



**EXTRAORDINARY GENERAL MEETING
OF BIOTON SPÓŁKA AKCYJNA
CONVENED FOR 19 OCTOBER 2011**

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 19 October, 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 19 October at 14.00 (2 pm) in Warsaw at Starościńska 5, 02-516 Warszawa.

POINT 5 ON THE AGENDA – ADOPTION OF A RESOLUTION ON A CONDITIONAL INCREASE IN THE COMPANY’S SHARE CAPITAL THROUGH THE ISSUANCE OF NEW SHARES TO THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY AND ON THE ISSUANCE OF SUBSCRIPTION WARRANTS TO THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY

(Draft resolution – Schedule No. 1)

<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>):			

POINT 6 ON THE AGENDA – ADOPTION OF A RESOLUTION ON AMENDING THE COMPANY’S STATUTE AND THE ADOPTION OF THE UNIFORM TEXT OF THE COMPANY’S STATUTE

(Draft resolution – Schedule No. 2)

<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>):			

* 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.

† 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.

POINT 7 ON THE AGENDA – ADOPTION OF A RESOLUTION ON CHANGES IN THE SUPERVISORY BOARD OF THE COMPANY

(Draft resolution – Schedule No. 3)

<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
dated 19 October 2011**

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

The extraordinary general meeting of BIOTON S.A. (the "**Company**" or "**Bioton**") hereby resolves as follows:

§ 1

1. Pursuant to Art. 453 § 2 of the Commercial Companies Code (the "**CCC**"), hereby resolves to issue up to 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) registered subscription warrants (the "**Subscription Warrants**"), which may be issued either in the registered or bearer form.
2. The Subscription Warrants shall be issued in 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 subscribe for one (1) series AA share (as defined below).
5. The right to subscribe for Series AA Shares (as defined below) incorporated in the Subscription Warrants must be exercised by 30 September 2015. The management board is hereby authorised to issue Subscription Warrants which entitle their holders to subscribe for Series AA Shares in the shorter period than the maximum time limit specified in this § 1 section 5 of this resolution.
6. The Subscription Warrants, under which the right to subscribe for Series AA 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 subscription by way of private placement to certain entities selected by the management board of the Company, provided that there are no more than one hundred (100) entities, and specifically the Subscription Warrants shall be offered for subscription 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 in 31 August 2011. The Subscription Warrants issued in bearer form may be offered by way of a public offering.
8. The general meeting decides that the Subscription Warrants and Series AA 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 Company's management board 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 Company's management board, including the volume thereof and the issue price of the Subscription Warrants and Series AA Shares shall require the consent of the Company's supervisory board;
- (b) to determine the content of a Subscription Warrant issued in documentary form, including the exact content of a certificate incorporating the Subscription Warrant and a collective certificate;
- (c) to determine the number of Subscription Warrants issued free of charge and against compensation and the issue price of a Subscription Warrant 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 management 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 Company's management board 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.) (the "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 no more than PLN 319,117,114 (three hundred and nineteen million, one hundred and seventeen thousand, one hundred and fourteen zloty) by way of the issuance of no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) each ("**Series AA Shares**").
2. The objective of the conditional share capital increase is to grant the right to subscribe for Series AA Shares to the holders of the Subscription Warrants, which shall be issued by Bioton by virtue of this resolution. Series AA Shares shall be subscribed for within the time limit specified in § 1 section 5 above.
3. Series AA Shares shall be issued exclusively in exchange for cash to the holders of Subscription Warrants who deliver a written representation on subscription for Series AA Shares pursuant to Art. 451§ 1 of the CCC and pay the issue price of Series AA Shares.
4. The Company's management board is authorised to determine the issue price of Series AA Shares, whereas the issue price of Series AA Shares subscribed by the holders of Subscription Warrants issued to Troqueera Enterprises Limited shall be PLN 0.20 (twenty groszy) per Series AA Share. The issue price of Series AA Shares determined by the management board of the Company must be confirmed by the Company's supervisory board.
5. Series AA Shares shall entitle their holders to participate in dividend distributions on the following terms and conditions:
 - a) Series AA Shares issued not later than on the dividend record date determined in a resolution of the general meeting on the distribution 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 AA Shares issued after the dividend record date determined in a resolution of the general meeting on the distribution 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 Company's management board is authorised to take any and all actions related with the issuance and allocation of Series AA Shares, registration of Series AA 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.) (the "WSE").
7. The extraordinary general meeting of Bioton agrees to the Company's seeking admission of Series AA Shares to trading on the regulated market of the WSE and decides that Series AA Shares shall be dematerialised.
8. The management 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 AA Shares to trading on the regulated market, have Series AA Shares registered with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) (the "NDS") and submit an application for admission of Series AA 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 AA Shares. The general meeting acknowledges a written opinion, attached hereto as Schedule No. 1, issued by the management board of Bioton presenting the reasons for the exclusion of the pre-emptive rights to the Subscription Warrants and Series AA Shares as well as presenting the proposed issue price.

§ 4

In reference with the conditional share capital increase made on the basis of this resolution of the extraordinary general meeting of the Company, it is resolved to amend §11a of the statute of Bioton to read as follows:

„§11a

1. The conditional share capital of the company amounts to no more than PLN 445,627,443.80 (four hundred and forty-five million, six hundred and twenty-seven thousand, four hundred and forty-three zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) ordinary bearer series H shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) ordinary bearer series O shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - c) 6,000,000 (six million) ordinary bearer series P shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) ordinary bearer series Z shares with a nominal value of PLN 0.20 (twenty groszy) each.

- e) 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) each.
2. The objective of the conditional increase in the share capital referred to in § 11a section 1 a) is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the Company under resolution No. 25 of the extraordinary meeting of shareholders dated 30 June 2006.
3. The objective of the conditional increase in the share capital referred to in § 11a section 1 b) is to grant the right to subscribe for series O shares to the holders of subscription warrants issued by the Company under resolution No. 4 of the extraordinary meeting of shareholders dated 6 April 2009.
4. The objective of the conditional increase in the share capital referred to in § 11a section 1 c) is to grant the right to subscribe for series P shares to the holders of subscription warrants issued by the Company under resolution No. 5 of the extraordinary meeting of shareholders dated 6 April 2009.
5. The objective of the conditional increase in the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the Company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.
6. The objective of the conditional increase in the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the Company under resolution No. [●] of the extraordinary meeting of shareholders dated 19 October 2011.”

§ 5

The resolution shall enter into force upon being adopted.

Schedule No. 1

to resolution No. [●] of the Extraordinary General Meeting
of BIOTON S.A.
dated 19 October 2011

Acting pursuant to Art. 433 § 2 fourth sentence § 6 of the Commercial Companies Code the management board of BIOTON S.A. (the “**Company**”), in light of the proposed conditional increase in the Company’s share capital by no more than PLN 319,117,114 (three hundred and nineteen million, one hundred and seventeen thousand, one hundred and fourteen zloty) by way of the issuance of no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA 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 no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) registered subscription warrants to the exclusion of the pre-emptive rights of the existing shareholders of the Company, hereby presents the extraordinary general meeting convened on 19 October 2011 with the following opinion:

Opinion of the management board of
BIOTON Spółka Akcyjna
dated 23 September 2011

presenting the grounds for the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders to series AA shares and subscription warrants incorporating the right to subscribe for series AA 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. (the “**Company**”) was convened on 19 October 2011 to adopt, inter alia, a resolution on a conditional increased in the Company’s share capital by no more than PLN 319,117,114 (three hundred and nineteen million, one hundred and seventeen thousand, one hundred and fourteen zloty) by way of the issuance of no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA, shares with a nominal value of PLN 0.20 (twenty groszy) each (“**Series AA Shares**”) to the exclusion of the pre-emptive rights of the existing shareholders of the Company and the issuance of no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) registered subscription warrants (the “**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 AA Shares and the issuance of the Subscription Warrants incorporating the right to subscribe for Series AA Shares is, specifically, to perform the obligations of the Company under the agreement for the sale of shares in Biolek Sp. z o.o. (the “**Shares**”) entered into by the Company and Troqueera Enterprises Limited (the “**Seller**”) on 31 August 2011 (the “**SPA**”), the terms and conditions of which were detailed by the Company in its current report No. 31/2011 dated 31 August 2011.

In the opinion of the Company’s management board, the increase in the share capital through the issuance of series AA shares in the performance of the SPA is in the best interest of the Company. Through the purchase of the Shares the Company aims to achieve its strategic objective of building the second business line, which in a short time horizon, will contribute to the improvement of the financial performance of Bioton and bring additional funds for accelerating work over the development of subsequent generations of insulins, including analogue insulins. Beside the innovative portfolio of veterinary and pharmaceutical products, the main premise for acquisition of Biolek is the distribution



agreement concluded for some veterinary products in China, concluded between Biolek and Beijing Smile Feed Sci. & Tech Co. Ltd. The 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 largest producer of pigs in the world (approximately 50% of the global market share) and poultry (approximately 30% of the global market share) and is ranked fourth in the world as cattle producer. At present Biolek conducts advanced negotiations concerning another contract in China for sales of a wide range of products for cattle farming.

The Subscription Warrants incorporating the right to subscribe for Series AA Shares, issued in connection with the performance of the SPA, will be issued gratuitously, whereas the issue price of Series AA Shares issued to the holders of Subscription Warrants results from the SPA and shall be PLN 0.20, which is justified in the opinion of the management board of the Company.

Furthermore, the conditional increase in the share capital through the issuance of Series AA Shares and the issuance of Subscription Warrants incorporating the right to subscribe for Series AA Shares are to raise funds, as a need may be, to enable the Company to fund its continued development in the area of sale and distribution of insulin and other products on new markets, specifically on the markets with strategic importance to the Company offering the greatest potential (China, the EU member states and the USA).

The Company's management board 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 conditions 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 AA Shares, one or more financial or strategic investors, justify the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders with respect to Series AA Shares. The issuance of the Subscription Warrants which entitle their holders to subscribe for Series AA Shares aims to facilitate and accelerate admission of Series AA Shares to public trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) (the "WSE"). The Company's management board 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 AA 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 gather 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 AA Shares subscribed for 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 pre-emptive rights of the Company's existing shareholders. The terms and conditions of public offering proposed by the management board of the Company, including its volume and the issue price of the Subscription Warrants and the Series AA 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 will be made by the management board allowing for the conditions on the capital market and the current price of the shares in the Company.

Notwithstanding the issue in the performance of the SPA, the issue price of the Series AA Shares will be determined by the Company's management board 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 AA 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 the Series AA Shares, determined by the management board, will need the approval of the Company's supervisory board.

In 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 AA Shares and Subscription Warrants is economically justified and in the Company's best interests. The manner of establishment of the issue price of Series AA Shares, the possible issue price of the Subscription Warrants, and the gratuitous issue of the Subscription Warrants are also justified.

In light of the above, the management board recommends to the extraordinary general meeting of the Company to vote in favour of adoption of the resolution on the conditional share capital increase and the issuance of the Subscription Warrants.

Grounds for the resolution:

The adoption of the resolution on the conditional increase in the share capital of the Company by no more than PLN 319,117,114 (three hundred and nineteen million, one hundred and seventeen thousand, one hundred and fourteen zloty) by way of the issuance of no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA, 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 no more than 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) registered subscription warrants, to the exclusion, in its entirety, of the pre-emptive rights of the existing shareholders of the Company is related with the performance of the agreement for the sale of share in Biolk Sp. z o.o. entered into by the Company with Troqueera Enterprises Limited on 31 August 2011 in order to settle the transaction and furthermore, in order to raise funds, as a need may be, to enable the Company to fund its continued development in the area of sale and distribution of insulin and other products on new markets, specifically on the markets with strategic importance to the Company offering the greatest potential (China, the EU member states and the USA). Additionally, the Company considers a single or several public offerings of the Subscription Warrants and Series AA Shares subscribed for in the performance thereof, addressed to individual and institutional investors, on preferential market terms and conditions. A public offering would be made in order to enable a larger range of investors to build the market value of the Company, however the exclusion of the pre-emptive rights of the existing shareholders is necessary for the company in order to afford the flexibility and facilitate its adaptation to changing market conditions.

SCHEDULE NO. 2

RESOLUTION No. [●] of the Extraordinary General Meeting of BIOTON Spółka Akcyjna dated 19 October 2011

on amending the Company's statute and the adoption of the uniform text of the Company's statute

§ 1

Acting pursuant to Art. 430 of the Commercial Companies Code the extraordinary general meeting of BIOTON S.A. (the "Company") hereby resolves as follows:

1. The extraordinary general meeting of the Company resolves to amend § 2 of the Company's statute to read as follows:

„§ 2

The registered seat of the company shall be Macierzysz near Ożarów Mazowiecki.”

2. The extraordinary general meeting of the Company resolves to consolidate all the shares in the Company issued to date and therefore resolves to amend § 8 of the Company's statute to read as follows:

„§ 8

The share capital of the company shall amount to PLN 1,148,166,148.40 (one billion, one hundred and forty-eight million, one hundred and sixty-six thousand, one hundred and forty-eight zloty and forty groszy) and is divided up into: 5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares.”

3. The extraordinary general meeting of the Company resolves to amend §17 of the Company's statute To read as follows:

„§ 17

1. *The supervisory board shall consist of 5 to 13 members, including the chairman and two deputy chairmen, and shall operate on the basis of the rules adopted thereby and specifying the organisation and manner of the performance of actions.*
2. *The supervisory board shall be appointed in the following manner:*
 - 1) *One member of the supervisory board shall be appointed and dismissed by the Authorised Founder;*
 - 2) *One member of the supervisory board shall be appointed and dismissed by Instytut Biotechnologii i Antybiotyków (Institute of Biotechnology and Antibiotics);*
 - 3) *The other members of the supervisory board shall be appointed and dismissed by the general meeting.*
3. *The personal rights, as referred to in section 2 point 1) or 2) above, shall be exercised by the delivery to the Company of a written representation or appointment or dismissal of the supervisory board member.*
4. *The number of supervisory board members shall be established by the general meeting. In the case of voting by separate groups, the number of supervisory board members shall be 13 (thirteen).*

5. *In the event the supervisory board, due to the expiration of the mandates of some of the supervisory board members (for reasons other than dismissal), has less members than specified in section 1, but at least five (5), it shall be capable of adopting important resolutions until it has been supplemented.*
 6. *Members of the supervisory board shall be appointed for a joint three-year term.”*
4. The extraordinary general meeting of the Company resolves to amend §19 of the Company’s statute to read as follows:

„§19

1. *The chairman of the supervisory board and one deputy chairman of the supervisory board shall be designated by the Authorised Founder, also in case of election of the supervisory board by separate groups in accordance with Article 385 § 5 or § 6 of the Commercial Companies Code.*
2. *The supervisory board shall elect one deputy chairman of the supervisory board from among its members.*
3. *The right, referred to in section 1 above, shall be exercised by the delivery to the Company of a written statement designating the chairman and a deputy chairman of the supervisory board.”*

§ 2

In connection with § 1 of this resolution and § 4 of resolution No. [●] of the extraordinary general meeting dated 19 October 2011, the extraordinary general meeting of the Company resolves to adopt the uniform text of the Company’s statute to read as follows:

**“STATUTE
OF BIOTON SPÓŁKA AKCYJNA**

I. GENERAL PROVISIONS

§ 1

The company operates under the name BIOTON Spółka Akcyjna and may use BIOTON S.A. as an abbreviation of its name.

§ 2

The registered seat of the company shall be Macierzysz near Ożarów Mazowiecki.

§ 3

The company shall operate throughout the territory of the Republic of Poland and abroad.

§ 4

Throughout the area of its operation, the company may establish branches, representative offices, plants, enterprises and other entities, and it may participate in other companies.

II. MANNER OF ESTABLISHMENT OF THE COMPANY

§ 5

1. The company is formed as a result of the transformation of the limited liability company, BIOTON Spółka z ograniczoną odpowiedzialnością, with its registered seat in Warsaw, into a joint stock company.
2. The shares of the company were subscribed for by the existing shareholders of the transformed company.

III. SCOPE OF THE COMPANY'S BUSINESS

§ 6

The following shall constitute the company's scope of business, domestically or internationally, and for export and import purposes:

- 1) Manufacture of homogenised food preparations and dietetic food (PKD 10.86.Z)
- 2) Book publishing (PKD 58.11.Z)
- 3) Publishing of newspapers (PKD 58.13.Z)
- 4) Publishing of journals and periodicals (PKD 58.14.Z)
- 5) Sound recording and music publishing activities (PKD 59.20.Z)
- 6) Other publishing activities (PKD 58.19.Z)
- 7) Other printing (PKD 18.12.Z)
- 8) Manufacture of other inorganic basic chemicals (PKD 20.13.Z)
- 9) Manufacture of other organic basic chemicals (PKD 20.14.Z)
- 10) Manufacture of pesticides and other agrochemical products (PKD 20.20.Z)
- 11) Manufacture of basic pharmaceutical products (PKD 21.10.Z)
- 12) Manufacture of drugs and pharmaceutical preparations (PKD 21.20.Z)
- 13) Manufacture of medical and dental instruments and supplies (PKD 32.50.Z)
- 14) Manufacture of soap and detergents, cleaning and polishing preparations (PKD 20.41.Z)
- 15) Manufacture of perfumes and toilet preparations (PKD 20.42.Z)
- 16) Manufacture of non-domestic cooling and ventilation equipment (PKD 28.25.Z)
- 17) Repair and maintenance of machinery (PKD 33.12.Z)
- 18) Installation of industrial machinery and equipment (PKD 33.20.Z)
- 19) Manufacture of irradiation, electromedical and electrotherapeutic equipment (PKD 26.60.Z)
- 20) Manufacture of office and shop furniture (PKD 31.01.Z)
- 21) Wholesale of perfume and cosmetics (PKD 46.45.Z)
- 22) Wholesale of pharmaceutical and medical goods (PKD 46.46.Z)
- 23) Wholesale of chemical products (PKD 46.75.Z)
- 24) Dispensing chemist in specialised stores (PKD 47.73.Z)
- 25) Retail sale of medical and orthopaedic goods in specialised stores (PKD 47.74.Z)
- 26) Retail sale of cosmetic and toilet articles in specialised stores (PKD 47.75.Z)
- 27) Buying and selling of own real estate (PKD 68.10.Z)
- 28) Renting and operating of own or leased real estate (PKD 68.20.Z)
- 29) Research and experimental development on other natural sciences and engineering (PKD 72.19.Z)
- 30) Market research and public opinion polling (PKD 73.20.Z)
- 31) Business and other management consultancy activities (PKD 70.22.Z)

- 32) Other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z)
- 33) Architectural activities (PKD 71.11.Z)
- 34) Engineering activities and related technical consultancy (71.12.Z)
- 35) Advertising agencies (PKD 73.11.Z)
- 36) Packaging activities (PKD 82.92.Z)
- 37) Water collection, treatment and supply (PKD 36.00.Z)
- 38) Sewage disposal and treatment (PKD 37.00.Z)
- 39) Collection of non-hazardous waste (PKD 38.11.Z)
- 40) Collection of hazardous waste (PKD 38.12.Z)
- 41) Treatment and disposal of non-hazardous waste (PKD 38.21.Z)
- 42) Treatment and disposal of hazardous waste (PKD 38.22.Z)
- 43) Manufacture of other food products not elsewhere classified (PKD 10.89.Z)
- 44) Wholesale of other food products (PKD 46.38.Z)
- 45) Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z)
- 46) Office administrative and support activities (PKD 82.11.Z)
- 47) Photocopying, document preparation and other specialised office support activities (PKD 82.19.Z)
- 48) Activities of collection agencies and credit bureaus (PKD 82.91.Z)
- 49) Other business support service activities not elsewhere classified. (PKD 82.99.Z)
- 50) Other non-school education not elsewhere classified (PKD 85.59.B)
- 51) Educational support activities (PKD 85.60.Z),
- 52) Other human health activities, not elsewhere classified (PKD 86.90.E).

§ 7

The company may issue bonds, including bonds convertible to shares, bonds with pre-emptive rights and subscription warrants.

IV. SHARE CAPITAL

§ 8

The share capital of the company shall amount to PLN 1,148,166,148.40 (one billion, one hundred and forty-eight million, one hundred and sixty-six thousand, one hundred and forty-eight zloty and forty groszy) and is divided up into: 5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares.

§ 9

The bearer shares cannot be exchanged into registered shares.

§ 10

1. The company shares may be redeemed. Redemption requires a resolution of the general meeting (subject to Article 363§ 5 of the Commercial Companies Code) and the consent of the shareholder whose shares are to be redeemed.

2. The company's acquisition of its own shares does not require the consent of the general meeting, subject to Article 393, section 6 of the Commercial Companies Code, but the consent of the supervisory board alone.

§ 11

1. The management board shall be authorised to increase the company's share capital through the issuance of new shares with a total nominal value not greater than PLN 209,090,909.20 (two hundred and nine million, ninety thousand, nine hundred and nine zloty and twenty groszy) through one or several share capital increases within the above defined limits (the authorized capital). The authority granted to the management board to increase the share capital and to issue new shares within the scope of authorised capital shall expire within three (3) years from the date of entry in the register of business entities of the amendments to the Statute made by resolution of Ordinary General Meeting No. 20 dated 29 June 2009.
2. Within the authorisation to increase the share capital within the scope of authorised capital, the management board is entitled to issue subscription warrants, referred to in Article 453 § 2 of the Commercial Companies Code, with the term for exercising the subscription rights not later than within the period for which the said authorisation was granted.
3. Upon the supervisory board's consent, the management board may deprive the shareholders of all or a part of the pre-emptive rights with respect to the shares and subscription warrants issued within the scope of authorised capital.
4. Subject to section 6, unless the Commercial Companies Code provides otherwise, the management board shall decide on all matters related to share capital increases within the scope of authorised capital and, in particular, the management board shall be authorised to:
 - 1) enter into stand-by or firm commitment underwriting agreements or other agreements securing the success of share issues and to enter into agreements pursuant to which depository receipts based on shares would be issued outside the territory of the Republic of Poland;
 - 2) adopt resolutions and to take any other actions related to the dematerialisation of shares and to the execution of agreements with the National Depository of Securities (Krajowy Depozyt Papierów Wartościowych S.A.) for the registration of shares; and
 - 3) adopt resolutions and take any other actions related to the issuance of shares through public offerings, or filing motions for the admission of shares or rights to shares to trading on regulated markets, respectively.
5. The shares issued within the scope of the authorised capital may be subscribed for in cash or through non-cash contributions.
6. Resolutions of the management board regarding the establishment of the issue price for shares issued within the scope of authorised capital or the issuance of shares in exchange for non-cash contributions shall require the consent of the chairman of the supervisory board.

§ 11a

1. The conditional share capital of the company amounts to no more than PLN 445,627,443.80 (four hundred and forty-five million, six hundred and twenty-seven thousand, four hundred and forty-three zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) ordinary bearer series H shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) ordinary bearer series O shares with a nominal value of PLN 0.20 (twenty groszy) each;

- c) 6,000,000 (six million) ordinary bearer series P shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) ordinary bearer series Z shares with a nominal value of PLN 0.20 (twenty groszy) each.
 - e) 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) each.
2. The objective of the conditional increase in the share capital referred to in § 11a section 1 a) is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the Company under resolution No. 25 of the extraordinary meeting of shareholders dated 30 June 2006.
 3. The objective of the conditional increase in the share capital referred to in § 11a section 1 b) is to grant the right to subscribe for series O shares to the holders of subscription warrants issued by the Company under resolution No. 4 of the extraordinary meeting of shareholders dated 6 April 2009.
 4. The objective of the conditional increase in the share capital referred to in § 11a section 1 c) is to grant the right to subscribe for series P shares to the holders of subscription warrants issued by the Company under resolution No. 5 of the extraordinary meeting of shareholders dated 6 April 2009.
 5. The objective of the conditional increase in the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the Company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.
 6. The objective of the conditional increase in the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the Company under resolution No. [●] of the extraordinary meeting of shareholders dated 19 October 2011.

V. COMPANY AUTHORITIES

§ 12

The company authorities shall be:

- 1) The management board.
- 2) The supervisory board.
- 3) The general meeting.

A. The management board

§ 13

The management board consists of no more than 4 (four) persons, including the President, Vice President and other members of the management board. The number of management board members shall be established by the supervisory board.

§ 14

1. The management board shall conduct the affairs of the company and shall represent it outside.
2. The company shareholder who, as of the date of entry of the company's transformation into the register of business entities, holds, in its own name and on its own behalf, the largest number of shares in the share capital (the "**Authorised Founder**") shall enjoy the personal right to appoint

and dismiss the President and the Vice President of the management board. This right shall be exercised by delivery to the company of a written representation on the appointment or dismissal of the relevant management board member.

3. The other members of the management board shall be appointed and dismissed by the supervisory board.
4. Management Board members shall be appointed for a three-year term.
5. The management board operates on the basis of rules adopted by the supervisory board.
6. The management board shall be obliged to deliver to the supervisory board at least quarterly
7. reports relating to material events in the operations of the company. The reports should also include a report on company revenues, costs and financial results.

§ 15

1. If the management board consists of more than one member, the President of the management board acting jointly with another member of the management board or a registered proxy, or the Vice President of the management board acting jointly with another member of the management board or a registered proxy, shall be authorised to make representations and to sign documents on behalf of the company.
2. Attorneys may be appointed for the performance of specific actions or for the performance of specific types of actions, to act individually or jointly with other attorneys, within the scope of authority granted thereto. The management board shall keep a register of the powers of attorney granted thereby.

§ 16

In agreements and disputes between the company and management board members, the company shall be represented by the supervisory board.

B. The supervisory board

§ 17

1. The supervisory board shall consist of 5 to 13 members, including the chairman and two deputy chairmen, and shall operate on the basis of the rules adopted thereby and specifying the organisation and manner of the performance of actions.
2. The supervisory board shall be appointed in the following manner:
 - 1) One member of the supervisory board shall be appointed and dismissed by the Authorised Founder;
 - 2) One member of the supervisory board shall be appointed and dismissed by Instytut Biotechnologii i Antybiotyków (Institute of Biotechnology and Antibiotics);
 - 3) The other members of the supervisory board shall be appointed and dismissed by the general meeting.
3. The personal rights, as referred to in section 2 point 1) or 2) above, shall be exercised by the delivery to the Company of a written representation or appointment or dismissal of the supervisory board member.
4. The number of supervisory board members shall be established by the general meeting. In the case of voting by separate groups, the number of supervisory board members shall be 13 (thirteen).
5. In the event the supervisory board, due to the expiration of the mandates of some of the supervisory board members (for reasons other than dismissal), has less members than specified in

section 1, but at least five (5), it shall be capable of adopting important resolutions until it has been supplemented.

6. Members of the supervisory board shall be appointed for a joint three-year term.

§ 18

1. One of the supervisory board members appointed by the general meeting should satisfy all of the following conditions:
 - 1) the member was elected in accordance with the procedure referred to in section 3;
 - 2) the member cannot be an Affiliate of the company or a subsidiary entity of the company;
 - 3) the member cannot be an Affiliate of a dominant entity or a subsidiary entity of the dominant entity; or
 - 4) the member cannot be any person who has any relations with the company or any of the entities listed in subsections 2) and 3) that could have any material influence on the ability of such person to make unbiased decisions as a supervisory board member.
2. For the avoidance of doubt, the relations referred to in section 1, subsections 2)–4) do not apply to general membership in the Company's supervisory board.
3. The supervisory board member who is to comply with the conditions described in section 1 shall be elected in a separate vote. Subject to section 4, the right to propose candidates for the supervisory board member who satisfies the conditions referred to in section 1 may be exercised by shareholders present at the general meeting, the agenda of which includes election of the supervisory board member referred to in section 1. The proposals are delivered to the chairman of the general meeting in writing, including a written representation of the candidate whereby he consents to be a candidate and on his satisfaction of the conditions referred to in section 1, subsections 2)–4). If no such candidates are proposed within the time referred to in the preceding sentence, the candidates to the supervisory board who satisfy the conditions defined in section 1, subsections 2)–4), shall be proposed by the supervisory board.
4. The Authorised Founder shall not be entitled to propose the candidate for the supervisory board member referred to in section 1.

§ 19

1. The chairman of the supervisory board and one deputy chairman of the supervisory board shall be designated by the Authorised Founder, also in case of election of the supervisory board by separate groups in accordance with Article 385 § 5 or § 6 of the Commercial Companies Code.
2. The supervisory board shall elect one deputy chairman of the supervisory board from among its members.
3. The right, referred to in section 1 above, shall be exercised by the delivery to the Company of a written statement designating the chairman and a deputy chairman of the supervisory board.

§ 20

1. For resolutions of the supervisory board to be valid it is required that all of its members have been invited and that at least half of its members, including the chairman or the deputy chairman of the supervisory board, are present at the meeting. In case of a tie vote, the chairman of the supervisory board shall have the deciding vote.
2. Resolutions of the supervisory board relating to suspending management board members shall be adopted by a 4/5 majority of votes.
3. If necessary, resolutions of the supervisory board may be adopted in writing or with the use of a telecommunication device. Draft resolutions adopted in writing shall be presented for signature to

all members of the supervisory board and become binding once signed by at least half of the supervisory board members, including the chairman of the supervisory board.

§ 21

1. The supervisory board exercises permanent supervision over the company's operations in all the areas of its operations. Apart from the matters defined in the Commercial Companies Code and other terms and conditions of this Statute, the competencies of the supervisory board shall include:
 - 1) designating the entity to audit or review the company's consolidated and stand-alone financial statements, consenting to the execution of agreements with such entity or its subsidiary entities, subordinated entities, dominating entities or subsidiary entities or subordinated entities of its dominating entities, and performing all other actions which could have a negative influence on the independence of such an entity in making the audit or review of the company's financial statements; and
 - 2) consenting to the Affiliates to enter into agreements with the company or to the performance of other actions in favour of the Company Affiliates, in the event the value of such agreements or actions, in any twelve (12) subsequent months, is greater than EUR 500,000 or the equivalent of such sum in other currencies, except for any standard and routine actions on an arm's-length basis between affiliates the character and terms of which are based on current operation conditions by the company or a subsidiary entity thereof.
2. To be valid, resolutions relating to matters defined in section 1, subsection 1) must be voted in favour of by the supervisory board member who satisfies the conditions referred to in §18 section 1 of the Statute.
3. The remuneration of management board members shall be established by the supervisory board.

§ 22

For the purposes of the performance of its duties, the supervisory board may review all the documents, demand that the management board and company employees present reports and explanations and review the status of the Company's assets.

C. The general meeting

§ 23

The chairman of the general meeting shall be designated by the management board in writing. Should the management board fail to designate a chairman of the general meeting prior to the time set as the beginning of the meeting, Article 409 § 1 of the Commercial Companies Code shall apply.

§ 24

General meetings may be held in Warsaw and in Gdynia.

§ 25

1. Resolutions of the general meeting shall be adopted by an absolute majority of validly cast votes, unless the Statute or law provide for more stringent requirements.
2. Resolutions of the general meeting regarding the following issues shall require the qualified majority of three quarters of votes cast:
 - 1) the redemption of shares in the event referred to in Article 415 § 4 of the Commercial Companies Code;
 - 2) the acquisition of the company's own shares in the event described in Article 362 §1 subsection 2 of the Commercial Companies Code;

- 3) a merger of the company with another company in the event described in Article 506 § 2 of the Commercial Companies Code.
3. Resolutions of the general meeting regarding the dismissal or suspension by the general meeting of any specific members or all members of the management board in compliance with Article 368 §4 of the Commercial Companies Code shall require a four fifths majority of votes cast.
4. The acquisition and sale of real property, right of perpetual usufruct or a share in real property shall not require a resolution of the general meeting.

§ 26

1. Subject to sections 2 and 3, the shareholders' voting rights are restricted in such a manner that none of the shareholders may exercise more than 20% (twenty percent) of the overall number of votes at the general meeting, assuming that such restriction does not exist for the purposes of establishing the duties of purchasers of substantial blocks of shares provided in the Act on Public Offerings.
2. For the purposes of section 1:
 - 1) the exercise of voting rights by a subsidiary or a subsidiary entity shall be understood as the exercise of voting rights by a dominating company or a dominating entity, respectively; and
 - 2) entities related in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or otherwise acting in concert for the purposes of avoiding the restrictions provided for in section 1, shall be treated as if they were a single shareholder.
3. The restriction of voting rights referred to in section 1 shall not apply to:
 - 1) shareholders that, on the date of entering the transformation to the register of business entities, had shares constituting at least 20% of the share capital;
 - 2) a shareholder who has acquired, (acting in his own name and on his own account) and registers at a general meeting, shares which constitute at least 75% (seventy five percent) of the overall number of votes in the company, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all of the company's shares announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1 above; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings).

VI. COMPANY ECONOMY

§ 27

The organisation of the company shall be defined in the organisational rules adopted by the management board and approved by the supervisory board.

§ 28

The financial year of the company and its capital group shall be the calendar year.

§ 29

1. On the basis of a resolution of the general meeting, the company may create reserve funds.
2. Pursuant to a resolution of the management board, special purpose funds may also be established, including, without limitation, a social benefits and a bonus fund. The management terms of such special purpose funds shall be defined in the rules adopted by the management board and approved by the supervisory board.

VII. FINAL PROVISIONS

§ 30

1. Subject to Article 354 §4 of the Commercial Companies Code, the personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, § 19 section 1 and § 26 section 3 subsection 1, shall be enjoyed by the authorised founder as long as it holds shares constituting at least twenty percent (20%) of the share capital.
2. The personal rights referred to in § 26 section 3 subsection 1 enjoyed by shareholders other than the authorized founder shall expire in the event that such shareholder ceases to hold shares constituting at least twenty percent (20%) of the share capital.
3. The personal rights enjoyed by the Institute of Biotechnology and Antibiotics (Instytut Biotechnologii i Antybiotyków) as referred to in § 17 section 2 subsection 2 shall expire in the event that it ceases to own shares constituting at least five percent (5%) of the share capital.
4. The personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, and § 19 section 1, as well as the personal rights referred to in § 17 section 2 subsection 2, and enjoyed by the Institute of Biotechnology and Antibiotics (Instytut Biotechnologii i Antybiotyków), shall also expire if a shareholder has acquired (acting in its own name and on its own account) and registers at a general meeting, shares constituting at least 75% (seventy five percent) of the overall number of votes in the company's share capital, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all the shares in the company announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings).
5. The announcements required by law shall be submitted by the company to the Polish Court and Business Gazette (Monitor Sądowy i Gospodarczy).
6. The election of the company's authorities (in accordance with the manner specified in § 14 section 2, § 17 section 2 subsections 1-2, § 17 section 3, and § 18 and § 19 section 1), shall be binding from the date of the first general meeting after the transformation is registered in the register of business entities. On the date of this general meeting the mandates of the previous members of the authorities shall expire.
7. Until the date of the general meeting mentioned in section 6, the provisions of § 21 section 2 are not binding.
8. For the purposes of this Statute:
 - 1) The “**Act on Public Offerings**” means the Act of 29 July 2005 – on Public Offerings and on the Conditions Governing the Introduction of Financial Instruments to an Organized Trading System and on Public Companies (Dz. U. No. 184, item 1539), in the wording

existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.

- 2) The “**Commercial Companies Code**” means the Act of 15 September 2000-Commercial Companies Code (Dz. U. No. 94, item 1037, as amended) in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.
 - 3) An “**Affiliate**” means, with respect to any entity, an “**affiliate**” as defined in the Regulation of the Minister of Finance of 19 October 2005 on current and periodical information delivered by issuers of securities (Dz. U. No. 209, item 1744), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
 - 4) The terms “**dominating entity**” and “**subsidiary entity**” should be interpreted in accordance with the Act on Public Offerings.
 - 5) The terms “**dominating company**” and “**subsidiary**” should be interpreted in compliance with the Commercial Companies Code.
 - 6) The term “**subordinated entity**” shall be interpreted in accordance with the Accounting Act of 29 September 1994 (i.e. Dz. U. 2002, No. 76, item 694, as amended), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
9. In case of expiry or waiver of any personal rights, the terms of the Statute relating to the expired personal rights shall be replaced by the relevant regulations of the Commercial Companies Code.
10. Any and all costs incurred by or charged to the Company in relation to its establishment are not greater than PLN 388,000.

Grounds for the resolution:

The proposed amendments to the Company’s statute are justified by the following reasons: (i) the transfer of the registered office of the Company to Macierzysz near Ożarów Mazowiecki – the main establishment of the Company in Poland and the offices of the Company’s management board are located in Macierzysz near Ożarów Mazowiecki. The respective amendment to the Company’s statute in this regard aims to adapt the wording of the Company’s statute to the state of facts; (ii) the appointment of the second vice-chairman of the supervisory board of the Company – the respective amendment to the Company’s statute in this regard aims to appoint an additional person who will be jointly responsible for managing the operations of the supervisory board with the Company and to facilitate the activities of this body; (iii) the consolidation of several series of the existing shares in the Company into one series – this amendment is justified by a large number of series describing the shares in the Company issued to date, which are of the same kind and aims to simplify the wording of the Company’s statute and enhance transparency in this regard.

SCHEDULE NO. 3

**RESOLUTION No. [●]
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
dated 19 October 2011**

on changes in the supervisory board of the Company

§ 1

1. Acting pursuant to § 17 section 2 (3) of the statute of BIOTON S.A. (the “**Company**”) in connection with Art. 385 § 2 of the Commercial Companies Code the extraordinary general meeting of the Company hereby appoints the following individuals to the supervisory board of the Company for the current term of office [...]
2. Pursuant to § 17 section 4 of the Company’s statute the extraordinary general meeting hereby determines that the number of members of the supervisory board shall be [...].

§ 2

The resolution shall enter into force upon being adopted.