

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 resolutions of the Extraordinary General Meeting of the Company which was held on 30.09.2013.

To item 3 of the agenda

**RESOLUTION No. 1
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 30 September 2013**

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

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

§ 1

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

§ 2

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

Shares. The above mentioned opinion of the Managing Board of the Company shall constitute a schedule to this Resolution.

§ 3

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

„§ 8

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

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

„§ 11a

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

subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.

3. The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009."

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

§ 4

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

§ 5

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

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

§ 6

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,908,358,889 shares, out of which valid votes were cast, which constituted 33.87 % of the share capital of the Company, out of which 2,908,358,889 votes were cast in open ballot, where:

- 2,905,309,978 votes were „for”,
- 0 votes were „against”,
- 3,048,911 votes were abstained.

To item 4 of the agenda

**RESOLUTION No. 2
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
of 30 September 2013**

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

“Due to the fact that:

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

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

§ 1

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

§ 2

1. If, in the course of consolidation of shares, there occur the so called "consolidation remains", i.e. such number of shares of the so far nominal value 0.20 PLN (twenty groszy), held by the shareholders which, according to the presumed exchange ratio (100:1), do not translate into one share of the nominal value 20 PLN (twenty zlotys), the consolidation of shares shall be made in such manner that the shareholders holding such shares constituting consolidation remains shall receive one share of the new nominal value, each.

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

§ 3

Authorizations for the Managing Board

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

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

- 6) conclude an agreement with shareholders on supplementation of consolidation shortages, referred to under § 2 clause 2 above.

§ 4

Amendments to the Statute

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

„§ 8

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

“§ 11a

1. *The conditional share capital of the Company amounts to not more than 26,880,000.00 PLN (twenty six million eight hundred eighty thousand zlotys) and is divided into not more than:
 - a) 1,324,000 (one million three hundred twenty four thousand) ordinary bearer series O shares of the nominal value 20.00 PLN (twenty zlotys) each;
 - b) 20,000 (twenty thousand) ordinary bearer series P shares of the nominal value 20.00 PLN (twenty zlotys) each.*
 2. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 a) is to grant the pre-emptive right to series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.*
 3. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1 b) is to grant the pre-emptive right to series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009."*
2. The Supervisory Board is hereby authorized to determine the uniform text of the Statute taking into account the changes resulting from the provisions hereof.

§ 5

Effective date

This resolution shall take effect provided that the increase of the share capital of the Company is registered by the appropriate District Court on the grounds of the resolution No 1 of 30 September 2013 of the Extraordinary General Meeting of the Company and the shares issued under the above mentioned increase of the share capital are admitted to trade in the regulated market of the Warsaw Stock Exchange.”

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,908,358,889 shares, out of which valid votes were cast, which constituted 33.87 % of the share capital of the Company, out of which 2,908,358,889 votes were cast in open ballot, where:

- 2,904,731,776 votes were „for”,

- 578,202 votes were „against”,
- 3,048,911 votes were abstained.