

BIOTON S.A. („**Company**”), acting pursuant to § 38 paragraph 1 item 3 of 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), hereby submits the reading of the resolution of the Extraordinary General Meeting of the Company which was held on 17.12.2013. (“**General Meeting**”).

**To item 3 of the agenda**

**RESOLUTION No. 1  
of the Extraordinary General Meeting  
of BIOTON Spółka Akcyjna  
of 17 December 2013**

*on change of the Resolution No. 2 of the Extraordinary General Meeting of BIOTON S.A.  
of 30 September 2013*

“The Extraordinary General Meeting of BIOTON S.A. (“**Company**”) agrees as follows:

**§1**

The Resolution No. 2 of the Extraordinary General Meeting of the Company held on 30 September 2013 on consolidation (reverse split) of shares and amendments to the Statute of the Company is hereby changed in such manner that § 2 clause 2 of the same resolution shall have the following reading:

"2. Consolidation shortages shall be supplemented with shares being the ownership of the shareholder who, on the grounds of the agreement between the said shareholder and the Company, shall waive his shareholding rights, free of charge, in favour of the shareholders holding consolidation shortages so as to make it possible for the holders of such consolidation shortages to receive one new share of the Company of the new nominal value of 20.00 PLN (twenty zloty), provided that the General Meeting of the Company adopts a resolution on consolidation of Company shares by the ratio (100:1) and appropriate amendment to the Company's Statute and registration of the said amendment by the registration court in the entrepreneurs register of the National Court Register and provided that the Managing Board of the Company indicates a Reference Day for its execution taking effect as of the day of execution of the consolidation of Company shares in the depository for securities kept by the National Depository for Securities ("**NDS**"). With regard to the above, in the result of the consolidation, each consolidation shortage, as at the Reference Date, i.e. the shares of the nominal value 0.20 PLN each, in the number between 1 (one) and 99 (ninety nine), shall entitle to the receipt, in return for the shares constituting such shortage, one share of the nominal value 20.00 PLN (twenty zloty), whereas the rights of the shareholder named in the first sentence shall be reduced by the same number of such shares which is required to supplement each of such consolidation shortages, to one share of the nominal value of 20.00 PLN (twenty zloty). Should it turn out that the liquidation of all consolidation shortages in the above mentioned manner is not possible, then the process of consolidation of shares of the Company may not take place."

**§2**

The resolution shall enter into force upon being adopted."

Voting on the above resolution was participated by the Shareholders of the Company who own in total 1,509,509,905 shares, out of which valid votes were cast, which constituted 17.58 % of the share capital of the Company, out of which 1,509,509,905 votes were cast in open ballot, where:

- 1,507,242.101 votes were „for”,
- 1,383,893 votes were „against”,
- 883,911 votes were abstained.

#### **To item 4 of the agenda**

Due to the fact that the requirement of presence of Shareholders representing at least 1/3 of the share capital of the Company has not been met, the General Meeting abstained from voting over the draft resolution covered by this item of the Agenda, i.e. the resolution on issue of bonds convertible to B series shares. This resolution will be put to the vote of the Extraordinary General Meeting of the Company convened to be held on 18.12.2013, during which the requirement of presence of Shareholders representing at least 1/3 of the share capital of the Company will not apply.