



**EXTRAORDINARY GENERAL MEETING
BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 30 SEPTEMBER 2013**

FORM OF THE POWER OF ATTORNEY

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

and I (we) hereby authorise:

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

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

or

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

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

or

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

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

The proxy is entitled to represent the Shareholder at the Extraordinary General Meeting of the Company, convened to be held on 30 September 2013, at 13:00 (1:00 p.m.), in Macierzysz, at ul. Poznańska 12, 05-850 Ożarów Mazowiecki ("**Extraordinary General Meeting**"), and in particular to participate in and speak at the Extraordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other actions related to the Extraordinary General Meeting.

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

* delete if not applicable

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



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

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

Signature of shareholder / persons authorised to represent the shareholder:

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

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

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

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

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

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

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

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

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

Power of attorney granted in electronic form

A power of attorney may be granted fully electronically and its granting in such form does not require a secure electronic signature verified with the use of a valid qualified certificate.

One should notify the Company on granting the power of attorney in electronic form by sending the document in "pdf" format (or other format readable to the Company) signed by the Shareholder or in case of shareholders other than natural persons, by persons authorised to represent the Shareholder, by fax +48 (22) 721 13 33 or by e-mail sent to the address wza@bioton.pl.

Identification of Shareholder

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

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

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

In the event of doubt as to the authenticity of the copies of the above mentioned documents, the Managing Board of the Company reserves the right to demand that the proxy presents the following upon drawing up the attendance list:

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

Identification of proxy

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

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

INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

Extraordinary General Meeting convened to be held on 30 September 2013, at 13.00 (01:00 p.m.), at Company premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki

<p>ITEM 3 OF THE AGENDA - ADOPTION OF A RESOLUTION ON INCREASE OF THE SHARE CAPITAL BY WAY OF ISSUE OF 3,688 ORDINARY BEARER SERIES AC SHARES, THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY AND AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY</p> <p>(Draft resolution – Schedule No. 1)</p>			
<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other * <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

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

ITEM 4 OF THE AGENDA – ADOPTING A RESOLUTION ON CONSOLIDATION (COMBINATION) OF SHARES AND AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

(Draft resolution – Schedule No. 2)

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

Signature of shareholder / persons authorised to represent the shareholder:

 (signature)
 Place:
 Date:

 (signature)
 Place:
 Date:

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

NOTES

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

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

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

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

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

SCHEDULE NO. 1

RESOLUTION No. [●] of the Extraordinary General Meeting of BIOTON Spółka Akcyjna of 30 September 2013

*on the increase of the share capital by issue of series AC shares,
exclusion of the pre-emptive right of the existing shareholders of the Company
and amendments to the Company's Statute*

The Extraordinary General Meeting of BIOTON S.A. with the seat in Warsaw ("**Company**"), acting pursuant to Art. 431 § 1 and 2 item 1, 432 § 1 and 433 § 2 of the act of 15 September 2000 the Commercial Companies Code (Journal of Laws of 2000, No. 94 item 1037 as amended), adopts the following resolution:

§ 1

1. The share capital of the Company is increased by 737.60 PLN (seven hundred thirty seven zlotys and sixty groszy), i.e. to the amount of 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), by way of issue of 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares of the nominal value of 0.20 PLN (twenty groszy) each ("**Series AC Shares**").
2. Series AC Shares are ordinary bearer shares.
3. The issue price of the Series AC Shares shall be 0.20 PLN (twenty groszy) per one Series AC Shares.
4. Series AC Shares shall participate in the dividend as from the payments from profit for allotment for the accounting year 2013, i.e. as from 1 January 2013.
5. The Series AC Shares shall be acquired by way of private subscription. All Series AC Shares will be offered to the entity or entities selected by the Managing Board of the Company. The agreement or agreements on acquisition of Series AC Shares shall be concluded within one month from the date of adoption of this Resolution.
6. The entity or entities selected by the Managing Company shall acquire all Series AC Shares and shall cover them with cash contribution in the amount of 737.60 PLN (seven hundred thirty seven zlotys sixty groszy).

§ 2

1. The Extraordinary Shareholders Meeting, considering that it is in the interest of the Company, decides herewith to deprive the present shareholders of the Company of the entire pre-emptive right to the Series AC Shares.
2. The Managing Board of the Company submitted to the Extraordinary General Meeting of the Company a written opinion justifying the reasons for depriving the pre-emptive rights to the Series AC Shares and the method of determination of the issue price of Series AC Shares. The above mentioned opinion of the Managing Board of the Company shall constitute a schedule to this Resolution.

§ 3

1. With regard to the increase of the share capital of the Company made on the grounds of § 1 of this Resolution and in order to match the reading of the Company's Statute as regards the value of share capital to the actual value, resulting from the increase of the share capital within the conditional capital (i) by way of issue of 33,951,250 series AA shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 19 October 2011 and (ii) by way of issue of 165,679,888 series AB shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 3 December 2012, the § 8 of the Company's Statute shall read as follows:

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) ordinary bearer shares of the nominal value of 0.20 PLN (twenty groszy) each, including:

1. *5,740,830,742 (five billion seven hundred forty million eight hundred thirty thousand seven hundred forty two) ordinary bearer series A shares,*
 2. *1,595,585,570 (one billion five hundred ninety five million five hundred eighty five thousand five hundred seventy) ordinary bearer series AA shares,*
 3. *1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares,*
 4. *3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares.”*
2. To adjust the reading of the Company's Statute as regards the value of the conditional share capital to the actual value, resulting from the increase of the share capital within the conditional capital (i) by way of issue of 33,951,250 series AA shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 19 October 2011 and (ii) by way of issue of 165,679,888 series AB shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 3 December 2012, and due to the buyout and the redemption of all series A Company bonds exchangeable for series Z shares and expiry of a part of subscription warrants, the holders of which were to receive the Company shares issued within the conditional capital, § 11a of the Statute shall read as follows:

„§ 11a

1. *The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:*
 - a) *132,400,000 (one hundred thirty two million four hundred thousand) ordinary bearer series O shares of the nominal value 0.20 PLN (twenty groszy) each;*
 - b) *2,000,000 (two million) ordinary bearer series P shares of the nominal value 0.20 PLN (twenty groszy) each;*
2. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to 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.*
3. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to 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.”*

3. The Supervisory Board is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof.

§ 4

1. It is hereby decided that the Company shall apply for admittance and introduction of all Series AC Shares to trade in the regulated market kept by the Warsaw Stock Exchange ("WSE").
2. With regard to introduction of Series AC Shares to trade in the regulated market kept by WSE, the Series AC Shares shall be subject to dematerialization.

§ 5

The Extraordinary General Meeting of the Company authorizes herewith the Managing Board of the Company to perform all factual and legal actions related to the increase of the share capital of the Company and dematerialization and introduction to trade of Series AC Shares in the regulated market kept by WSE, in particular to:

- 1) carry out private subscription of Series AC Shares, including placing an offer to acquire Series AC Shares and to determine the reading and conclusion of the agreement on acquisition of Series AC Shares;
- 2) take all reasonable actions required for admittance and introduction of Series AC Shares to trade in the regulated market kept by WSE;
- 3) take all reasonable actions required for dematerialization of the Series AC Shares, including conclusion of an agreement on registration of Series AC Shares in the depository for securities with the National Depository for Securities.

§ 6

This resolution shall take effect as of the date of its adoption, whereas the increase of the share capital shall be effective as of the date of its registration by the Registration Court.

Schedule No. 1
to the Resolution No. [●] of the Extraordinary General Meeting of BIOTON S.A.
of 30 September 2013

Opinion of the Managing Board of BIOTON S.A. justifying the exclusion of the pre-emptive right to the series AC shares and the method of establishing the issue price of series AC shares

An Extraordinary General Meeting of BIOTON S.A. ("**Company**") was convened to be held on 30 September 2013 in order to: adopt a resolution on the increase of the share capital by the amount of 737.60 PLN (seven hundred thirty seven zlotys and sixty groszy), i.e. to the amount of 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), by way of issue of 3,688 (three thousand six hundred eighty eight) ordinary bearer series AC shares of the nominal value of 0.20 PLN (twenty groszy) each, exclusion of the pre-emptive right of the existing shareholders of the Company and amendments to the Company's Statute.

The above increase of the share capital of the Company shall enable consolidation of Company shares which shall consist in proportional reduction of the total number of Company shares of all series from 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) down to 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) by consolidation of every one hundred shares of the so far nominal value of 0.20 PLN (twenty groszy) each, into one share of the nominal value of 20.00 PLN (twenty zlotys). The above mentioned consolidation of shares is to decrease the variability of their rate and in the consequence it should allow leaving of the segment of the regulated market, designated as Alert List, to which the Company was classified by the Warsaw Stock Exchange. In the result it will be beneficial for all shareholders of the Company.

The issue price of the newly issued shares shall amount to 0.20 PLN (twenty groszy) per one share.

All newly issued shares will be offered to an entity or entities being the contractual parties of the agreement on supplementation of consolidation shortages concluded with the Company.

The Managing Board is of the opinion that the exclusion of the pre-emptive right of the existing shareholders of the Company is consistent with the interest of the Company. The above mentioned increase of the share capital is of low value and is strictly technical in nature and aimed at consolidation of Company shares.

For the reasons mentioned above, the exclusion of the pre-emptive right is in the interest of the Company and is not contradictory to the interest of the existing shareholders, therefore the Managing Board approves the draft resolution on the increase of the share capital by way of issue of series AC shares, exclusion of the pre-emptive right of the existing shareholders of the Company and amendments to the Company's Statute.

SCHEDULE NO. 2

**RESOLUTION No. [●]
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 30 September 2013**

on consolidation (combination) of shares and amendments to the Statute of the Company

Due to the fact that:

- 1) Company shares are of low nominal value,
- 2) listing of Company shares in the regulated market of the Warsaw Stock Exchange is to ensure their proper and reliable evaluation, which taking into account the present nominal value of shares is hindered due to the fact that the average share price has not exceeded 0.10 PLN during the last few months,
- 3) the present situation is not beneficial for the Company, nor for the interest of all shareholders of the Company as it may have adverse effect on the evaluation of Company shares,

to eliminate the above mentioned negative factors, the Extraordinary General Meeting of the Company, acting pursuant to Art. 430 of the act of 15 September 2000 - the Commercial Companies Code (Journal of Laws of 2000, No. 94, item 1037 as amended), has decided as follows:

§ 1

1. All ordinary Company shares of Series A, AA, AB and AC shall be designated with the new Series A.
2. The nominal value of each Company share shall be increased from 0.20 PLN (twenty groszy) up to 20.00 PLN (twenty zlotys).
3. Consolidation of shares is made with proportional reduction of the total number of Company shares of all series from 8,586,420,000 (eight billion five hundred eighty six million four hundred twenty thousand) down to 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) i.e. by consolidation of every one hundred shares of the so far nominal value of twenty groszy each, into one share of the new nominal value of twenty zlotys (exchange ratio).
4. Consolidation of shares is carried out with the unchanged value of the share capital amounting to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys).

§ 2

1. If, in the course of consolidation of shares, there occur the so called "consolidation remains", i.e. such number of shares of the so far nominal value 0.20 PLN (twenty groszy), held by the shareholders which, according to the presumed exchange ratio (100:1), do not translate into one share of the nominal value 20 PLN (twenty zlotys), the consolidation of shares shall be made in such manner that the shareholders holding such shares constituting consolidation remains shall receive one share of the new nominal value, each.
2. Consolidation shortages shall be supplemented with shares being the ownership of a shareholder on the grounds of the agreement between the Company and the said shareholder, according to which the shareholder shall transfer, free of charge, his shares to the shareholders holding consolidation remains so as to make it possible for the holders of such consolidation remains to receive one new share of the Company of the new nominal value of 20.00 PLN (twenty zloty), provided that the General Meeting of the Company adopts a resolution on consolidation of

Company shares by the ratio (100:1) and appropriate amendment to the Company's Statute and registration of the said amendment by the register court in the entrepreneurs register of the National Court Register and provided that the Managing Board of the Company appoints the reference day for its execution and with the effective date as on the day of execution of the consolidation of Company shares in the depository for securities kept by the National Depository for Securities ("**KDPW**"). Therefore, in the result of consolidation of shares each shareholder of the Company holding on the reference day consolidation remains, i.e. the shares of the nominal value of 0.20 PLN (twenty groszy) each in the number between 1 (one) and 99 (ninety nine), shall be entitled to receive from the shareholder referred to in the first sentence, in return for the shares constituting such shortages, one share of the nominal value of 20.00 PLN (twenty zlotys), and the Company shares held by the above mentioned shareholder, shall be reduced by such number of shares which is required to liquidate the existing consolidation shortages. Should it turn out that the liquidation of all consolidation shortages in the above mentioned manner is not possible, then the process of consolidation of shares of the Company shall not take place.

§ 3

Authorizations for the Managing Board

The Managing Board of the Company is authorized to perform all factual and legal actions, including the ones not specified in this resolution, as required for execution of consolidation of Company shares, in particular to:

- 1) ascertain that the amendments to the Company's Statute covered by this resolution are registered in the entrepreneurs register of the National Court Register,
- 2) assign a date ("**Reference Day**"), as at which the number of Company shares of the so far nominal value, registered in respective securities accounts, will be determined in order to calculate the number of Company shares of the new nominal value, which with regard to the consolidation of shares should be issued in return for them to the respective holders of those securities. Assignment of the Reference Day shall be made taking into account performance of the consolidation in the manner most optimal for both the Company and its shareholders,
- 3) perform all actions related to registration of the amended nominal value of Company shares and their number with KDPW; such amendments shall be registered and shall constitute entries in the respective securities accounts of each of the Company shareholders, which shall be made via KDPW,
- 4) apply to the Warsaw Stock Exchange for suspension of Company shares' listing for the purpose of consolidation, provided that the period of suspension had been earlier agreed also with KDPW,
- 5) request by the announcement made according to the applicable regulations that the Company shareholders adjust the number of Company shares held by them in their respective securities accounts in such manner that the number of Company shares held as at the Reference Day constitute the multiple of the number 100 (one hundred),
- 6) conclude an agreement with shareholders on supplementation of consolidation shortages, referred to under § 2 clause 2 above.

§ 4

Amendments to the Statute

1. With regard to the consolidation of shares, the Company's Statute are amended in such manner that § 8 and § 11a of the said Articles shall receive a new reading, as follows:

„§ 8

The share capital of the Company amounts to 1,717,284,000.00 PLN (one billion seven hundred seventeen million two hundred eighty four thousand zlotys), and is divided into 85,864,200 (eighty five million eight hundred sixty four thousand two hundred) ordinary bearer series A shares of the nominal value of 20.00 PLN (twenty zlotys) each."

“§ 11a

1. *The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:
 - a) 1,324,000 (one million three hundred twenty four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zlotys) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zlotys) each;*
 2. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to 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.*
 3. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to 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."*
2. The Supervisory Board is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof.

§ 5

Effective date

This resolution shall take effect provided that the increase of the share capital of the Company is registered by the appropriate District Court on the grounds of the resolution No [•] of 30 September 2013 of the Extraordinary General Meeting of the Company and the shares issued under the above mentioned increase of the share capital are admitted to trade in the regulated market of the Warsaw Stock Exchange.