contract covering products for pig and poultry farming is estimated to 1.2 billion USD in the period 2012-2021. China is the biggest producer of pigs in the world (approx. 50% share in the world market) and poultry (approx. 30% share in the world market) and is ranked fourth in the world as cattle producer. In the near future the Company expects that Biolek shall obtain permit to trade on the territory of the European Union with one of innovative Biolek products used in pigs farming (Suilectin). The above occurrences have significant influence on the value and financial perspectives of Biolek and their occurrence shall depend on the fulfilment of the obligations under the Sales Agreement by the Company. .

The Subscription Warrants incorporating the right to acquire Series AB Shares, issued in connection with the performance of the Sales Agreement, will be issued gratuitously, whereas the issue price of Series AB Shares issued to the holders of Subscription Warrants results from the Sales Agreement and shall amount to PLN 0.20, which is justified in the opinion of the Managing Board of the Company.

The Managing Board of the Company believes that the increase in the share capital through the issuance of shares, constitutes, at the present situation of the Company, an optimum source of funding. The current situation on capital markets and the intention to pay the amounts due under the transaction of the purchase of shares in Biolek as well as the possibility to find, through the issuance of Series AB Shares, one or more financial or strategic investors, justify the exclusion, in its entirety, of the preemptive rights of the existing shareholders with respect to Series AB Shares. The issuance of the Subscription Warrants which entitle their holders to acquire Series AB Shares aims to facilitate and accelerate admission of Series AB Shares to public trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) ("**WSE**"). The Managing Board of the Company is of the opinion that ensuring liquidity through quick listing on the WSE makes the instrument attractive to potential investors and increases the probability of success of the offering, thus, increasing the probability of raising the funds necessary for the Company. The Subscription Warrants will be offered to investors who express their interest in investing in Series AB Shares, and also with the goal to obtain new capital assets, including shares in other companies, convert the Company's indebtedness, as well as execute new investment projects and incentive schemes.

Moreover, in the event where there is a need for the Company to raise additional funds for the implementation of its projects, the Company envisages the possibility of conducting one or more public offerings of the Subscription Warrants and Series AB Shares acquired in the exercise of the rights incorporated therein, addressed to individual and institutional investors on preferential market conditions. In such situation, a public offering would be conducted in order to enable a wide group of investors to build the market value of the Company, nevertheless, in order to ensure the flexibility and possibility of the Company to adapt to the market conditions, it will be necessary to exclude the preemptive rights of the Company's existing shareholders. The terms and conditions of public offering proposed by the Managing Board of the Company, including its volume and the issue price of the Subscription Warrants and the Series AB Shares, shall require the consent of the Supervisory Board of the Company.

The decision on whether the Subscription Warrants are to be issued on a non-gratuitous or gratuitous basis and the possible issue price, with the reservation that the issue will take place under performance of the Sales Agreement, will be made by the Managing Board allowing for the conditions on the capital market and the current price of the shares of the Company.

Notwithstanding the issue in the performance of the Sales Agreement, the issue price of the Series AB Shares will be determined by the Managing Board of the Company depending on the objectives of the issue, primarily by reference to the market value of the shares or the value arrived at using comparative methods of valuation and the discounted cash flow method, as well as the Company's projected financial results. Other methods of determining the value of shares will also be taken into consideration while determining the issue price of the Series AB Shares if those methods can help to



match the issue price to the level of demand for the shares or the requirements of the incentive schemes or the investment programmes that the Company has in place. The issue price of Series AB Shares determined by the Managing Board of the Company must be approved by the Supervisory Board of the Company.

In the light of the circumstances above and in order to ensure that the Company has necessary flexibility as regards the possibilities of raising funds, the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders to Series AB Shares and Subscription Warrants is economically justified and in the Company's best interests. The manner of establishment of the issue price of Series AB Shares, the possible issue price of the Subscription Warrants, and the gratuitous issue of the Subscription Warrants are also justified.

In the light of the above, the Managing Board recommends to the Extraordinary General Meeting of the Company to vote in favour of adoption of the resolution on the conditional increase of the share capital and the issuance of the Subscription Warrants.