



**ORDINARY GENERAL MEETING OF
BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 30 JUNE 2014**

FORM OF THE POWER OF ATTORNEY

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

and I (we) hereby authorise:

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

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

or

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

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

or

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

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

The proxy is entitled to represent the Shareholder at the Ordinary General Meeting of the Company, convened to be held on 30 June 2014, at 14:00 (2:00 p.m.), at the Company's premises at Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki („**Ordinary General Meeting**”, „**OGM**”), 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 ORDINARY 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 LIGHT OF THE ABOVE INFORMATION DUTIES, THE COMPANY'S MANAGING BOARD EMPHASIZES THAT THE SHAREHOLDERS WHO INTEND TO GRANT A POWER OF ATTORNEY TO VOTE TO ANY OF THE MANAGING BOARD MEMBERS SHOULD ATTACH A DULY FILLED OUT AND BINDING VOTING INSTRUCTIONS, OTHERWISE THE MANAGING BOARD WILL VOTE (i) IN FAVOUR OF THE RESOLUTIONS AS PROPOSED BY THE MANAGING BOARD; (ii) IN FAVOUR OF THE DRAFT RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH DO NOT MATERIALLY CHANGE THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD; AND (iii) AGAINST RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH CONTRADICT THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD.

IMPORTANT INFORMATION:

Appointment of proxy – explanations:

Based on this form a Shareholder is given the opportunity to appoint the following individuals as its proxy: (i) the President of the Managing Board of the Company; or (ii) any designated individual; or (iii) any entity other than an individual.

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

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

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

Power of attorney granted in electronic form

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

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

Identification of Shareholder

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

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

Identification of proxy

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

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

INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

The Ordinary General Meeting of BIOTON S.A. convened to be held on 30 June 2014 at 14:00 (2 p.m.) at the Company's premises at Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

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 2013

(Draft resolution – Schedule No. 1)

For

Against

Abstain

At the proxy's discretion

Filing an observation

Number of shares:

Number of shares:

Number of shares:

Number of shares:

Other* (in case of submitting other draft resolutions than the ones suggested by the Managing Board):

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 2013

(Draft resolution – Schedule No. 2)

For

Against

Abstain

At the proxy's discretion

Filing an observation

Number of shares:

Number of shares:

Number of shares:

Number of shares:

Other (in case of submitting other draft resolutions than the ones suggested by the Managing Board):

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

ITEM 5 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE REPORTS OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2013

(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 (in case of submitting other draft resolutions than the ones suggested by the Managing Board):			

ITEM 6 OF THE AGENDA – ADOPTING A RESOLUTION ON COVERING THE NET LOSS OF BIOTON S.A. FOR 2013

(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 (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 THE PRESIDENT OF THE MANAGING BOARD OF BIOTON S.A. IN 2013 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 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 2013 BY MR ADAM WILCZEGA

(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 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 2013 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 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 2013 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 8 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 THE PERIOD BETWEEN 1 JANUARY 2013 AND 3 DECEMBER 2013, INCLUDING FULFILMENT OF DUTIES OF A CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 1 JANUARY 2013 AND 24 JUNE 2013 AND BETWEEN 9 OCTOBER 2013 AND 3 DECEMBER 2013 BY MR RYSZARD KRAUZE

(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 (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 VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 1 JANUARY 2013 AND 24 JUNE 2013 BY MR ZYGMUNT SOLORZ - ŻAK

(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 (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 MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2013, INCLUDING FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 9 OCTOBER 2013 AND 18 DECEMBER 2013 AND THE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 18 DECEMBER 2013 AND 31 DECEMBER 2013 BY MR MARCIN DUKACZEWSKI

(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 8 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 2013, INCLUDING FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE MANAGING BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 18 DECEMBER 2013 AND 31 DECEMBER 2013 BY MR MACIEJ GRELOWSKI

(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 8 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 THE PERIOD BETWEEN 24 JUNE 2013 AND 31 DECEMBER 2013, INCLUDING FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 9 OCTOBER 2013 AND 31 DECEMBER 2013 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 (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 MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2013, INCLUDING FULFILMENT OF DUTIES OF A VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 28 MAY 2013 AND 24 JUNE 2013 BY MR WIESŁAW WALENDZIAK

(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 (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 A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 1 JANUARY 2013 AND 24 JUNE 2013 BY MR PIOTR BOROWICZ

(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 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 1 JANUARY 2013 AND 24 JUNE 2013 BY MR LEON BUSHARA

(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 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 2013 BY MR TOMASZ BUZUK

(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 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 1 JANUARY 2013 AND 24 JUNE 2013 BY MR WALDEMAR DĄBROWSKI

(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 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 2013 BY MS BARBARA RATNICKA - KICZKA

(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 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 1 JANUARY 2013 AND 4 JUNE 2013 BY MR ANDRE SPARK

(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 9 OF THE AGENDA – ADOPTING A RESOLUTION ON THE CHANGES OF THE STATUTE OF BIOTON S.A.

(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 10 OF THE AGENDA – ADOPTING A RESOLUTION ON ESTABLISHING THE NUMBER OF MEMBERS OF THE SUPERVISORY BOARD OF BIOTON S.A.

(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>			

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 achieving of the objectives of the resolutions proposed by the Managing Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Managing Board or prevent the achieving of the objectives of the resolutions proposed by the Managing Board.

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

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

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

Please, note that the draft resolutions attached hereto may differ from the draft resolutions subject to voting at the 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.

SCHEDULE NO. 1

RESOLUTION NO. [•] of the Ordinary General Meeting of BIOTON Spółka Akcyjna dated 30 June 2014

*on revising and approving
the Managing Board's report on the operation of BIOTON S.A.
and financial statement of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. („**Company**”) acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code, 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 2013, 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 2013, closing with the total assets and liabilities balance sum of 1,980,527 kPLN (in words: one billion nine hundred eighty million five hundred twenty seven thousand zlotys),
- 2) profit and loss account for the period between 01 January 2013 and 31 December 2013, showing net loss in the amount of 5,246 kPLN (in words: five million two hundred forty six thousand zloty),
- 3) total income statement for the period between 01 January 2013 and 31 December 2013 showing negative total income in the amount of 5,246 kPLN (in words: five million two hundred forty six thousand zlotys),
- 4) statement of changes in the equity capital for the period between 01 January 2013 and 31 December 2013 showing an increase of the equity capital by the amount of 65.667 kPLN (in words: sixty five million six hundred sixty seven zlotys),
- 5) cash flow statement for the period between 01 January 2013 and 31 December 2013, showing a decrease of cash by the amount of 10.371 kPLN (in words: ten million three hundred seventy one thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information.”

SCHEDULE NO. 2

RESOLUTION NO. [•] of the Ordinary General Meeting of BIOTON Spółka Akcyjna dated 30 June 2014

*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 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 395 § 5 of the Commercial Companies Code, 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 2013, 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 2013, closing with the total assets and liabilities balance sum of 1,890,798 kPLN (in words: one billion eight hundred ninety million seven hundred ninety eight thousand zlotys),
- 2) consolidated profit and loss account for the period between 01 January 2013 and 31 December 2013, showing net loss in the amount of 6,369 kPLN (in words: six million three hundred sixty nine thousand zlotys),
- 3) consolidated total income statement for the period between 01 January 2013 and 31 December 2013 showing negative total income in the amount of 13,616 kPLN (in words: thirteen million six hundred sixteen thousand zlotys),
- 4) statement of changes in the consolidated equity capital in the period between 01 January 2013 and 31 December 2013 showing an increase of the equity capital by the amount of 48.480 kPLN (in words: forty eight million four hundred eighty thousand zlotys),
- 5) consolidated cash flow statement for the period between 01 January 2013 and 31 December 2013, showing a decrease of the net cash by the amount of 13,986 kPLN (say: thirteen million nine hundred eighty six thousand zlotys),
- 6) additional information, including information on the adopted accounting policy and other explanatory information.”

SCHEDULE NO. 3

RESOLUTION NO. [•] of the Ordinary General Meeting of of BIOTON Spółka Akcyjna dated 30 June 2014

*on revising and approving the reports of the Supervisory Board of BIOTON S.A.
for 2013*

„The Ordinary General Meeting of BIOTON S.A. („**Company**”) acting pursuant to Art. 382 § 3 and Art. 395 § 5 of the Commercial Companies Code and according to the rule III.1.1 „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 2013, (ii) the financial statement of the Company for the accounting year 2013, (iii) the Managing Board's report on the operation of the Capital Group BIOTON S.A. in 2013, (iv) the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2013 and (v) the petition of the Managing Board concerning covering of loss for the accounting year 2013,
- 2) assessment of Company situation in 2013 and
- 3) report on the operation of the Supervisory Board of the Company in 2013.”

REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA FOR THE ACCOUNTING YEAR ENDED ON 31 DECEMBER 2013

Pursuant to Art. 382 § 3 of the Commercial Companies Code 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 2013 covering:
 - balance sheet drawn up as at 31 December 2013, closing with the total assets and liabilities balance sum of 1,980,527 kPLN (in words: one billion nine hundred eighty million five hundred twenty seven thousand zlotys),
 - profit and loss account for the period between 01 January 2013 and 31 December 2013, showing net loss in the amount of 5,246 kPLN (in words: five million two hundred forty six thousand zloty),
 - total income statement for the period between 01 January 2013 and 31 December 2013 showing negative total income in the amount of 5,246 kPLN (in words: five million two hundred forty six thousand zlotys),
 - statement of changes in the equity capital for the period between 01 January 2013 and 31 December 2013 showing an increase of the equity capital by the amount of 65.667 kPLN (in words: sixty five million six hundred sixty seven zlotys),
 - cash flow statement for the period between 01 January 2013 and 31 December 2013, showing a decrease of cash by the amount of 10.371 kPLN (in words: ten million three hundred seventy one 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 2013,
- 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 2013 from 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 2013 covering:
 - consolidated balance sheet drawn up as at 31 December 2013, closing with the total assets and liabilities balance sum of 1,890,798 kPLN (in words: one billion eight hundred ninety million seven hundred ninety eight thousand zlotys),
 - consolidated profit and loss account for the period between 01 January 2013 and 31 December 2013, showing net loss in the amount of 6,369 kPLN (in words: six million three hundred sixty nine thousand zlotys),
 - consolidated total income statement for the period between 01 January 2013 and 31 December 2013 showing negative total income in the amount of 13,616 kPLN (in words: thirteen million six hundred sixteen thousand zlotys),
 - statement of changes in the consolidated equity capital in the period between 01 January 2013 and 31 December 2013 showing an increase of the equity capital by the

amount of 48.480 kPLN (in words: forty eight million four hundred eighty thousand zlotys),

- consolidated cash flow statement for the period between 01 January 2013 and 31 December 2013, showing a decrease of the net cash by the amount of 13,986 kPLN (say: thirteen million nine hundred eighty six 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 2013.

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 2013 (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 2013, 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 2013 as well as their financial reports for the accounting year 01 January 2013 - 31 December 2013,
 - 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 Statute of the Company,
2. reports on the operation of the Company and the Group in the accounting year 2013 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 2013,
2. approval of the Managing Board's report on the operation of the Company in the accounting year ended on 31 December 2013,

3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2013,
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 2013,
5. adopting a resolution on covering the net loss of the Company for the accounting year 2013 in the amount of 5,245,782.05 PLN (in words: five million two hundred forty five seven hundred eighty two zlotys 05/100) from 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 2013.

**ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.
OF THE COMPANY SITUATION IN 2013
(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 2013 and after getting familiar with the chartered auditor's opinion on the audit of the financial statement of the Company, assesses positively both the financial situation of the Company and its prospective development.

- (i) the increase of standalone revenues from sales (in particular the insulins manufactured by the Company) by 31% up to the level of 175,614 kPLN as compared with 133,899 kPLN in 2012,
- (ii) the reduction of general management costs down to the level of 31,197 kPLN as compared with 43,877 kPLN in 2012,
- (iii) the decrease of Company's indebtedness from the bonds issued, by the amount of 21.9 million PLN, up to the level of 79.2 million PLN,
- (iv) the decrease of Company's indebtedness due to credits granted, by the amount of 11.5 million PLN, down to the level of 74.5 million PLN,

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, especially as regards R&D works aiming at trading with insulin analogues in the market.

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 Supervisory Board assesses positively the fact that the Company obtained the rights to sell insulin in global markets as from 2014. In the opinion of the Supervisory Board it is an opportunity to commercialize Company's insulins in new markets, which had so far been unavailable. The Supervisory Board values positively the fact that a subsidiary of the Company obtained registration of the innovative sustained release growth hormone in the territory of the European Union.

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 the view of the above, after taking into account the opinion of the chartered auditor and opinions and recommendations 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 2013

Pursuant to the Commercial Companies Code of the Supervisory Board constantly supervises all scopes of activities of the Company. Beside the Commercial Companies Code operations of the Supervisory Board are based on: the Statute 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 01.01.2013 the composition of the Supervisory Board was as follows:

- Ryszard Krauze – the Chairman of the Supervisory Board,
- Zygmunt Solorz–Żak - the Vice Chairman of the Board,
- Piotr Borowicz - a Member of the Board,
- Leon Bushara - a Member of the Board,
- Tomasz Buzuk - a Member of the Board,
- Waldemar Dąbrowski - a Member of the Board,
- Marcin Dukaczewski - a Member of the Board,
- Maciej Grelowski - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Andre Spark - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

On 04.06.2013 Mr Andre Spark resigned from the function of a Member of the Supervisory Board.

Due to the fact that the terms of office of members of the Supervisory Board of the Company have expired on 24.06.2013, the Ordinary General Meeting appointed Members of the Supervisory Board for the new term:

- Mr Ryszard Krauze,
- Mr Tomasz Buzuk,
- Mr Marcin Dukaczewski,
- Mr Maciej Grelowski,
- Ms Barbara Ratnicka - Kiczka,
- Mr Dariusz Trzeciak (as a Member of the Board complying with the requirements specified under § 18 clause 1 sub-clause 2 - 4 of the Statute of the Company),
- Mr Wiesław Walendziak.

On 09.10.2013 Mr Dariusz Trzeciak and Mr Marcin Dukaczewski were appointed by the Supervisory Board for the functions of Vice Chairmen of the Supervisory Board.

On 03.12.2013 Mr Ryszard Krauze resigned from the function of the Chairman and a Member of the Supervisory Board of the Company.

On 18.12.2013 Mr Marcin Dukaczewski was dismissed by the Supervisory Board from the function of the Vice Chairman of the Supervisory Board and appointed for the function of the Chairman of the Supervisory Board.

On 18.12.2013 Mr Marcin Grelowski was appointed by the Supervisory Board for the function of the Vice Chairman of the Supervisory Board.

On 31.12.2013 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.

Composition of the Audit Committee

On 01.01.2013 the Audit Committee consisted of:

- Maciej Grelowski - the Chairman of the Committee,
- Wiesław Walendziak - the Vice Chairman of the Committee,
- Marcin Dukaczewski - a Member of the Committee.

With regard to the changes of composition of the Supervisory Boards due to the appointment of new members of the Board by the Ordinary General Meeting of the Company on 24.06.2013, on 09.10.2013 the Supervisory Board changed the composition of the Audit Committee and appointed the following members of the Board to hold the following functions:

- Maciej Grelowski - the Chairman of the Committee,
- Dariusz Trzeciak - the 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 2013 the Supervisory Board adopted in total 18 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 Supervisory Board's reports for the accounting year 2012,
- consideration and opinions on draft resolutions for the Extraordinary General Meeting of the Company,
- appointment of the Chairman and Vice Chairmen of the Supervisory Board,
- appointment of members of the Audit Committee,
- delegation of duties within the Managing Board of the Company and approval of the Company's organisation structure,
- determination of the remuneration of members of the Managing Board,
- amendment to the conditions of issue of series A bonds,
- approval of the issue price of Company shares issued within the conditional capital,
- approval of conclusion and execution of agreements between the Company and its subsidiaries (pursuant to §21 clause 1 item 2) of the Statute of the Company),
- selection of the chartered auditor.

SCHEDULE NO. 4

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

on covering the loss of BIOTON S.A. for 2013

„The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code has decided to cover the net loss of BIOTON S.A. for the accounting year 2013 in the amount of 5,245,782.05 PLN (in words: five million two hundred forty five thousand seven hundred eighty two zlotys 05/100) from the supplementary capital of BIOTON S.A.”

**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 2013**

The Managing Board of BIOTON S.A., applies for covering the net loss for the accounting year 2013 in the amount of 5,245,782.05 PLN (in words: five million two hundred forty five thousand seven hundred eighty two zlotys 05/100) from the supplementary capital of BIOTON S.A.

JUSTIFICATION

The net loss in the Company for the accounting year 2013 is mainly the consequence of statistical / non-cash exchange rate translation differences recorded as financial costs in the amount of over 16 million PLN, which due to fluctuation of exchange rates USD/PLN and EUR/ PLN at the beginning and at the end of the year resulted in loss on the gross level. Another factor affecting the value of net loss was deferred tax in the amount of 4.6 million PLN being the result of settlement of loss from previous years.

SCHEDULE NO. 5

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the President of the Managing Board of BIOTON S.A. in 2013 by Mr Sławomir Ziegert.”

SCHEDULE NO. 6

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the Vice President of the Managing Board of BIOTON S.A. in 2013 by Mr Adam Wilczęga.”

SCHEDULE NO. 7

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2013 by Mr Piotr Błaszczuk.”

SCHEDULE NO. 8

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2013 by Mr Adam Polonek.”

SCHEDULE NO. 9

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Ryszard Krauze in the period between 1 January 2013 and 3 December 2013, including fulfilment of duties of a Chairman of the Supervisory Board of BIOTON S.A. in the period between 1 January 2013 and 24 June 2013 and between 9 October 2013 and 3 December 2013.”

SCHEDULE NO. 10

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in the period between 1 January 2013 and 24 June 2013 by Mr Zygmunt Solorz - Żak.”

SCHEDULE NO. 11

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2013 by Mr Marcin Dukaczewski, including fulfilment of duties of a Vice Chairman of the Supervisory Board of BIOTON S.A. in the period between 9 October 2013 and 18 December 2013 and the Chairman of the Supervisory Board of BIOTON S.A. in the period between 18 December 2013 and 31 December 2013.”

SCHEDULE NO. 12

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2013 by Mr Maciej Grelowski, including fulfilment of duties of a Vice Chairman of the Managing Board of BIOTON S.A. in the period between 18 December 2013 and 31 December 2013.”

SCHEDULE NO. 13

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Dariusz Trzeciak in the period between 24 June 2013 and 31 December 2013, including fulfilment of duties of a Vice Chairman of the Supervisory Board of BIOTON S.A. in the period between 9 October 2013 and 31 December 2013.”

SCHEDULE NO. 14

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Wiesław Walendziak in 2013, including fulfilment of duties of a Vice Chairman of the Supervisory Board of BIOTON S.A. in the period between 28 May 2013 and 24 June 2013.”

SCHEDULE NO. 15

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Piotr Borowicz in the period between 1 January 2013 and 24 June 2013.”

SCHEDULE NO. 16

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Leon Bushara in the period between 1 January 2013 and 24 June 2013.”

SCHEDULE NO. 17

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Tomasz Buzuk in 2013.”

SCHEDULE NO. 18

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Waldemar Dąbrowski in the period between 1 January 2013 and 24 June 2013.”

SCHEDULE NO. 19

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Ms Barbara Ratnicka-Kiczka in 2013.”

SCHEDULE NO. 20

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2013*

„The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. by Mr Andre Spark in the period between 1 January 2013 and 4 June 2013.”

SCHEDULE NO. 21**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2014**

on changes of the Statute of BIOTON S.A.

„§ 1

Acting pursuant to Art. 430 of the Commercial Companies Code, the Ordinary General Meeting of BIOTON S.A. („Company”) has decided to change § 6 of the Statute of the Company by adding item No. 53) reading as follow: „53) rental and lease of personal cars and delivery vans (PKD 77.11.Z)”. After the change of § 6 of the Statute of the Company shall read as follows:

„§ 6

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

- 1) *Manufacture of homogenised food preparations and dietetic food (PKD 10.86.Z)*
- 2) *Book publishing (PKD 58.11.Z)*
- 3) *Publishing of newspapers (PKD 58.13.Z)*
- 4) *Publishing of journals and periodicals (PKD 58.14.Z)*
- 5) *Sound recording and music publishing activities (PKD 59.20.Z)*
- 6) *Other publishing activities (PKD 58.19.Z)*
- 7) *Other printing (PKD 18.12.Z)*
- 8) *Manufacture of other inorganic basic chemicals (PKD 20.13.Z)*
- 9) *Manufacture of other organic basic chemicals (PKD 20.14.Z)*
- 10) *Manufacture of pesticides and other agrochemical products (PKD 20.20.Z)*
- 11) *Manufacture of basic pharmaceutical products (PKD 21.10.Z)*
- 12) *Manufacture of drugs and pharmaceutical preparations (PKD 21.20.Z)*
- 13) *Manufacture of medical and dental instruments and supplies (PKD 32.50.Z)*
- 14) *Manufacture of soap and detergents, cleaning and polishing preparations (PKD 20.41.Z)*
- 15) *Manufacture of perfumes and toilet preparations (PKD 20.42.Z)*
- 16) *Manufacture of non-domestic cooling and ventilation equipment (PKD 28.25.Z)*
- 17) *Repair and maintenance of machinery (PKD 33.12.Z)*
- 18) *Installation of industrial machinery and equipment (PKD 33.20.Z)*
- 19) *Manufacture of irradiation, electromedical and electrotherapeutic equipment (PKD 26.60.Z)*
- 20) *Manufacture of office and shop furniture (PKD 31.01.Z)*
- 21) *Wholesale of perfume and cosmetics (PKD 46.45.Z)*
- 22) *Wholesale of pharmaceutical and medical goods (PKD 46.46.Z)*
- 23) *Wholesale of chemical products (PKD 46.75.Z)*

- 24) *Dispensing chemist in specialised stores (PKD 47.73.Z)*
- 25) *Retail sale of medical and orthopaedic goods in specialised stores (PKD 47.74.Z)*
- 26) *Retail sale of cosmetic and toilet articles in specialised stores (PKD 47.75.Z)*
- 27) *Buying and selling of own real estate (PKD 68.10.Z)*
- 28) *Renting and operating of own or leased real estate (PKD 68.20.Z)*
- 29) *Research and experimental development on other natural sciences and engineering (PKD 72.19.Z)*
- 30) *Market research and public opinion polling (PKD 73.20.Z)*
- 31) *Business and other management consultancy activities (PKD 70.22.Z)*
- 32) *Other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z)*
- 33) *Architectural activities (PKD 71.11.Z)*
- 34) *Engineering activities and related technical consultancy (71.12.Z)*
- 35) *Advertising agencies (PKD 73.11.Z)*
- 36) *Packaging activities (PKD 82.92.Z)*
- 37) *Water collection, treatment and supply (PKD 36.00.Z)*
- 38) *Sewage disposal and treatment (PKD 37.00.Z)*
- 39) *Collection of non-hazardous waste (PKD 38.11.Z)*
- 40) *Collection of hazardous waste (PKD 38.12.Z)*
- 41) *Treatment and disposal of non-hazardous waste (PKD 38.21.Z)*
- 42) *Treatment and disposal of hazardous waste (PKD 38.22.Z)*
- 43) *Manufacture of other food products not elsewhere classified (PKD 10.89.Z)*
- 44) *Wholesale of other food products (PKD 46.38.Z)*
- 45) *Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z)*
- 46) *Office administrative and support activities (PKD 82.11.Z)*
- 47) *Photocopying, document preparation and other specialised office support activities (PKD 82.19.Z)*
- 48) *Activities of collection agencies and credit bureaus (PKD 82.91.Z)*
- 49) *Other business support service activities not elsewhere classified. (PKD 82.99.Z)*
- 50) *Other non-school education not elsewhere classified (PKD 85.59.B)*
- 51) *Educational support activities (PKD 85.60.Z)*
- 52) *Other human health activities, not elsewhere classified (PKD 86.90.E)*
- 53) *Rental and lease of personal cars and delivery vans (PKD 77.11.Z). ”.*

§ 2

Acting pursuant to Art. 430 of the Commercial Companies Code, in order to match the reading of the Statute as regards the value of conditional capital to the actual situation, due to unsuccessful issue of Company series C bonds convertible into series B shares the Ordinary Shareholders Meeting of the

Company has decided to amend § 11a of the Statute of the Company by providing it with the new reading as follows:

„§ 11a

- 1. The conditional share capital of the company amounts to no more than PLN 26,880,000.00 PLN (twenty-six million, eight hundred and eighty thousand zloty) and is divided up into to:
 - a) 1,324,000 (one million, three hundred and twenty-four thousand) series O ordinary bearer shares with a nominal value of PLN 20.00 (twenty zloty) each;*
 - b) 20,000 (twenty thousand) series P ordinary bearer shares with a nominal value of PLN 20.00 (twenty zloty) each.**
- 2. The objective of the conditional increase of the share capital referred to in § 11a section 1 a) is to grant the right to subscribe for series O shares to the holders of subscription warrants issued by the company under resolution No. 4 of the Extraordinary Meeting of Shareholders dated 6 April 2009.*
- 3. The objective of the conditional increase of the share capital referred to in § 11a section 1 b) is to grant the right to subscribe for series P shares to the holders of subscription warrants issued by the company under resolution No. 5 of the Extraordinary Meeting of Shareholders dated 6 April 2009.”.*

§ 3

The resolution shall enter into force upon being adopted.”

Justification:

The extension of the object of Company operations by rental and lease of personal cars and delivery vans is due to the fact that the Company intends to render that kind of service to a subsidiary of the Company – BIOTON MARKETING AGENCY Sp. z o.o. with the seat in Macierzysz.

Cancellation of a part of the conditional capital of the Company in the amount of 79,200,000.00 PLN, divided into 3,960,000 ordinary bearer series B shares of the nominal value 20.00 PLN each is caused by expiration of rights to acquire series B shares by the holders of series C bonds convertible into shares as the issue of series C bonds was not successful. The purpose of issue of series C shares convertible into shares was the redemption of 3-year series B bonds issued by the Company on 29.07.2013.

SCHEDULE NO. 22

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 30 June 2014**

on establishing the number of members of the Supervisory Board of BIOTON S.A.

“The Ordinary General Meeting of BIOTON S.A., acting pursuant to § 17 clause 4 of the Statute and according to Article 385 §1 of the Commercial Companies Code and § 17 clause 1 of the Statute determines that the Supervisory Board of the Company shall comprise of 6 (six) members.”

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