

**ANNOUNCEMENT
OF THE MANAGING BOARD OF BIOTON SPÓŁKA AKCYJNA
ON CONVENING THE ORDINARY GENERAL MEETING**

The Managing Board of BIOTON Spółka Akcyjna with the registered seat in Warsaw ("Company") acting pursuant to Art. 399 § 1, with regard to Art. 402¹ and 402² the Code of Commercial Companies („CCC”), convenes the Ordinary General Meeting („OGM”) to be held on 30 June 2012, at 13.00 (1:00 p.m.), in Warsaw on the Company premises at ul. Starościńska 5, 02-516 Warsaw.

Agenda:

1. Opening of the OGM session;
2. Drawing up of the attendance list, establishing that the OGM has been properly convened and is capable of adopting resolutions;
3. Election of the Returning Committee;
4. Adopting the agenda of the OGM;
5. Adopting a resolution on reviewing and approving of the Managing Board's report on the operation of the Company and financial statement for the accounting year 2011.
6. Adopting a resolution on reviewing and approving of 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. for the accounting year 2011.
7. Adopting a resolution on reviewing and approving of the reports of the Supervisory Board of the Company for the accounting year 2011.
8. Adopting a resolution on apportionment of the Company profit for the accounting year 2011.
9. Adopting a resolution on acknowledgement of the fulfilment of duties by the members of the Managing Board of the Company in the accounting year 2011.
10. Adopting a resolutions on acknowledgement of the fulfilment of duties by the members of the Supervisory Board of the Company in the accounting year 2011.
11. Adopting a resolution on amending the Company's Statute and the adopting uniform text of the Company's Statute;
12. Adopting a resolution on establishing the number of members of the Supervisory Board of the Comapany;
13. Closing of the OGM session.

Information for shareholders

The right to participate in the OGM

The Managing Board of the Company informs that according to Art. 406¹ of the Code of Commercial Companies, only the persons who are shareholders of the Company 16 days prior to the OGM, i.e. on 14 June 2012 (the date of registration of participation in the OGM,

hereinafter referred to as "**Registration Date**") shall be entitled to participate in the OGM, provided that they submit to the entity keeping their securities account the demand for issuing personal certificate on the right to participate in the OGM in the period between the announcement on convening the OGM and the first banking day following the Registration Date, i.e. until 15 June 2012.

A list of shareholders entitled to participate in the OGM shall be prepared on the basis of the list made available by the entity holding the depository for securities (Krajowy Depozyt Papierów Wartościowych S.A. - The National Depository for Securities) and will be laid out in the Managing Board's premises (Macierzysz, ul. Poznańska 12), at 10.00 a.m.-04.00 p.m., for 3 working days before the OGM, i.e. on 27-29 June 2012.

Within three working days prior to the OGM, a shareholder of the Company may demand sending him the list of the shareholders, free of charge, by e-mail, providing the e-mail address to which such list should be sent. The demand should be made in writing, signed by the shareholder or by persons authorized to represent him and delivered to the address wza@bioton.pl in „pdf” form or other form readable to the Company or sent by fax to +48 (022) 721 13 33. The demand should have enclosed copies confirming identity of the shareholder or persons acting on his behalf, including:

- (i) in case of a shareholder being a natural person- a copy of the ID card, passport or other official document confirming identity of the shareholder; or
- (ii) in case of a shareholder other than a natural person – a copy of the excerpt of appropriate register or other document confirming authorization of a natural person (natural persons) to represent the shareholder at OGM (e.g. uninterrupted sequence of powers of attorney), or
- (iii) in case a demand is submitted by an attorney – a copy of the power of attorney signed by the shareholder or by persons authorized to represent him and a copy of ID card, passport or other official document confirming identity of the attorney or in case of an attorney other than a natural person - a copy of an excerpt of appropriate register or other document confirming authorization of the natural person (natural persons) to represent the attorney at the OGM (e.g. uninterrupted sequence of powers of attorney) and ID card, passport or other official ID document of the natural person (natural persons) authorized to represent the attorney at the OGM.

Selected rights of the shareholders pertaining to the OGM

A shareholder or shareholders representing at least 1/20 of the initial capital of the Company are entitled to:

- (i) demand that specific issues are included in the agenda of the OGM; such demand should be submitted to the Managing Board of the Company not later than twenty one days prior to the date of the OGM, i.e. until 9 June 2012; the demand should include justification or a draft of the resolution concerning suggested item of the agenda; the demand may be submitted by e-mail to the address wza@bioton.pl or sent by fax to +48 (022) 721 13 33;
- (ii) submit to the Company, prior to the date of the OGM, in writing or by e-mail to the address wza@bioton.pl or by fax to +48 (022) 721 13 33 drafts of resolutions pertaining to the issues included in the agenda of the OGM or issues to be introduced to the agenda.

The above mentioned demands should be accompanied with copies of documents confirming identity of the shareholder or the persons acting on his behalf, including:

- (i) confirmation or certificate of shares issued by the entity keeping the securities account where the shares of the Company held by the shareholder are registered, confirming that he actually is the shareholder of the Company and that he represents at least 1/20 of the initial capital of the Company,
- (ii) in case of a shareholder being a natural person - a copy of the ID card, passport or other official document confirming identity of the shareholder; or
- (iii) in case of a shareholder other than a natural person – a copy of the excerpt of appropriate register or other document confirming authorization of a natural person (natural persons) to represent the shareholder at OGM (e.g. uninterrupted sequence of powers of attorney), or
- (iv) in case a demand is submitted by an attorney – (A) a copy of the power of attorney signed by the shareholder or by persons authorized to represent him and a copy of ID card, passport or other official document confirming identity of the attorney or (B) in case of an attorney other than a natural person - a copy of an excerpt of appropriate register or other document confirming authorization of the natural person (natural persons) to represent the attorney at the OGM (e.g. uninterrupted sequence of powers of attorney) and ID card, passport or other official ID document of the natural person (natural persons) authorized to represent the attorney at the OGM.

During the OGM each shareholder of the Company may propose drafts of resolutions concerning the issues in the agenda.

The method of participation in the OGM and the method of exercising the voting right

A shareholder being a natural person may participate in the OGM and exercise the voting right either personally or through an attorney. A shareholder other than a natural person may participate in the OGM and exercise the voting right through a person authorized to make declarations of intent on his behalf or through an attorney. The power of attorney should be issued in writing or given in electronic form. The power of attorney granted in electronic form does not require electronic signature verified with the use of valid qualified certificate.

One should notify the Company on granting the power of attorney 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 authorized to represent the shareholder, by fax +48 (022) 721 13 33 or by e-mail to the address wza@bioton.pl

For the purpose of identification of the shareholder granting the power of attorney, the notification on granting the power of attorney in electronic form should include (as an enclosure in „pdf” format or other format readable to the Company):

- (i) in case of a shareholder being a natural person- a copy of the ID card, passport or other official document confirming identity of the shareholder; or
- (ii) in case of a shareholder other than a natural person – a copy of the excerpt of appropriate register or other document confirming authorization of a natural person (natural persons) to represent the shareholder at OGM (e.g. uninterrupted sequence of powers of attorney).

Should there be any doubts as regards authenticity of the above mentioned copies of documents, the Managing Board reserves the right to demand that the attorney presents upon drawing up the attendance list:

- (i) in case of a shareholder being a natural person- a copy of the ID card, passport or other official document confirming identity of the shareholder certified to be consistent with the original by a notary public or other entity authorized to certify conformity with the original; or
- (ii) in case of a shareholder other than a natural person – an original or copy of the excerpt of appropriate register or other document confirming authorization of a natural person (natural persons) to represent the shareholder at OGM (e.g. uninterrupted sequence of powers of attorney) certified to be consistent with the original by a notary public or other entity authorized to certify conformity with the original.

For the purpose of identification of the attorney the Managing Board reserves the right to demand that the attorney presents upon drawing up the attendance list:

- (i) in case of a shareholder being a natural person- the original of the ID card, passport or other official document confirming identity of the attorney; or
- (ii) in case of a shareholder other than a natural person – an original or copy of the excerpt of appropriate register or other document confirming authorization of a natural person (natural persons) to represent the attorney at OGM (e.g. uninterrupted sequence of powers of attorney) certified to be consistent with the original by a notary public or other entity authorized to certify conformity with the original and original of the ID card, passport or other document confirming authorization of a natural person (natural persons) to represent the attorney at OGM.

The forms referred to in Art. 402³ § 1 item 5 CCC, allowing for exercising the voting rights through an attorney are available at the Company's web site www.bioton.pl The Company does not require that powers of attorney are issued on the above mentioned form.

At the same time the Managing Board of the Company informs that in case a shareholder grants the power of attorney including voting instructions, the Company will not verify if the attorneys exercise the voting right in accordance with the instructions received from the shareholders. With regard to the above the Managing Board of the Company informs that the voting instruction should be presented only to the attorney.

The Company makes the reservation that the shareholders using electronic communication means should be the only ones to bear the risk related to the use of such form. The information on granting power of attorney in electronic form and drafts of resolutions concerning the issues included in the agenda of the OGM or issues which are to be introduced in the agenda should be submitted to the Company by the end of the day preceding the day of the OGM. The Company cannot guarantee that it will be able to verify the identity of shareholders proposing drafts of resolutions or granting the power of attorney on the date of OGM.

The Statute do not provide for the possibility that the OGM is attended, or someone makes utterances or exercise the voting right with the use of the means of electronic communication. The Statute do not provide for the possibility that the voting right is exercised by correspondence.

Materials pertaining to the General Meeting

A person authorized to participate in the OGM may obtain full text of documentation to be presented to the OGM, including the drafts of resolutions or, if no resolutions are to be adopted, remarks of the Managing Board or the Supervisory Board of the Company pertaining to the issues included in the agenda of the OGM or issues which are to be introduced to the agenda before the date of the OGM at the Company's web site www.bioton.pl and in the Managing Board's premises (Macierzysz, ul. Poznańska 12) between 10.00 a.m. and 4.00 p.m. Monday through Friday (holidays excluded).

Registration of attendance at the OGM

Persons authorized to participate in the OGM are kindly requested to register and receive the voting card directly in front of the session room half an hour before commencement of the OGM session.

Other information

Information concerning the OGM shall be made available at the Company's web site www.bioton.pl

At the same time the Managing Board of the Company informs that to cases which are not covered by this announcement the Code of Commercial Companies and the Statute of the Company shall apply and therefore requests that the shareholders of the Company get acquainted with the above mentioned regulations.

In case of questions or doubts concerning participation in the General Meeting, please contact Mr. Wojciech Wiśniewski, tel. +48 (022) 721 42 80, e-mail: wza@bioton.pl

Amendments to the Company's Statute

Pursuant to Art. 402 § 2 of the Commercial Companies Code the management board of the Company announces the current wording of the statute together with the proposed amendments thereto:

§ 8 of the Company's Statute - the current wording:

„§ 8

The share capital of the company shall amount to PLN 1,148,166,148.40 (one billion, one hundred and forty-eight million, one hundred and sixty-six thousand, one hundred and forty-eight zloty and forty groszy) and is divided up into: 5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares.”

§ 8 of the Company's Statute - the proposed wording:

„§ 8

The share capital of the company shall amount to PLN 1,460,493,012.40 (one billion, four hundred and sixty million, four hundred and ninety-three thousand, twelve zloty and forty groszy) and is divided up into:

1. 5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares,
2. 1,561,634,320 (one billion, five hundred and sixty-one million, six hundred and thirty-four thousand, three hundred and twenty) ordinary bearer series AA shares.”

§ 11a of the Company's Statute - the current wording:

„§ 11a

1. The conditional share capital of the company amounts to no more than PLN 445,627,443.80 (four hundred and forty-five million, six hundred and twenty-seven thousand, four hundred and forty-three zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - c) 6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - e) 1,595,585,570 (one billion, five hundred and ninety-five million, five hundred and eighty-five thousand, five hundred and seventy) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) 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 H shares to the holders of subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.
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 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.
4. The objective of the conditional increase of the share capital referred to in § 11a section 1 c) 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.
5. The objective of the conditional increase of the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.

6. The objective of the conditional increase of the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the company under resolution No. 2 of the extraordinary meeting of shareholders dated 19 October 2011.”

§ 11a of the Company's Statute - the proposed wording:

„§ 11a

1. The conditional share capital of the company amounts to no more than PLN 133,300,579.80 (one hundred and thirty-three million, three hundred thousand, five hundred and seventy-nine zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - c) 6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - e) 33,951,250 (thirty-three million, nine hundred and fifty-one thousand, two hundred and fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) 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 H shares to the holders of subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.
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 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.
4. The objective of the conditional increase of the share capital referred to in § 11a section 1 c) 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.
5. The objective of the conditional increase of the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.
6. The objective of the conditional increase of the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the company under resolution No. 2 of the extraordinary meeting of shareholders dated 19 October 2011.”

Drafts of resolutions of the OGM

to item 5 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*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 2011*

The Ordinary General Meeting of BIOTON S.A. 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 2011, 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 2011, closing with the total assets and liabilities balance sum of 1,891,947 kPLN (say: one billion, eight hundred and ninety-one million, nine hundred and forty-seven thousand zloty)
- 2) Profit and loss account drawn up for the period between 01 January 2011 and 31 December 2011, showing net profit in the amount of 55,170 kPLN (say: fifty-five million, one hundred and seventy thousand zloty),
- 3) Total income statement showing total income recognized in the period between 01 January 2011 and 31 December 2011, in the amount of 55,644 kPLN (say: fifty-five million, six hundred and forty-four thousand zloty),
- 4) Statement of changes in the equity capital in the period between 1 January 2011 and 31 December 2011 showing an increase of the equity capital by the amount of 167,850 kPLN (say: one hundred and sixty-seven million, eight hundred and fifty thousand zloty),
- 5) Cash flow statement for the period between 1 January 2011 and 31 December 2011, showing decrease of the cash by the amount of 25,405 kPLN (say: twenty-five million, four hundred and five thousand zloty),
- 6) Additional information, including information on the adopted accounting policy and other explanatory information.

to item 6 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on reviewing and approving of
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 2011*

The Ordinary General 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 the consolidated financial statement of the Capital Group BIOTON S.A. for the year ending on 31 December 2011, 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 2011, closing with the total assets and liabilities balance sum of 2,024,549 kPLN (say: two billion, twenty-four million, five hundred and forty-nine thousand zloty),
- 2) Consolidated profit and loss account drawn up for the period between 01 January 2011 and 31 December 2011, showing net loss in the amount of 83,936 kPLN (say: eighty-three million, nine hundred and thirty-six thousand zloty),
- 3) Consolidated total income statement showing total income recognized in the period between 01 January 2011 and 31 December 2011, showing the total adverse amount of 13,971 kPLN (say: thirteen million, eight hundred and seventy-one thousand zloty),
- 4) Consolidated statement of changes in the equity capital in the period between 1 January 2011 and 31 December 2011 showing an increase of the equity capital by the amount of 214,994 kPLN (say: two hundred and fourteen million, nine hundred and ninety-four thousand zloty),
- 5) Consolidated cash flow statement for the period between 01 January 2011 and 31 December 2011, showing an decrease of the cash by the amount of 34,287 kPLN (say: thirty-four million, two hundred and eighty-seven thousand zloty),
- 6) Additional information, including information on the adopted accounting policy and other explanatory information.

to item 7 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting of
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on reviewing and approving of the reports of the Supervisory Board of BIOTON S.A.
for 2011*

After consideration the Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 382 § 3 and Art. 395 § 5 of the Code of Commercial Companies and according to the rule III.1.1 „The Best Practices of WSE Listed Companies”, approves the following documents drawn up by the Supervisory Board: (i) report on the results of assessment of the Managing Board's report on operations of the Company in 2011, the financial statement of the Company for the accounting year 2011, consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2011, the application of the Managing Board for apportionment of the profit and (ii) assessment of Company's situation in 2011.

REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA FOR THE ACCOUNTING YEAR ENDING ON 31 DECEMBER 2011

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 2011 covering:
 - balance sheet drawn up as at 31 December 2011, closing with the total assets and liabilities balance sum of 1,891,947 kPLN (say: one billion, eight hundred and ninety-one million, nine hundred and forty-seven thousand zloty),
 - profit and loss account drawn up for the period between 01 January 2011 and 31 December 2011, showing net profit in the amount of 55,170 kPLN (say: fifty-five million, one hundred and seventy thousand zloty),
 - total income statement for the period between 01 January 2011 and 31 December 2011, showing total income in the amount of 55,644 kPLN (say: fifty-five million, six hundred and forty-four thousand zloty),
 - statement of changes in the equity capital for the period between 1 January 2011 and 31 December 2011 showing an increase of the equity capital by the amount of 167.850 kPLN (say: one hundred and sixty-seven million, eight hundred and fifty thousand zloty),
 - cash flow statement for the period between 1 January 2011 and 31 December 2011, showing a decrease of cash by the amount of 25.405 kPLN (say: twenty-five million, four hundred and five thousand zloty),
 - 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 2011,
- 3) application of the Managing Board to the Ordinary General Meeting of the Company for allocation of the profit from the accounting year ended on 31 December 2011 to the supplementary capital of the Company,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. ("**Group**") for the accounting year ended on 31 December 2011 covering:
 - consolidated balance sheet drawn up as at 31 December 2011, closing with the total assets and liabilities balance sum of 2,024,549 kPLN (say: two billion, twenty-four million, five hundred and forty-nine thousand zloty),
 - consolidated profit and loss account drawn up for the period between 01 January 2011 and 31 December 2011, showing net loss in the amount of 83,936 kPLN (say: eighty-three million nine hundred and thirty-six thousand zloty),
 - consolidated total income statement showing total income recognized in the period between 01 January 2011 and 31 December 2011, in the amount of 13,971 kPLN (say: thirteen million, nine hundred and seventy-one thousand zloty),
 - consolidated statement of changes in the equity capital for the period between 1 January 2011 and 31 December 2011 showing an increase of the equity capital by

the amount of 214,994 kPLN (say: two hundred and fourteen million, nine hundred and ninety-four thousand zloty),

- consolidated cash flow statement for the period between 01 January 2011 and 31 December 2011, showing a decrease of cash by the amount of 34,287 kPLN (say: thirty-four million, two hundred and eighty-seven thousand zloty),
- 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 2011,

While making the analysis and assessment of the statements, reports and the application 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 2011 (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 2011, 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 2011 as well as their financial results for the accounting year 1 January 2011 - 31 December 2011,
 - 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.
 - 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 2011 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 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 2011,
2. approval of the Managing Board's report on the operation of Company in the accounting year ended on 31 December 2011,
3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2011,
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 2011,
5. adopting a resolution on allocation of the net profit of the Company for the accounting year 2011 in the amount of 55.169.555,81 PLN (say: fifty-five million, one hundred and sixty-nine thousand, five hundred and fifty-five zloty 81/100) to the supplementary capital of the Company
6. acknowledgement of fulfilment of duties by all members of the Managing Board and the Supervisory Board in the accounting year ended on 31 December 2011.

**ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.
OF THE COMPANY SITUATION IN 2011
(TAKING INTO ACCOUNT THE ASSESSMENT OF THE INTERNAL CONTROL
SYSTEM AND COMPANY SIGNIFICANT RISK MANAGEMENT SYSTEM)**

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 operations of the Supervisory Board base 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

In the accounting year 2011 the composition of the Supervisory Board was as follows:

- Ryszard Krauze – Chairman of the Supervisory Board,
- Zygmunt Solorz-Żak - 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 since 19.10.2011,
- Marcin Dukaczewski - a Member of the Board since 29.06.2011,
- Maciej Grelowski - a Member of the Board,
- Rafał Juszcak - a Member of the Board,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Andre Spark - a Member of the Board,
- Joanna Szymańska – Bulska - a Member of the Board,
- Wiesław Walendziak - a Member of the Board.

The Ordinary General Meeting of the Company which was held on 29.06.2011 appointed Marcin Dukaczewski for the function of a Member of the Supervisory Board.

The Extraordinary General Meeting of the Company which was held on 19.10.2011 appointed Waldemar Dąbrowski for the function of a Member of the Supervisory Board.

Composition of the Audit Committee

In the accounting year 2010 within the scope of the Supervisory Board of the Company there was functioning the Audit Committee consisting of:

- Maciej Grelowski - Chairman of the Committee,
- Wiesław Walendziak - a Vice Chairman of the Committee,
- Rafał Juszcak - a Member of the Committee,

All members of the Supervisory Board and the Audit Committee are highly qualified, have appropriate education, life and professional experience allowing for effective and reliable performance of their duties. A member of the Audit Committee complying with the requirements provided for in the Act on chartered auditors and their self-government, entities authorized to audit financial reports and public supervision of 7 May 2009 was Mr. Rafał Juszcak.

Actions taken by the Supervisory Board

In 2011 the Supervisory Board, also through the Audit Committee, performed its statutory obligations within the scope of continuous supervision of the Company operation in reliable and effective manner, taking into account constant improvement of transparency policy of the Company and the implemented development strategy. During the entire reporting period all members of the Supervisory Board were in constant contact with the Managing Board of the Company, consulting them on implementation of the investment plans and plans of sale of products in the portfolio of the BIOTON S.A. Group.

In 2011 the Supervisory Board adopted in total 17 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 report for the accounting year 2010,
- changes in the composition of the Managing Board of the Company,
- exclusion of the pre-emptive right with regard to the increase of the share capital of the Company within the authorised capital,
- approval of the issue price of Company shares issued within the conditional capital,
- approval of conclusion and execution of annexes to loan agreements pursuant to §21 paragraph 1 item 2) of the Statute of the Company,
- providing opinion on adopting a resolution on conditional capital of the Company as required for acquisition of shares in BIOLEK Sp. z o.o.,
- selection of the chartered auditor.

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 2011, after getting acquainted with the chartered auditor's opinion on the audit of the financial statement of the Company, assesses positively both the financial standing of the Company and its prospective development.

The Supervisory Board has positive opinion on the achievements of the Company in 2011. The most important of them include:

- negotiation of agreements on establishing a joint undertaking with the concern Actavis Group on development, registration and sale of Bioton insulins in the markets of EU, USA and Japan – the agreements were concluded by the Company on 30 January 2012,
- diversification of Company operation through acquisition of BIOLEK Sp. z o.o. and extension of the operation of the Capital Group with extremely perspective veterinary products - the acquisition took place on the grounds of long-term distribution agreements concluded by BIOLEK Sp. z o.o., among other in China,
- strengthening of the Company position in the market in Poland through the increase of 32% share in the classic insulins market, development and implementation of a comprehensive patients' care program ProDiabu and marketing of new products used in anti-diabetes treatment (e.g. glucose meters and oral anti-diabetes medicines),

- bringing to the advanced level of investment program in Company's production plant in Macierzysz, in order to increase the production scale,
- active raising of funds from the European Union for execution of Bioton investment projects within the scope of implementation of technologies for obtaining biotechnological substances and products of key importance for health care of patients suffering from diabetes.

In the opinion of the Supervisory Board, the Company has solid grounds for further development, resulting first of all from (i) the distribution agreements concluded within the scope of sales of Company insulins in the key markets in the world, (ii) unique product whose importance together with the increase of diabetes incidence rate – will be constantly growing, (iii) state-of-the-art production plant allowing the Company to perform distribution agreements concluded and (iv) the developed R&D base and highly qualified personnel as required for the R&D projects implemented by the Company.

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

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

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

to item 8 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

on apportionment of profit of BIOTON S.A. for 2011

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 allocate the net profit of BIOTON S.A. for the accounting year 2011 in the amount of 55,169,555.81 PLN (say: fifty-five million, one hundred and sixty-nine thousand, five hundred and fifty-five zloty and eighty-one groszy) to the supplementary capital of BIOTON S.A.

**PETITION OF THE MANAGING BOARD OF BIOTON S.A.
TO THE ORDINARY GENERAL MEETING
FOR APPORTIONMENT OF THE NET PROFIT OF THE COMPANY
FOR THE ACCOUNTING YEAR 2011**

The Managing Board of BIOTON S.A. is applying for allocation of the net profit of the Company in the accounting year 2011 in the amount of 55,169,555.81 PLN (say: fifty-five million, one hundred and sixty-nine thousand, five hundred and fifty-five zloty and eighty-one groszy) to the supplementary capital of BIOTON S.A.

JUSTIFICATION

Allocation of the profit for 2011 to the supplementary capital is consistent with Company's development policy assuming in the nearest future of investment activities with the purpose to: (i) introduce to the markets of the European Union, United States of America and Japan, of Company insulins, within the scope of cooperation with Actavis Group, (ii) introduce to the market of analogue insulins developed by the Company, (iii) further extend the portfolio of products and the R&D activity covered by the subsidies from EU funds.

to item 9 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2011*

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 2011 by Mr. Sławomir Ziegert.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of the Vice President of the Managing Board of BIOTON S.A. in 2011 by Mr. Adam Wilczęga.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2011*

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 between 1 January 2011 and 20 December 2011 by Mr. Adam Aleksandrowicz.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2011*

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 between 15 September 2011 and 31 December 2011 by Mr. Piotr Błaszczuk.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2011*

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 between 20 December 2011 and 31 December 2011 by Mr. Adam Polonek.

to item 10 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of the Chairman of the Supervisory Board of BIOTON S.A. in 2011 by Mr. Ryszard Krauze.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2011 by Mr. Zygmunt Solorz - Żak.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Piotr Borowicz.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Leon Bushara.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Tomasz Buzuk.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 19 October 2011 and 31 December 2011 by Mr. Waldemar Dąbrowski.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 30 June 2011 and 31 December 2011 by Mr. Marcin Dukaczewski.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Maciej Grelowski.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Rafał Juszcak.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Ms. Barbara Ratnicka - Kiczka.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Andre Spark.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Ms. Joanna Szymańska - Bulska.

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2011*

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 2011 by Mr. Wiesław Walendziak.

to item 11 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

on amending the Company's Statute and the adopting uniform text of the Company's Statute

§ 1

Acting pursuant to Art. 430 of the Commercial Companies Code the Ordinary General Meeting of BIOTON S.A (the "**Company**") hereby resolves as follows:

1. The Ordinary General Meeting of the Company resolves to amend § 8 of the Company's Statute to read as follows:

„§ 2

The share capital of the company shall amount to PLN 1,460,493,012.40 (one billion, four hundred and sixty million, four hundred and ninety-three thousand, twelve zloty and forty groszy) and is divided up into:

1. *5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares,*
 2. *1,561,634,320 (one billion, five hundred and sixty-one million, six hundred and thirty-four thousand, three hundred and twenty) ordinary bearer series AA shares."*
2. The Ordinary General Meeting of the Company resolves to to amend § 11a of the Company's Statute to read as follows:

„§ 11a

1. *The conditional share capital of the company amounts to no more than PLN 133,300,579.80 (one hundred and thirty-three million, three hundred thousand, five hundred and seventy-nine zloty and eighty groszy) and is divided up into to:*
 - a) *39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - b) *132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - c) *6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - d) *454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - e) *33,951,250 (thirty-three million, nine hundred and fifty-one thousand, two hundred and fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) 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 H shares to the holders of subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.*
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 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.*
4. *The objective of the conditional increase of the share capital referred to in § 11a section 1 c) 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.*
5. *The objective of the conditional increase of the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.*
6. *The objective of the conditional increase of the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the company under resolution No. 2 of the extraordinary meeting of shareholders dated 19 October 2011.”*

§ 2

In connection with § 1 of this resolution the Ordinary General Meeting of the Company resolves to adopt the uniform text of the Company’s Statute to read as follows:

“STATUTE of

BIOTON Spółka Akcyjna

I. GENERAL PROVISIONS

§ 1

The company operates under the name BIOTON Spółka Akcyjna and may use BIOTON S.A. as an abbreviation of its name.

§ 2

The registered seat of the company shall be Warsaw.

§ 3

The company shall operate throughout the territory of the Republic of Poland and abroad.

§ 4

Throughout the area of its operation, the company may establish branches, representative offices, plants, enterprises and other entities, and it may participate in other companies.

II. MANNER OF ESTABLISHMENT OF THE COMPANY

§ 5

1. The company is formed as a result of the transformation of the limited liability company, BIOTON Spółka z ograniczoną odpowiedzialnością, with its registered seat in Warsaw, into a joint stock company.
2. The shares of the company were subscribed for by the existing shareholders of the transformed company.

III. SCOPE OF THE COMPANY'S BUSINESS

§ 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).

§ 7

The company may issue bonds, including bonds convertible to shares, bonds with preemptive rights and subscription warrants.

IV. SHARE CAPITAL

§ 8

The share capital of the company shall amount to PLN 1,460,493,012.40 (one billion, four hundred and sixty million, four hundred and ninety-three thousand, twelve zloty and forty groszy) and is divided up into:

3. 5,740,830,742 (five billion, seven hundred and forty million, eight hundred and thirty thousand, seven hundred and forty-two) ordinary bearer series A shares,
4. 1,561,634,320 (one billion, five hundred and sixty-one million, six hundred and thirty-four thousand, three hundred and twenty) ordinary bearer series AA shares.

§ 9

The bearer shares cannot be exchanged into registered shares.

§ 10

1. The company shares may be redeemed. Redemption requires a resolution of the general meeting (subject to Article 363§ 5 of the Commercial Companies Code) and the consent of the shareholder whose shares are to be redeemed.
2. The company's acquisition of its own shares does not require the consent of the general meeting, subject to Article 393, section 6 of the Commercial Companies Code, but the consent of the supervisory board alone.

§ 11

1. The management board shall be authorised to increase the company's share capital through the issuance of new shares with a total nominal value not greater than PLN 209,090,909.20 (two hundred and nine million, ninety thousand, nine hundred and nine zloty and twenty groszy) through one or several share capital increases within the above defined limits (the authorised capital). The authority granted to the management board to increase the share capital and to issue new shares within the scope of authorised capital shall expire within three (3) years from the date of entry in the register of business entities of the amendments to the Statute made by resolution of Ordinary General Meeting No. 20 dated 29 June 2009.
2. Within the authorisation to increase the share capital within the scope of authorised capital, the management board is entitled to issue subscription warrants, referred to in Article 453 § 2 of the Commercial Companies Code, with the term for exercising the subscription rights not later than within the period for which the said authorisation was granted.
3. Upon the supervisory board's consent, the management board may deprive the shareholders of all or a part of the pre-emptive rights with respect to the shares and subscription warrants issued within the scope of authorised capital.
4. Subject to section 6, unless the Commercial Companies Code provides otherwise, the management board shall decide on all matters related to share capital increases within the scope of authorised capital and, in particular, the management board shall be authorised to:

- 1) enter into stand-by or firm commitment underwriting agreements or other agreements securing the success of share issues and to enter into agreements pursuant to which depository receipts based on shares would be issued outside the territory of the Republic of Poland;
 - 2) adopt resolutions and to take any other actions related to the dematerialisation of shares and to the execution of agreements with the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) for the registration of shares; and
 - 3) adopt resolutions and take any other actions related to the issuance of shares through public offerings, or filing motions for the admission of shares or rights to shares to trading on regulated markets, respectively.
5. The shares issued within the scope of the authorised capital may be subscribed for in cash or through non-cash contributions.
 6. Resolutions of the management board regarding the establishment of the issue price for shares issued within the scope of authorised capital or the issuance of shares in exchange for non-cash contributions shall require the consent of the chairman of the supervisory board.

§ 11a

1. The conditional share capital of the company amounts to no more than PLN 133,300,579.80 (one hundred and thirty-three million, three hundred thousand, five hundred and seventy-nine zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - c) 6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - e) 33,951,250 (thirty-three million, nine hundred and fifty-one thousand, two hundred and fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) 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 H shares to the holders of subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.
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 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.

4. The objective of the conditional increase of the share capital referred to in § 11a section 1 c) 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.
5. The objective of the conditional increase of the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.
6. The objective of the conditional increase of the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the company under resolution No. 2 of the extraordinary meeting of shareholders dated 19 October 2011.

V. COMPANY AUTHORITIES

§ 12

The company authorities shall be:

- 1) The management board.
- 2) The supervisory board.
- 3) The general meeting.

A. The management board

§ 13

The management board consists of no more than 4 (four) persons, including the President, Vice President and other members of the management board. The number of management board members shall be established by the supervisory board.

§ 14

1. The management board shall conduct the affairs of the company and shall represent it outside.
2. The company shareholder who, as of the date of entry of the company's transformation into the register of business entities, holds, in its own name and on its own behalf, the largest number of shares in the share capital (the "**Authorised Founder**") shall enjoy the personal right to appoint and dismiss the President and the Vice President of the management board. This right shall be exercised by delivery to the company of a written representation on the appointment or dismissal of the relevant management board member.
3. The other members of the management board shall be appointed and dismissed by the supervisory board.
4. Management Board members shall be appointed for a three-year term.
5. The management board operates on the basis of rules adopted by the supervisory board.

6. The management board shall be obliged to deliver to the supervisory board at least quarterly reports relating to material events in the operations of the company. The reports should also include a report on company revenues, costs and financial results.

§ 15

1. If the management board consists of more than one member, the President of the management board acting jointly with another member of the management board or a registered proxy, or the Vice President of the management board acting jointly with another member of the management board or a registered proxy, shall be authorised to make representations and to sign documents on behalf of the company.
2. Attorneys may be appointed for the performance of specific actions or for the performance of specific types of actions, to act individually or jointly with other attorneys, within the scope of authority granted thereto. The management board shall keep a register of the powers of attorney granted thereby.

§ 16

In agreements and disputes between the company and management board members, the company shall be represented by the supervisory board.

B. The supervisory board

§ 17

1. The supervisory board shall consist of 5 to 13 members, including the chairman and two deputy chairmen, and shall operate on the basis of the rules adopted thereby and specifying the organisation and manner of the performance of actions.
2. The supervisory board shall be appointed in the following manner:
 - 1) One member of the supervisory board shall be appointed and dismissed by the Authorised Founder.
 - 2) One member of the supervisory board shall be appointed and dismissed by Instytut Biotechnologii i Antybiotyków (*Institute of Biotechnology and Antibiotics*).
 - 3) The other members of the supervisory board shall be appointed and dismissed by the general meeting.
3. The personal rights, as referred to Section 2 point 1) or 2) above, shall be exercised by the delivery to the company of a written representation or appointment or dismissal of the supervisory board Member.
4. The number of supervisory board members shall be established by the general meeting. In the case of voting by separate groups, the number of supervisory board members shall be 13 (thirteen).
5. In the event the supervisory board, due to the expiration of the mandates of some of the supervisory board members (for reasons other than dismissal), has less members than specified in section 1, but at least five (5), it shall be capable of adopting important resolutions until it has been supplemented.
6. Members of the supervisory board shall be appointed for a three-year joint term.

§ 18

1. One of the supervisory board members appointed by the general meeting should satisfy all of the following conditions:
 - 1) the member was elected in accordance with the procedure referred to in section 3;
 - 2) the member cannot be an Affiliate of the company or a subsidiary entity of the company;
 - 3) the member cannot be an Affiliate of a dominant entity or a subsidiary entity of the dominant entity; or
 - 4) the member cannot be any person who has any relations with the company or any of the entities listed in subsections 2) and 3) that could have any material influence on the ability of such person to make unbiased decisions as a supervisory board member.
2. For the avoidance of doubt, the relations referred to in section 1, subsections 2)–4) do not apply to general membership in the Company’s supervisory board.
3. The supervisory board member who is to comply with the conditions described in section 1 shall be elected in a separate vote. Subject to section 4, the right to propose candidates for the supervisory board member who satisfies the conditions referred to in section 1 may be exercised by shareholders present at the general meeting, the agenda of which includes election of the supervisory board member referred to in section 1. The proposals are delivered to the chairman of the general meeting in writing, including a written representation of the candidate whereby he consents to be a candidate and on his satisfaction of the conditions referred to in section 1, subsections 2)–4). If no such candidates are proposed within the time referred to in the preceding sentence, the candidates to the supervisory board who satisfy the conditions defined in section 1, subsections 2)–4), shall be proposed by the supervisory board.
4. The Authorised Founder shall not be entitled to propose the candidate for the supervisory board member referred to in section 1.

§ 19

1. The chairman of the supervisory board and one deputy chairman of the supervisory board shall be designated by the Authorised Founder, also in case of election of the supervisory board by separate groups in accordance with Article 385 § 5 or § 6 of the Commercial Companies Code. The above right shall be exercised by the delivery to the company of a written statement designating the chairman and deputy chairman of the supervisory board.
2. The supervisory board shall elect one deputy chairman of the supervisory board from among its members.
3. The supervisory board may elect a Secretary from amongst its members.

§ 20

1. For resolutions of the supervisory board to be valid it is required that all of its members have been invited and that at least half of its members, including the chairman or the deputy chairman of the supervisory board, are present at the meeting. In case of a tie vote, the chairman of the supervisory board shall have the deciding vote.
2. Resolutions of the supervisory board relating to suspending management board members shall be adopted by a 4/5 majority of votes.
3. If necessary, resolutions of the supervisory board may be adopted in writing or with the use of a telecommunication device. Draft resolutions adopted in writing shall be presented for signature to all members of the supervisory board and become binding once signed by at least half of the supervisory board members, including the chairman of the supervisory board.

§ 21

1. The supervisory board exercises permanent supervision over the company's operations in all the areas of its operations. Apart from the matters defined in the Commercial Companies Code and other terms and conditions of this Statute, the competencies of the supervisory board shall include:
 - 1) designating the entity to audit or review the company's consolidated and stand-alone financial statements, consenting to the execution of agreements with such entity or its subsidiary entities, subordinated entities, dominating entities or subsidiary entities or subordinated entities of its dominating entities, and performing all other actions which could have a negative influence on the independence of such an entity in making the audit or review of the company's financial statements; and
 - 2) consenting to the Affiliates to enter into agreements with the company or to the performance of other actions in favour of the Company Affiliates, in the event the value of such agreements or actions, in any twelve (12) subsequent months, is greater than EUR 500,000 or the equivalent of such sum in other currencies, except for any standard and routine actions on an arm's-length basis between affiliates the character and terms of which are based on current operation conditions by the company or a subsidiary entity thereof.
2. To be valid, resolutions relating to matters defined in section 1, subsection 1) must be voted in favour of by the supervisory board member who satisfies the conditions referred to in §18 section 1 of the Statute.
3. The remuneration of management board members shall be established by the supervisory board.

§ 22

For the purposes of the performance of its duties, the supervisory board may review all the documents, demand that the management board and company employees present reports and explanations and review the status of the Company's assets.

C. The general meeting

§ 23

The chairman of the general meeting shall be designated by the management board in writing. Should the management board fail to designate a chairman of the general meeting prior to the time set as the beginning of the meeting, Article 409 § 1 of the Commercial Companies Code shall apply.

§ 24

General meetings may be held in Warsaw and in Gdynia.

§ 25

1. Resolutions of the general meeting shall be adopted by an absolute majority of validly cast votes, unless the Statute or law provide for more stringent requirements.
2. Resolutions of the general meeting regarding the following issues shall require the qualified majority of three quarters of votes cast:
 - 1) the redemption of shares in the event referred to in Article 415 § 4 of the Commercial Companies Code;
 - 2) the acquisition of the company's own shares in the event described in Article 362 §1 subsection 2 of the Commercial Companies Code;
 - 3) a merger of the company with another company in the event described in Article 506 § 2 of the Commercial Companies Code.
3. Resolutions of the general meeting regarding the dismissal or suspension by the general meeting of any specific members or all members of the management board in compliance with Article 368 §4 of the Commercial Companies Code shall require a four fifths majority of votes cast.
4. The acquisition and sale of real property, right of perpetual usufruct or a share in real property shall not require a resolution of the general meeting.

§ 26

1. Subject to sections 2 and 3, the shareholders' voting rights are restricted in such a manner that none of the shareholders may exercise more than 20% (twenty percent) of the overall number of votes at the general meeting, assuming that such restriction does not exist for the purposes of establishing the duties of purchasers of substantial blocks of shares provided in the Act on Public Offerings.
2. For the purposes of section 1:
 - 1) the exercise of voting rights by a subsidiary or a subsidiary entity shall be understood as the exercise of voting rights by a dominating company or a dominating entity, respectively; and
 - 2) entities related in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or otherwise acting in concert for the purposes of avoiding the restrictions provided for in section 1, shall be treated as if they were a single shareholder.

3. The restriction of voting rights referred to in section 1 shall not apply to:
 - 1) shareholders that, on the date of entering the transformation to the register of business entities, had shares constituting at least 20% of the share capital;
 - 2) a shareholder who has acquired, (acting in his own name and on his own account) and registers at a general meeting, shares which constitute at least 75% (seventy five percent) of the overall number of votes in the company, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all of the company's shares announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1 above; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings).

VI. COMPANY ECONOMY

§ 27

The organisation of the company shall be defined in the organisational rules adopted by the management board and approved by the supervisory board.

§ 28

The financial year of the company and its capital group shall be the calendar year.

§ 29

1. On the basis of a resolution of the general meeting, the company may create reserve funds.
2. Pursuant to a resolution of the management board, special purpose funds may also be established, including, without limitation, a social benefits and a bonus fund. The management terms of such special purpose funds shall be defined in the rules adopted by the management board and approved by the supervisory board.

VII. FINAL PROVISIONS

§ 30

1. Subject to Article 354 §4 of the Commercial Companies Code, the personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, § 19 section 1 and § 26 section 3 subsection 1, shall be enjoyed by the authorised founder as long as it holds shares constituting at least twenty percent (20%) of the share capital.
2. The personal rights referred to in § 26 section 3 subsection 1 enjoyed by shareholders other than the authorized founder shall expire in the event that such shareholder ceases to hold shares constituting at least twenty percent (20%) of the share capital.

3. The personal rights enjoyed by the Institute of Biotechnology and Antibiotics (*Instytut Biotechnologii i Antybiotyków*) as referred to in § 17 section 2 subsection 2 shall expire in the event that it ceases to own shares constituting at least five percent (5%) of the share capital.
4. The personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, and § 19 section 1, as well as the personal rights referred to in § 17 section 2 subsection 2, and enjoyed by the Institute of Biotechnology and Antibiotics (*Instytut Biotechnologii i Antybiotyków*), shall also expire if a shareholder has acquired (acting in its own name and on its own account) and registers at a general meeting, shares constituting at least 75% (seventy five percent) of the overall number of votes in the company's share capital, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all the shares in the company announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings).
5. The announcements required by law shall be submitted by the company to the Polish Court and Business Gazette (*Monitor Sądowy i Gospodarczy*).
6. The election of the company's authorities (in accordance with the manner specified in § 14 section 2, § 17 section 2 subsections 1-2, § 17 section 3, and § 18 and § 19 section 1), shall be binding from the date of the first general meeting after the transformation is registered in the register of business entities. On the date of this general meeting the mandates of the previous members of the authorities shall expire.
7. Until the date of the general meeting mentioned in section 6, the provisions of § 21 section 2 are not binding.
8. For the purposes of this Statute:
 - 1) The “**Act on Public Offerings**” means the Act of 29 July 2005 – on Public Offerings and on the Conditions Governing the Introduction of Financial Instruments to an Organized Trading System and on Public Companies (Dz. U. No. 184, item 1539), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.
 - 2) The “**Commercial Companies Code**” means the Act of 15 September 2000 – Commercial Companies Code (Dz. U. No. 94, item 1037, as amended) in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.
 - 3) An “**Affiliate**” means, with respect to any entity, an “**affiliate**” as defined in the Regulation of the Minister of Finance of 19 October 2005 on current and periodical information delivered by issuers of securities (Dz. U. No. 209, item 1744), in the wording existing on the date of the registration of Resolution No.

- 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
- 4) The terms “**dominating entity**” and “**subsidiary entity**” should be interpreted in accordance with the Act on Public Offerings.
 - 5) The terms “**dominating company**” and “**subsidiary**” should be interpreted in compliance with the Commercial Companies Code.
 - 6) The term “**subordinated entity**” shall be interpreted in accordance with the Accounting Act of 29 September 1994 (i.e. Dz. U. 2002, No. 76, item 694, as amended), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
9. In case of expiry or waiver of any personal rights, the terms of the Statute relating to the expired personal rights shall be replaced by the relevant regulations of the Commercial Companies Code.
 10. Any and all costs incurred by or charged to the Company in relation to its establishment are not greater than PLN 388,000.”

Grounds for the resolution:

The suggested changes of Company's Statute are to adjust the reading of the Statute within the range of the share and conditional capital to the actual amount resulting from the increases of the share capital within the conditional capital under the resolution no. 2 of the extraordinary general meeting of shareholders of 19 October 2011.

to item 12 of the agenda

**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

on establishing the number of members of the Supervisory Board

The Ordinary General Meeting of BIOTON S.A., acting pursuant to § 17 paragraph 4 of the Statute and according to Article 385 § 1 of the Code of Commercial Companies and § 17 paragraph 1 of the Statute determines that the Supervisory Board of the Company shall comprise of 12 (twelve) members.