



**ORDINARY GENERAL MEETING OF
BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 28 JUNE 2016**

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) 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 Ordinary General Meeting of the Company, convened to be held on 28 June 2016, 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 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 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

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 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 28 June 2016 at 14:00 (2 p.m.) at the Company premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

ITEM 5 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 2015 (Draft resolution – Schedule No. 1)			
<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other* <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 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 2015 (Draft resolution – Schedule No. 2)			
<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the 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 7 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE REPORTS OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2015

(Draft resolution – Schedule No. 3)

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

ITEM 8 OF THE AGENDA – ADOPTING A RESOLUTION ON COVERING THE NET LOSS OF BIOTON S.A. FOR 2015

(Draft resolution – Schedule No. 4)

<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>			

ITEM 9 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE PRESIDENT OF THE MANAGING BOARD OF THE COMPANY IN 2015 BY MR SŁAWOMIR ZIEGERT.

(Draft resolution – Schedule No. 5)

<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>			

ITEM 9 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 THE PERIOD FROM 01 JANUARY 2015 TILL 02 DECEMBER 2015 BY MR ADAM WILCZEĞA.

(Draft resolution – Schedule No. 6)

<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>			

ITEM 9 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 THE PERIOD FROM 01 JANUARY 2015 TILL 02 DECEMBER 2015 BY MR PIOTR BŁASZCZYK

(Draft resolution – Schedule No. 7)

<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> 			

ITEM 9 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 2015 BY MR ADAM POLONEK

(Draft resolution – Schedule No. 8)

<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> 			

ITEM 10 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2015, INCLUDING THE DUTIES OF THE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD FROM 01 JANUARY 2015 TILL 02 DECEMBER 2015 BY MR MARCIN DUKACZEWSKI

(Draft resolution – Schedule No. 9)

<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>			

ITEM 10 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 FROM 21 SEPTEMBER 2015 TILL 31 DECEMBER 2015, INCLUDING THE DUTIES OF THE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD FROM 22 SEPTEMBER 2015 TILL 31 DECEMBER 2015 BY MR KEITH MELLORS

(Draft resolution – Schedule No. 10)

<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>			

ITEM 10 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A VICE PRESIDENT OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD FROM 01 JANUARY 2015 TILL 21 SEPTEMBER 2015 BY MR MACIEJ GRELOWSKI

(Draft resolution – Schedule No. 11)

<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>			

ITEM 10 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 FROM 21 SEPTEMBER 2015 TILL 31 DECEMBER 2015, INCLUDING THE DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD FROM 22 SEPTEMBER 2015 TILL 31 DECEMBER 2015 BY MR JIN HU

(Draft resolution – Schedule No. 12)

<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>			

ITEM 10 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 2015 BY MR DARIUSZ TRZECIAK

(Draft resolution – Schedule No. 13)

<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>			

ITEM 10 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 FROM 1 JANUARY 2015 TILL 21 SEPTEMBER 2015 BY MR TOMASZ BUZUK

(Draft resolution – Schedule No. 14)

<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>			

ITEM 10 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 FROM 21 SEPTEMBER 2015 TILL 31 SEPTEMBER 2015 BY MR ARTUR GABOR

(Draft resolution – Schedule No. 15)

<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> 			

ITEM 10 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 FROM 1 JANUARY 2015 TILL 21 SEPTEMBER 2015 BY MR WOJCIECH GRZYBOWSKI

(Draft resolution – Schedule No. 16)

<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> 			

ITEM 10 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 FROM 01 JANUARY 2015 TILL 21 SEPTEMBER 2015 BY MS. BARBARA RATNICKA-KICZKA

(Draft resolution – Schedule No. 17)

<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> 			

ITEM 10 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 FROM 21 SEPTEMBER 2015 TILL 31 SEPTEMBER 2015 BY MR JACEK ŚLOTAŁA

(Draft resolution – Schedule No. 18)

<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> 			

ITEM 10 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 FROM 1 JANUARY 2015 TILL 21 SEPTEMBER 2015 BY MR WIESŁAW WALENDZIAK

(Draft resolution – Schedule No. 19)

<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> 			

ITEM 10 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 FROM 21 SEPTEMBER 2015 TILL 31 SEPTEMBER 2015 BY MS. XUE (CARRIE) XIANG

(Draft resolution – Schedule No. 20)

<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> 			

ITEM 11 OF THE AGENDA - ADOPTING RESOLUTION ON ESTABLISHING THE NUMBER OF MEMBERS OF THE SUPERVISORY BOARD OF BIOTON S.A. WITH REGARD TO EXPIRATION, AS OF THE DATE OF THIS ORDINARY GENERAL MEETING, OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 21)

<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> 			

ITEM 11 OF THE AGENDA - ADOPTING RESOLUTIONS ON APPOINTING MEMBERS OF THE SUPERVISORY BOARD OF BIOTON S.A. WITH REGARD TO EXPIRATION AS OF THE DAY OF THIS ORDINARY GENERAL MEETING OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 22)

<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> 			

ITEM 10 OF THE AGENDA - ADOPTING A RESOLUTION ON APPOINTMENT OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. MEETING THE REQUIREMENTS SPECIFIED IN § 18 CLAUSE 1 ITEMS 2-4 OF THE ARTICLES OF ASSOCIATION OF BIOTON S.A. DUE TO EXPIRATION AS OF THE DAY OF THIS ORDINARY GENERAL MEETING OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 23)

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

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
of 28 June 2016**

*on revising and approving
the Managing Board's report on the operation of BIOTON S.A.
and financial statement of BIOTON S.A. for 2015*

"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 reviewed 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 2015, 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 2015, closing with the total assets and liabilities balance sum of 1,482,388 kPLN (say: one billion four hundred eighty two million three hundred eighty eight thousand zlotys),
- 2) profit and loss account drawn up for the period from 01 January 2015 till 31 December 2015, showing net loss in the amount of 596,551 kPLN (say: five hundred eighty six million five hundred fifty one thousand zlotys),
- 3) total income statement for the period from 01 January 2015 till 31 December 2015 showing negative total income in the amount of 596,561 kPLN (say: five hundred ninety six million five hundred sixty one thousand zlotys),
- 4) statement of changes in the equity capital in the period from 01 January 2015 and 31 December 2015 showing a decrease of the equity capital by the amount of 596,493 kPLN (say: five hundred ninety six million four hundred ninety three thousand zlotys),
- 5) cash flow statement for the period from 01 January 2015 till 31 December 2015, showing an increase of cash by the amount of 7,067 kPLN (say: seven million sixty seven 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 of 28 June 2016

*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 2015*

"The Ordinary Annual Meeting of BIOTON S.A., acting pursuant to Art. 395 § 5 of the Code of Commercial Companies, after having reviewed 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 2015, 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 2015, closing with the total assets and liabilities balance sum of 1,250,053 kPLN (in words: one billion two hundred fifty million fifty three thousand zlotys),
- 2) consolidated profit and loss account drawn up for the period from 01 January 2015 till 31 December 2015, showing net loss in the amount of 520,633 kPLN (say: five hundred twenty million six hundred thirty three thousand zlotys),
- 3) consolidated total income statement for the period from 01 January 2015 till 31 December 2015 showing negative total income in the amount of 535,212 kPLN (say: five hundred thirty five million two hundred twelve thousand zlotys),
- 4) statement of changes in the consolidated equity capital in the period from 01 January 2015 and 31 December 2015 showing a decrease of the equity capital by the amount of 638,938 kPLN (say: six hundred thirty eight million nine hundred thirty eight thousand zlotys),
- 5) consolidated cash flow statement for the period from 01 January 2015 till 31 December 2015, showing a decrease of cash by the amount of 1,937 kPLN (say: one million nine hundred thirty seven 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 BIOTON Spółka Akcyjna
of 28 June 2016**

*on revising and approving the reports of the Supervisory Board of BIOTON S.A.
for 2015*

"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" in version applicable until 31 December 2015, after having reviewed 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 2015, (ii) the financial statement of the Company for the accounting year 2015, (iii) the Managing Board's report on the operation of the Capital Group BIOTON S.A. in 2015, (iv) the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2015 and (v) the motion of the Managing Board concerning covering the loss for the accounting year 2015,
- 2) assessment of Company situation in 2015 and
- 3) report on the operation of the Supervisory Board of the Company in 2015."

**REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA
FOR THE ACCOUNTING YEAR ENDED ON 31 DECEMBER 2015**

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 2015 covering:
 - balance sheet drawn up as at 31 December 2015, closing with the total assets and liabilities balance sum of 1,482,388 kPLN (say: one billion four hundred eighty two million three hundred eighty eight thousand zlotys),
 - profit and loss account drawn up for the period from 01 January 2015 till 31 December 2015, showing net loss in the amount of 596,551 kPLN (say: five hundred ninety six million five hundred fifty one thousand zlotys),
 - total income statement for the period from 01 January 2015 till 31 December 2015 showing total negative income in the amount of 596,561 kPLN (say: five hundred ninety six million five hundred sixty one thousand zlotys),
 - statement of changes in the equity capital in the period from 01 January 2015 till 31 December 2015 showing a decrease of the equity capital by the amount of 596,493 kPLN (say: five hundred ninety six million four hundred ninety three thousand zlotys),
 - cash flow statement for the period from 01 January 2015 till 31 December 2015, showing an increase of the cash by the amount of 7,067 kPLN (say: seven million sixty seven 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 2015,
- 3) Managing Board's motion to the Ordinary General Meeting of the Company on covering the net loss for the accounting year ended on 31 December 2015 from future profits,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. ("**Group**") for the accounting year ended on 31 December 2015 covering:
 - consolidated balance sheet drawn up as at 31 December 2015, closing with the total assets and liabilities balance sum of 1,250,053 kPLN (in words: one billion two hundred fifty million fifty three thousand zlotys),
 - consolidated profit and loss account drawn up for the period from 01 January 2015 till 31 December 2015, showing net loss in the amount of 520,633 kPLN (say: five hundred twenty million six hundred thirty three thousand zlotys),
 - consolidated total income statement for the period from 01 January 2015 till 31 December 2015 showing negative total income in the amount of 535,212 kPLN (say: five hundred thirty five million two hundred twelve thousand zlotys),
 - statement of changes in the consolidated equity capital in the period from 01 January 2015 till 31 December 2015 showing a decrease of the equity capital by the amount of 638,938 kPLN (say: six hundred thirty eight million nine hundred thirty eight thousand zlotys),

- consolidated cash flow statement for the period from 01 January 2015 till 31 December 2015, showing a decrease of cash by the amount of 1,937 kPLN (say: one million nine hundred thirty seven 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 2015.

While making the analysis and assessment of the statements, reports 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 2015 (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 the participation of the Managing Board of the Company and the Chartered Auditor of the Company.

In the consequence of analysis of the prospective development of sales of respective products of the Company and its Capital Group, the decisions on disposal of non-strategic assets and discussions carried out with the new Supervisory Board of the Company, shaped in the consequence of significant changes in the Company shareholding structure which took place in 2015, the Managing Board of the Company decided to make a number of write-downs in 2015, covering among other:

- products from BioPartners Holdings AG portfolio: ribavirin, interferon beta and sustained release growth hormone, for the total amount of 485,393 kPLN
- the value of licences for the sale of veterinary products under the agreement concluded between Biolek Sp. z o.o. and Beijing Smile Feed Sci & Tech Co. Ltd in the total amount of 179,710 kPLN
- the value of the Capital Group MJ Bioton Life Science Ltd (with regard to the planned sale of the asset) in the total amount of 20.1 million PLN

Justification of the write-downs made by the Managing Board of the Company has been provided in detail in the financial statement of the Company and in the consolidated financial statement of the Group.

The write-downs made by the Company have caused that the Company breached the covenants specified in credit agreements concluded by the Company with ING Bank Śląski S.A. and HSBC Bank Polska S.A. Despite the fact that in both instances the Company obtained prior consents of both banks to exceed the financial indices specified in the credit agreements, the Managing Board of the Company, acting pursuant to the International Accounting Standards, has reclassified the above long-term indebtedness to short-term indebtedness.

The Chartered Auditor has stated in his opinions that:

- 1) the financial statements of the Company and the Group for 2015, except for the consequences of possible corrections resulting from the reservation specified in the Chartered Auditor's opinion, in all material aspects:
 - present in a reliable and clear way information significant for the assessment of the material and financial situation of the Company and the Group as at 31 December 2015 as well as their financial reports for the accounting year from 01 January 2015 till 31 December 2015,
 - 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 2015 are complete in the meaning of Art. 49 paragraph 2 of the Accounting Act and the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by the 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 and taken from the financial statements is consistent with them.

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 2015,
2. approval of the Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2015,
3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2015,
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 2015,
5. adoption of the resolution on covering the net loss of the Company for the accounting year 2015 in the amount of 596,550,789.09 PLN (say: five hundred ninety six million five hundred fifty thousand seven hundred eighty nine zlotys 09/100) from future profits,
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 2015.

**ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.
OF THE COMPANY SITUATION IN 2015
(TAKING INTO ACCOUNT THE ASSESSMENT OF THE INTERNAL CONTROL SYSTEM
AND THE SYSTEM OF MANAGEMENT OF RISK SIGNIFICANT FOR THE COMPANY)**

Pursuant to the rule III.1.1 of "The Best Practices of WSE Listed Companies", the Supervisory Board of BIOTON S.A. ("**Company**"):

- has analysed the financial statement and results of the Company for the accounting year 2015,
- has reviewed the opinion of the Chartered Auditor on the audit of the financial statement of the Company,
- during the Supervisory Board sessions carried out numerous discussions with the Managing Board of the Company concerning, among other, discussion of the Company plans as regards development of sale of the Company products, in particular insulins manufactured by the Company.

In the opinion of the Supervisory Board of the Company, despite the significant write-downs made by the Company in the accounting year 2015 and which negatively affected the financial results of the Company, one should assess the perspectives of Company development and the possibility to improve the financial results of the Company in future periods as positive. The write-downs are justified by the limited and fraught by high risk possibilities to commercialise some of the Company products, and the plans for sale of non-strategic Company assets.

In the financial statement for 2015 the Company has reclassified Company liabilities towards the banks financing the Company (ING Bank Śląski S.A. and HSBC Bank Polska S.A.) to short-term liabilities, due to the breach of financial indices specified in the respective credit agreements. Despite the fact that in both instances the Company obtained prior consents of both banks to exceed the financial indices specified in the credit agreements, the Managing Board of the Company, acting pursuant to the International Accounting Standards, has reclassified the above long-term indebtedness to short-term indebtedness.

In the opinion of the Supervisory Board the net loss recognised by the Company in the financial statement for the accounting year 2015 in the amount of 596,551 kPLN and the decrease of equity capital by the amount of 596,493 kPLN shall not put the continuance of Company operations at risk.

The Supervisory Board underlines the following important events for the Company:

- refinancing a significant part of Company indebtedness (in total 105m PLN), complete pay-off of Company liabilities due to the program of bonds issue (in total 57m PLN) and its consolidation in three financial institutions ING Bank Śląski S.A., HSBC Bank Polska S.A. and Bank Ochrony Środowiska S.A.;
- the change of the distributor of Company insulins on Chinese market, and cost-free termination of the previous distribution agreement concluded with Bayer Healthcare Company Ltd;
- winning a number of new investors by the Company, in the consequence of which the shareholding structure of the Company has been significantly changed - at present nearly 50% of Company shares are held by institutional shareholders, among which the leading role is played by two Chinese pharmaceutical concerns and a private equity investment fund;

- continuation by the Company of R&D works aiming at the introduction of new generation insulins to the market;
- advanced processes aiming at the sales of non-strategic assets of the Company (ZAO Indar, MJ Biopharm) having a positive impact on the cash-flow position of the Company in 2016;

The Managing Board is responsible for establishing an effective internal control system and risk management. 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. In the resolution adopted on 15 April 2016 the Supervisory Board suggested a new division of responsibilities among the Members of the Managing Board and obligated the Company to work out a new organisation chart of the Company. The Audit Committee, operating within the Supervisory Board of the Company, has recommended to the Supervisory Board and the Managing Board of the Company further development of the internal control system in order to adjust it to the planned directions of Company development, among other by establishing an internal audit section within the next 12 months, and continuance of the development of computer systems and procedures both in the Company and in the Group:

The basic Company documents pertaining to the internal control system and risk management include:

- accounting policy
- organisation regulations
- regulations of the Managing Board
- resolutions of the Supervisory Board concerning current functioning of the Company
- existing system procedures compliant with the pharmaceutical law requirements.

Important elements of the control and risk management process include the review and assessment of the financial statements of the Company and its Capital Group by a chartered auditor, Deloitte Polska Sp. z o.o. Sp. k. appointed by the resolution of the Supervisory Board of 12 June 2015. Within the review and audit of the financial statements of the Company the chartered auditor has assessed the internal control system and the system of risk management in financial reporting. The analysis was mainly focused on the process of drawing up the financial statement and the Managing Board's report on the operations of the Company, including the correctness of book-keeping, reliability of descriptions of accounting evidence and documents circulation. In the opinion of the chartered auditor:

1. the financial statements of the Company and the Group for 2015, except for the consequences of possible corrections resulting from the reservation specified in the Chartered Auditor's opinion, in all material aspects:
 - present in a reliable and clear way information significant for the assessment of the material and financial situation of the Company and the Group as at 31 December 2015 as well as their financial reports for the accounting year from 01 January 2015 till 31 December 2015,
 - 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 2015 are complete in the meaning of Art. 49 paragraph 2 of the Accounting Act and the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by the 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 and taken from the financial statements is consistent with them.

In the opinion of the Supervisory Board, also based on close cooperation with the chartered auditor of the Company, the Company takes appropriate actions aiming at the implementation of appropriate solutions as regards internal control and risk management. Therefore, after taking into account the opinion of the chartered auditor and the opinions of the members of the Audit Committee, the Supervisory Board emphasizes the fact of the Managing Board's involvement in the issues related to internal control and positively assesses further steps taken by the Managing Board in order to develop the internal control and risk management system adjusting the scope of control functions to the planned directions of Company development.

**“REPORT ON THE OPERATION OF THE SUPERVISORY BOARD OF BIOTON S.A.
("COMPANY") IN 2015**

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 Regulations of the Supervisory Board as adopted by the Supervisory Board.

Composition of the Supervisory Board

In the accounting year 2015 the composition of the Supervisory Board was as follows:

- Marcin Dukaczewski - Chairman of the Supervisory Board (until 21.09.2015), a Member of the Board (since 21.09.2015),
- Keith Mellors - a Member of the Supervisory Board (since 21.09.2015), Chairman of the Supervisory Board (since 22.09.2015),
- Maciej Grelowski - a Vice Chairman of the Supervisory Board (until 21.09.2015),
- Jin Hu – a Member of the Supervisory Board (since 21.09.2015), a Vice Chairman of the Supervisory Board (since 22.09.2015),
- Dariusz Trzeciak - a Vice Chairman of the Supervisory Board,
- Tomasz Buzuk - a Member of the Supervisory Board (until 21.09.2015),
- Artur Gabor - a Member of the Supervisory Board (since 21.09.2015),
- Wojciech Grzybowski - a Member of the Supervisory Board (until 21.09.2015),
- Barbara Ratnicka-Kiczka– a Member of the Supervisory Board (until 21.09.2015),
- Jacek Ślotała - a Member of the Supervisory Board (since 21.09.2015),
- Wiesław Walendziak – a Member of the Supervisory Board (until 21.09.2015),
- Xue (Carrie) Xiang - a Member of the Supervisory Board (since 21.09.2015).

The Extraordinary General Meeting of the Company which was held on 21.02.2016:

- dismissed the previous Supervisory Board of the Company,
- appointed the following persons to be members of the Supervisory Board:
 - Artur Gabor (as a Member of the Board meeting the requirements specified in § 18 paragraph 1 item 2 - 4 of the Company's Articles of Association),
 - Jacek Ślotała,
 - Keith Mellors,
 - Marcin Dukaczewski,
 - Jin Hu,
 - Xue (Carrie) Xiang,
 - Dariusz Trzeciak.

The Extraordinary General Meeting of the Company which was held on 22.02.2016:

- dismissed the following members of the Board from the Supervisory Board:
 - Artur Gabor (as a Member of the Board meeting the requirements specified in § 18 paragraph 1 item 2 - 4 of the Company's Articles of Association),
 - Jacek Ślotała,
 - Keith Mellors,
 - Xue (Carrie) Xiang,
- appointed the following persons to be members of the Supervisory Board of the Company:
 - Maciej Typiński (as a Member of the Board meeting the requirements specified in § 18 paragraph 1 item 2 - 4 of the Company's Articles of Association),

- Jubo Liu
- Yanming Wang
- Hang Lin

On 23.02.2016 the Managing Board of the Company adopted resolution on appointing Jubo Liu to hold the function of the Chairman of the Supervisory Board.

The Extraordinary General Meeting of the Company which was held on 22.02.2016:

- dismissed the following members of the Board from the Supervisory Board:
 - Maciej Typiński (as a Member of the Board meeting the requirements specified in § 18 paragraph 1 item 2 - 4 of the Company's Articles of Association),
 - Hang Lin,
- appointed the following persons to be members of the Supervisory Board of the Company:
 - Yu Liang Huang (as a Member of the Board meeting the requirements specified in § 18 paragraph 1 item 2 - 4 of the Company's Articles of Association),
 - Vaidyanathan Vishwanath

As at the date of approval of this report by the Supervisory Board, the Supervisory Board is composed of:

- Jubo Liu, Chairman of the Supervisory Board
- Jin Hu, a Vice Chairman of the Supervisory Board
- Dariusz Trzeciak, a Vice Chairman of the Supervisory Board,
- Marcin Dukaczewski, a Member of the Supervisory Board
- Yu Liang Huang, a Member of the Supervisory Board
- Vaidyanathan Vishwanath, a Member of the Supervisory Board
- Yanming Wang, a Member of the Supervisory Board

Composition of the Audit Committee

In the accounting year 2015, within the Supervisory Board of the Company there was functioning the Audit Committee consisting of:

- Artur Gabor - Chairman of the Audit Committee (since 22.09.2015),
- Maciej Grelowski - Chairman of the Committee (until 21.09.2015),
- Dariusz Trzeciak - a Vice Chairman of the Audit Committee,
- Marcin Dukaczewski - a Member of the Audit Committee (until 22.09.2015),
- Keith Mellors - a Member of the Audit Committee (since 22.09.2015).

Due to the changes in the composition of the Supervisory Board, in the result of resolutions adopted by the Extraordinary General Meeting of the Company held on 22.02.2016, as at the date of approval of this report by the Supervisory Board, the Audit Committee consists of:

- Jubo Liu, Chairman of the Audit Committee
- Dariusz Trzeciak, a Vice Chairman of the Audit Committee
- Marcin Dukaczewski, a Member of the Audit 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 2015 the Supervisory Board held in total 7 meetings and adopted in total 25 resolutions, some of which were adopted in writing, pursuant to § 24 of the Regulations of the Supervisory Board. The resolutions concerned, e.g.:

- approval of conclusion and execution of agreements between the Company and affiliates - subsidiaries of the Company (pursuant to § 21 clause 1 item 2) of the Articles of Association of the Company),
- opinions on credit agreements concluded by the Company,
- defining the conditions of payment of bonuses to Members of the Managing Board of the Company for 2015,
- approval of the Supervisory Board's reports for the accounting year 2014,
- consideration and opinions on draft resolutions for the Extraordinary General Meeting of the Company,
- approval of the change of insulins distributor in the territory of the People's Republic of China,
- changes in the composition of the Managing Board of the Company,
- selection of the chartered auditor of the Company,
- appointment of Chairman and Vice Chairman of the Supervisory Board.

APPENDIX NO. 4

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

on covering the loss of BIOTON S.A. for 2015

"The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Code of Commercial Companies has decided to cover the net loss of BIOTON S.A. for the accounting year 2015 in the amount of 596,550,789.09 PLN (say: five hundred ninety six million five hundred fifty thousand seven hundred eighty nine zlotys 09/100) from future profits."



**A MOTION OF THE MANAGING BOARD OF BIOTON S.A. ("COMPANY")
TO THE ORDINARY GENERAL MEETING
FOR COVERING THE NET LOSS OF THE COMPANY
FOR THE ACCOUNTING YEAR 2015**

The Managing Board of BIOTON S.A., applies for covering of the net loss of for the accounting year 2015 in the amount of 596,550,789.09 PLN (say: five hundred ninety six million five hundred fifty thousand seven hundred eighty nine zlotys 09/100) from future profits.

JUSTIFICATION

Since July 2015 significant changes have been introduced in the shareholders structure of BIOTON S.A. At present nearly 50% of Company shares are held by institutional shareholders, among which the leading role is played by two Chinese pharmaceutical concerns and a private equity investment fund. Changes in the shareholding structure resulted in changes in the business strategy of the Capital Group BIOTON S.A. which assumes, among other, cooperation with the main industrial shareholders of the Company aiming at the extension of the products portfolio of the Group, and reinforcement of its position on the global pharmaceutical market, as well as further increase of sales of insulins manufactured by the Company, both on the markets where the product is already commercialized and on new foreign markets.

In the result of the redefinition of business strategy, the Company has made a number of decisions concerning further engagement in some of the projects. Their main premise was the limitation of financial risk, reduction of operating costs of the Company, focusing the existing resources on key competence and acceleration of the financial effect of commercialization of the already owned assets on selected markets.

In the result of the process of changes there were made certain write-downs updating the value of assets in the standalone financial statement as at 31 December 2015. Total write-downs in the standalone financial statement reflected in the profit and loss account amounted to 621 million PLN (taking into account the balance of non-cash exchange rate differences).

APPENDIX NO. 5

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2015*

"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 2015 by Mr Sławomir Ziegert."

APPENDIX NO. 6

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2015*

"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 Vice President of the Managing Board of BIOTON S.A. in the period from 01 January 2015 till 02 December 2015 by Mr Adam Wilczęga."

APPENDIX NO. 7

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2015*

"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 the period from 01 January 2015 till 02 December 2015 by Mr Piotr Błaszczuk."

APPENDIX NO. 8

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2015*

"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 2015 by Mr Adam Polonek."

APPENDIX NO. 9

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 2015, including the duties of the Chairman of the Supervisory Board of BIOTON S.A. in the period from 01 January 2015 till 02 December 2015 by Mr Marcin Dukaczewski."

APPENDIX NO. 10

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 21 September 2015 till 31 December 2015, including the duties of the Chairman of the Supervisory Board of BIOTON S.A. in the period from 22 September 2015 till 31 December 2015 by Mr Keith Mellors."

APPENDIX NO. 11

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 Vice President of the Supervisory Board of BIOTON S.A. in the period from 01 January 2015 till 21 September 2015 by Mr Maciej Grelowski."

APPENDIX NO. 12

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 21 September 2015 till 31 December 2015, including the duties of a Vice Chairman of the Supervisory Board of BIOTON S.A. in the period from 22 September 2015 till 31 December 2015 by Mr Jin Hu."

APPENDIX NO. 13

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 Vice Chairman of the Supervisory Board of BIOTON S.A. in 2015 by Mr Dariusz Trzeciak."

APPENDIX NO. 14

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 1 January 2015 till 21 September 2015 by Mr Tomasz Buzuk."

APPENDIX NO. 15

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 21 September 2015 till 31 September 2015 by Mr Artur Gabor."

APPENDIX NO. 16

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 1 January 2015 till 21 September 2015 by Mr Wojciech Grzybowski."

APPENDIX NO. 17

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 01 January 2015 till 21 September 2015 by Ms. Barbara Ratnicka-Kiczka."

APPENDIX NO. 18

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 21 September 2015 till 31 September 2015 by Mr Jacek Ślotała."

APPENDIX NO. 19

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 1 January 2015 till 21 September 2015 by Mr Wiesław Walendziak."

APPENDIX NO. 20

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2015*

"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 from 21 September 2015 till 31 September 2015 by Ms. Xue (Carrie) Xiang."

APPENDIX NO. 21

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

on establishing the number of members of the Supervisory Board of BIOTON S.A. with regard to expiration, as of the date of this Ordinary General Meeting, of the mandates of the members of the Supervisory Board

“The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to § 17 clause 4 of the Company's Articles of Association and pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 17 clause 1 of the Articles of Association of the Company determines that the Supervisory Board of the Company shall comprise of [●] (●) members.”

APPENDIX NO. 22

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

on appointing members of the Supervisory Board of BIOTON S.A. with regard to expiration as of the day of this Ordinary General Meeting of the mandates of the members of the Supervisory Board

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 17 clause 2 item 3 of the Articles of Association appoints Mr [•] Ms. [•] to be members of the Supervisory Board."

APPENDIX NO. 23

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 28 June 2016**

on appointment of a member of the Supervisory Board of BIOTON S.A. meeting the requirements specified in § 18 clause 1 items 2-4 of the Articles of Association of BIOTON S.A. due to expiration as of the day of this Ordinary General Meeting of the mandates of the members of the Supervisory Board

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to § 17 clause 1 item 3 of the Articles of Association of the Company in conjunction with § 18 clause 3 appoints Mr [•] Ms. [•] to be a member of the Supervisory Board."

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