



**ORDINARY GENERAL MEETING OF  
BIOTON SPÓŁKA AKCYJNA  
CONVENED TO BE HELD ON 8 JUNE 2015**

**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 achievement 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 achievement 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) in .....and address....., to act in accordance with the voting instructions given below / at the discretion of the proxy.\*

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

**The proxy is entitled to represent** the Shareholder at the Ordinary General Meeting of the Company, convened to be held on 8 June 2015, at 14:00 (2:00 p.m.), at the Company's premises at Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki ("**Ordinary General Meeting**"), and in particular to participate in and speak at the Ordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other actions related to the Ordinary General Meeting.

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

\* delete if not applicable

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



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

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

**Signature of shareholder / persons authorised to represent the shareholder:**

\_\_\_\_\_  
(signature)

Place: .....

Date: .....

\_\_\_\_\_  
(signature)

Place: .....

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 406<sup>3</sup> 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 ATTORNEY REACHED OR EXCEEDED 5%, 10%, 15%, 20%, 25%, 33%, 50%, 75% AND 90% OF THE TOTAL NUMBER OF VOTES IN THE COMPANY.**

**IN THE 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 THE PRESIDENT OF THE MANAGING BOARD SHOULD ATTACH A DULY FILLED OUT AND BINDING VOTING INSTRUCTIONS, OTHERWISE THE PRESIDENT OF 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 ACHIEVEMENT 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 ACHIEVEMENT 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 achievement 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 achievement 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](mailto: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 Ordinary General Meeting (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](mailto: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 Ordinary General Meeting (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 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 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 Ordinary General Meeting (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 authorised to represent the proxy at the Ordinary General Meeting.

### INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

The Ordinary General Meeting of BIOTON S.A. convened to be held on 8 June 2014 at 14:00 (2 p.m.) at the Company premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

<b>ITEM 3 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE MANAGING BOARD’S REPORT ON THE OPERATION OF BIOTON S.A. AND FINANCIAL STATEMENT OF BIOTON S.A. FOR 2014</b> <b>(Draft resolution – Schedule No. 1)</b>			
<input type="checkbox"/> <b>For</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Filing an observation</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Abstain</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>At the proxy's discretion</b>  <b>Number of shares:</b> _____
<input type="checkbox"/> <b>Other*</b> <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>  			

<b>ITEM 4 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE MANAGING BOARD’S REPORT ON THE OPERATION OF THE CAPITAL GROUP BIOTON S.A. AND CONSOLIDATED FINANCIAL STATEMENT OF THE CAPITAL GROUP BIOTON S.A. FOR 2014</b> <b>(Draft resolution – Schedule No. 2)</b>			
<input type="checkbox"/> <b>For</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Filing an observation</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Abstain</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>At the proxy's discretion</b>  <b>Number of shares:</b> _____
<input type="checkbox"/> <b>Other</b> <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 achievement 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 achievement of the objectives of the resolutions proposed by the Managing Board.

**ITEM 5 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE REPORTS OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2014**

**(Draft resolution – Schedule No. 3)**

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

**ITEM 6 OF THE AGENDA – ADOPTING A RESOLUTION ON ALLOCATION OF THE NET PROFIT OF BIOTON S.A. FOR 2014**

**(Draft resolution – Schedule No. 4)**

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

**ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE PRESIDENT OF THE MANAGING BOARD OF THE COMPANY IN 2014 BY MR SŁAWOMIR ZIEGERT.**

**(Draft resolution – Schedule No. 5)**

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

**ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE VICE PRESIDENT OF THE MANAGING BOARD OF BIOTON S.A. IN 2014 BY MR ADAM WILCZEĞA.**

**(Draft resolution – Schedule No. 6)**

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



**ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE MANAGING BOARD OF BIOTON S.A. IN 2014 BY MR PIOTR BŁASZCZYK**

**(Draft resolution – Schedule No. 7)**

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

**ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE MANAGING BOARD OF BIOTON S.A. IN 2014 BY MR ADAM POLONEK**

**(Draft resolution – Schedule No. 8)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MR MARCIN DUKACZEWSKI**

**(Draft resolution – Schedule No. 9)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MR MACIEJ GRELOWSKI**

**(Draft resolution – Schedule No. 10)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF**

**THE FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MR DARIUSZ TRZECIAK**

**(Draft resolution – Schedule No. 11)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MR TOMASZ BUZUK**

**(Draft resolution – Schedule No. 12)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 30 JUNE 2014 AND 31 DECEMBER 2014 BY MR**

**WOJCIECH GRZYBOWSKI**

**(Draft resolution – Schedule No. 13)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MS. BARBARA RATNICKA - KICZKA**

**(Draft resolution – Schedule No. 14)**

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

**ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2014 BY MR WIESŁAW WALENDZIAK**

**(Draft resolution – Schedule No. 15)**



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

**Signature of shareholder / persons authorised to represent the shareholder:**

\_\_\_\_\_  
 (signature)  
 Place: .....  
 Date: .....

\_\_\_\_\_  
 (signature)  
 Place: .....  
 Date: .....

## NOTES

The Shareholders are requested to give instructions by putting "X" in the appropriate box. If a shareholder appoints the President of the 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 achievement 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 achievement 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 Ordinary General Meeting. To avoid any doubts as regards the method of voting by the proxy in such case it is recommended that it is specified in the field "other" how the proxy should act in the above situation.**

## APPENDIX NO. 1

### **RESOLUTION NO. [•] of the Ordinary General Meeting of BIOTON Spółka Akcyjna dated 8 June 2015**

*on revising and approving  
the Managing Board's report on the operation of BIOTON S.A.  
and financial statement of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Code of Commercial Companies, after having considered the Managing Board's report on the operation of BIOTON S.A. and financial statement of the Company for the year ending on 31 December 2014, approves the Managing Board's report on the operation of the Company and the financial statement of BIOTON S.A. covering:

- 1) balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 2,092,343 kPLN (in words: two billion ninety two million three hundred forty three thousand zlotys),
- 2) profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 114,641 kPLN (in words: one hundred fourteen million six hundred forty one thousand zlotys),
- 3) total income statement for the period from 01 January 2014 till 31 December 2014 showing total income in the amount of 114,366 kPLN (in words: one hundred fourteen million three hundred sixty six thousand zlotys),
- 4) statement of changes in the equity capital for the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 114.997 kPLN (in words: one hundred fourteen million nine hundred ninety seven thousand zlotys),
- 5) cash flow statement for the period from 01 January 2014 till 31 December 2014, showing a decrease of cash by the amount of 2,030 kPLN (in words: two million thirty thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."

## APPENDIX NO. 2

### **RESOLUTION NO. [•] of the Ordinary General Meeting of BIOTON Spółka Akcyjna dated 8 June 2015**

*on revising and approving  
the Managing Board's report on the operation of the Capital Group BIOTON S.A.  
and financial statement of the Capital Group BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 395 § 5 of the Code of Commercial Companies, after having considered the Managing Board's report on the operation of the Capital Group BIOTON S.A. and consolidated financial statement of the Capital Group BIOTON S.A. for the year ending on 31 December 2014, approves the Managing Board's report on the operation of the Capital Group BIOTON S.A. and the consolidated financial statement of the Capital Group BIOTON S.A. covering:

- 1) consolidated balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 1,953,895 kPLN (in words: one billion nine hundred fifty three million eight hundred ninety five thousand zlotys),
- 2) consolidated profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 3,248 kPLN (in words: three million two hundred forty eight thousand zlotys),
- 3) consolidated total income statement showing total income recognized in the period from 01 January 2014 till 31 December 2014, showing total income in the amount of 63,697 kPLN (say: sixty three million six hundred ninety seven thousand zlotys),
- 4) statement of changes in the consolidated equity capital in the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 60,464 kPLN (in words: sixty million four hundred sixty four thousand zlotys),
- 5) consolidated cash flow statement for the period from 1 January 2014 and 31 December 2014, showing an increase of the cash by the amount of 6.378 kPLN (in words: six million three hundred seventy eight thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."



### APPENDIX NO. 3

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on revising and approving the reports of the Supervisory Board of BIOTON S.A.  
for 2014*

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to Art. 382 § 3 and Art. 395 § 5 of the Code of Commercial Companies and according to the rule III.1.1 of "The Best Practices of WSE Listed Companies", after having considered them, accepts the following reports drawn up by the Supervisory Board of the Company:

- 1) report on the results of the assessment of (i) the Managing Board's report on the operation of the Company in 2014, (ii) the financial statement of the Company for the accounting year 2014, (iii) the Managing Board's report on the operation of the Capital Group BIOTON S.A. in 2014, (iv) the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2014 and (v) the petition of the Managing Board concerning allocation of profit for the accounting year 2014,
- 2) assessment of Company situation in 2014 and
- 3) report on the operation of the Supervisory Board of the Company in 2014."

**"REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA  
FOR THE ACCOUNTING YEAR ENDED ON 31 DECEMBER 2014**

Pursuant to Art. 382 § 3 of the Code of Commercial Companies the Supervisory Board of BIOTON S.A. has made an assessment of:

- 1) the financial statement of BIOTON S.A. ("**Company**") for the accounting year ended on 31 December 2014 covering:
  - balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 2,092,343 kPLN (in words: two billion ninety two million three hundred forty three thousand zlotys),
  - profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 114,641 kPLN (in words: one hundred fourteen million six hundred forty one thousand zlotys),
  - total income statement for the period from 01 January 2014 till 31 December 2014 showing total income in the amount of 114,366 kPLN (in words: one hundred fourteen million three hundred sixty six thousand zlotys),
  - statement of changes in the equity capital for the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 114.997 kPLN (in words: one hundred fourteen million nine hundred ninety seven thousand zlotys),
  - cash flow statement for the period from 01 January 2014 till 31 December 2014, showing a decrease of cash by the amount of 2,030 kPLN (in words: two million thirty thousand zlotys),
  - additional information, including information on the adopted accounting policy and other explanatory information,
- 2) Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2014,
- 3) petition of the Managing Board to the Ordinary General Meeting of the Company for allocation of profit from the accounting year ended on 31 December 2014 to the supplementary capital of the Company,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. ("**Group**") for the accounting year ended on 31 December 2014 covering:
  - consolidated balance sheet drawn up as at 31 December 2014, closing with the total assets and liabilities balance sum of 1,953,895 kPLN (in words: one billion nine hundred fifty three million eight hundred ninety five thousand zlotys),
  - consolidated profit and loss account for the period from 01 January 2014 till 31 December 2014, showing net profit in the amount of 3,248 kPLN (in words: three million two hundred forty eight thousand zlotys),
  - consolidated total income statement for the period from 01 January 2014 till 31 December 2014, showing total income in the amount of 63,697 kPLN (in words: sixty three million six hundred ninety seven thousand zlotys),
  - statement of changes in the consolidated equity capital in the period from 01 January 2014 and 31 December 2014 showing an increase of the equity capital by the amount of 60,464 kPLN (in words: sixty million four hundred sixty four thousand zlotys),

- consolidated cash flow statement for the period from 1 January 2014 and 31 December 2014, showing an increase of the cash by the amount of 6.378 kPLN (in words: six million three hundred seventy eight thousand zlotys),
- additional information, including information on the adopted accounting policy and other explanatory information."

5) Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ended on 31 December 2014.

While making the analysis and assessment of the statements and the motion referred to hereinabove, the Supervisory Board used the opinion and reports of the Chartered Auditor appointed to audit the financial statements of the Company and the Capital Group BIOTON S.A. for 2014 (hereinafter referred to as the "**Chartered Auditor**") as well as the opinion of the members of the Audit Committee of the Supervisory Board formulated after the Audit Committee's meetings with participation of the Managing Board of the Company and the Chartered Auditor of the Company.

The Chartered Auditor has stated in his opinions that:

1. the financial statements of the Company and the Group for 2014, except for the consequences of possible corrections resulting from reservations specified in the Chartered Auditor's opinions, in all material aspects:
  - present in a reliable and clear way information significant for assessment of the material and financial situation of the Company and the Group as at 31 December 2014 as well as their financial reports for the accounting year 1 January 2014 - 31 December 2014,
  - have been drawn up in line with the International Accounting Standards, International Standards of Financial Reports and interpretations thereto announced in the form of regulations of the European Commission, and within the scopes which are not regulated therein - according to the act of 29 September 1994 on accounting (Journal of Laws of 2009, No. 152, item 1223 as amended) ("**Accounting Act**") and the implementing provisions to this act and on the basis of properly kept accounting books of the Company.
  - are consistent with the legal regulations affecting the form and contents of financial statements, including the ones applicable to the Group and the provisions of the Articles of Association of the Company,
2. reports on the operation of the Company and the Group in the accounting year 2014 are complete in the meaning of Art. 49 clause 2 of the Accounting Act and the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by issuers of securities and conditions of deeming equivalent the information required by the regulations of a state being a non-member state (Journal of Laws of 2009, No. 33, item 259 as amended), and the information contained therein taken from the financial statements is consistent with the same.

In the result of the above mentioned assessment, the Supervisory Board has decided to recommend to the Ordinary General Meeting of the Company:

1. approval of the financial statement of the Company for the accounting year ended on 31 December 2014,
2. approval of the Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2014,
3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2014,

4. approval of the Managing Board's report on the operation of the Capital Group BIOTON S.A. in the accounting year ended on 31 December 2014,
5. adopting a resolution on allocation of the net profit of the Company in the accounting year 2014 in the amount of 114.640.876,58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of the Company,
6. acknowledgement of fulfilment of duties by all members of the Managing Board and the Supervisory Board in the accounting year ended on 31 December 2014."



**"ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.  
OF THE COMPANY SITUATION IN 2014  
(TAKING INTO ACCOUNT THE ASSESSMENT OF THE INTERNAL CONTROL SYSTEM  
AND COMPANY SIGNIFICANT RISK MANAGEMENT SYSTEM)**

Pursuant to the rule III.1.1 of "The Best Practices of WSE Listed Companies", the Supervisory Board of BIOTON S.A. ("**Company**") after the analysis of the financial statement and results of the Company in 2014 and after getting familiar with the chartered auditor's opinion on the audit of the financial statement of the Company, assesses positively the prospective development of the Company's financial results.

Moreover, the Supervisory Board, taking into account the improved financial standing of the Company and the development strategy implemented by the Managing Board of the Company, assesses positively the prospective development of the Company.

In the opinion of the Supervisory Board the Company has got a solid foundation for further development resulting first of all from the distribution agreements concerning trading with Company insulins in the key global markets and the possibility to introduce Company insulins to new markets as well.

The Managing Board is responsible for establishing an effective internal control system and risk management which is audited by a chartered auditor appointed by the Supervisory Board of the Company within the audit of financial statements.

The internal control system and the risk management system are adjusted to the extent and profile of risk related to the current operations of the Company and is under constant improvement. The Company takes appropriate actions aiming at the implementation of the best solutions, attaching great significance to management of exchange rate risk, liquidity and systems integration. In view of the above, after taking into account the opinion of the chartered auditor and opinion and recommendation of the members of the Audit Committee, the Supervisory Board emphasizes the fact of involvement of the Managing Board of the Company in the issues related to internal control and positively assesses its support in developing solutions within this scope.

The Supervisory Board expresses the opinion that the Company has sufficient grounds and potential to cope with the new challenges it will have to face in the process of Company development and increase of the Company goodwill."

## **"REPORT ON THE OPERATION OF THE SUPERVISORY BOARD OF BIOTON S.A. ("COMPANY") IN 2014**

Pursuant to the Code of Commercial Companies the Supervisory Board constantly supervises all scopes of activities of the Company. Beside the Code of Commercial Companies the operations of the Supervisory Board are based on: the Articles of Association of the Company, the resolutions of the General Meeting, the Bylaws of the Supervisory Board as adopted by the Supervisory Board.

### Composition of the Supervisory Board

On 01.01.2014 the composition of the Supervisory Board was as follows:

- Marcin Dukaczewski - the Chairman of the Board,
- Maciej Grelowski - a Vice Chairman of the Board,
- Dariusz Trzeciak – a Vice Chairman of the Board,
- Tomasz Buzuk - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

On 30.06.2014 the Ordinary General Meeting of the Company appointed Mr Wojciech Grzybowski to hold the position of a Member of the Supervisory Board.

On 31.12.2014 the composition of the Supervisory Board was as follows:

- Marcin Dukaczewski - the Chairman of the Board,
- Maciej Grelowski - a Vice Chairman of the Board,
- Dariusz Trzeciak – a Vice Chairman of the Board,
- Tomasz Buzuk - a Member of the Board,
- Wojciech Grzybowski - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

### Composition of the Audit Committee

In 2014 the Audit Committee consisted of:

- Maciej Grelowski - the Chairman of the Committee,
- Dariusz Trzeciak - a Vice Chairman of the Committee,
- Marcin Dukaczewski - a Member of the Committee.

All members of the Supervisory Board and the Audit Committee are highly qualified, have appropriate life and professional experience allowing for effective and reliable performance of their duties.

### Actions taken by the Supervisory Board

In 2014 the Supervisory Board adopted in total 13 resolutions, some of which were adopted in writing, pursuant to § 24 of the Supervisory Board's Bylaws. The resolutions concerned, e.g.:

- approval of the conditions of issue of bonds convertible to Company shares,
- approval of conclusion and execution of agreements between the Company and its subsidiaries (pursuant to § 21 clause 1 item 2) of the Articles of Association of the Company),
- approval of the Supervisory Board's reports for the accounting year 2013,
- consideration and opinions on draft resolutions for the Extraordinary General Meeting of the Company,



- appointing new members of the Managing Board,
- selection of the chartered auditor of the Company,
- payment of bonuses to the members of the Managing Board of the Company for 2014."

**APPENDIX NO. 4**

**RESOLUTION NO. [●]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on allocation of profit of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Code of Commercial Companies Code has decided to allocate the net profit of BIOTON S.A. for the accounting year 2014 in the amount of 114,640,876.58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of BIOTON S.A."





**"PETITION OF THE MANAGING BOARD OF BIOTON S.A. ("COMPANY")  
TO THE ORDINARY GENERAL MEETING  
FOR ALLOCATION OF THE NET PROFIT OF THE COMPANY  
FOR THE ACCOUNTING YEAR 2014"**

The Managing Board of BIOTON S.A., applies for allocation of the net profit for the accounting year 2014 in the amount of 114.640.876,58 PLN (in words: one hundred fourteen million six hundred forty thousand eight hundred seventy six zlotys 58/100) to the supplementary capital of BIOTON S.A.

**JUSTIFICATION**

Allocation of the profit for 2014 to the supplementary capital is consistent with the development policy applied by the Company which in the years to come assumes, among other, intensified actions supporting (i) introduction of analogue insulins developed by the Company to the market and (ii) further development of the Company products portfolio.

Additionally, net profits earned by the Company in the accounting year 2014 were influenced by the statistical / non-cash values in the total net amount of over 96 million PLN and consisting of (i) positive exchange rate differences recognised in financial incomes, due to fluctuations of USD/PLN and EUR/ PLN exchange between the levels as at the beginning and at the end of the year and (ii) calculated value of deferred income tax reducing the net profit."

**APPENDIX NO. 5**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the President of the Managing Board of BIOTON S.A. in 2014 by Mr Sławomir Ziegert."

**APPENDIX NO. 6**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice President of the Managing Board of BIOTON S.A. in 2014 by Mr Adam Wilczęga."

**APPENDIX NO. 7**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2014 by Mr Piotr Błaszczuk."

**APPENDIX NO. 8**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Managing Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2014 by Mr Adam Polonek."

**APPENDIX NO. 9**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Marcin Dukaczewski."

**APPENDIX NO. 10**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Maciej Grelowski."

**APPENDIX NO. 11**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2014 by Mr Dariusz Trzeciak."



**APPENDIX NO. 12**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Mr Tomasz Buzuk."

**APPENDIX NO. 13**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 30 June 2014 and 31 December 2014 by Mr Wojciech Grzybowski."

**APPENDIX NO. 14**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Ms. Barbara Ratnicka-Kiczka."

**APPENDIX NO. 15**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of BIOTON Spółka Akcyjna  
dated 8 June 2015**

*on acknowledgement of the fulfilment of duties  
by a member of the Supervisory Board of BIOTON S.A. for 2014*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Code of Commercial Companies, hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2014 by Mr Wiesław Walendziak."

The draft resolutions to be adopted by the OGM have been approved by the Supervisory Board of the Company.