

ANNOUNCEMENT
OF THE MANAGEMENT BOARD OF BIOTON SPÓŁKA AKCYJNA
ON CONVENING AN ORDINARY GENERAL MEETING

The Management Board of BIOTON Spółka Akcyjna, having its registered office in Warsaw ("**Company**"), acting in accordance with Article 395 § 1 and Article 399 § 1, in conjunction with Article 402¹ §1, Article 402¹ §2 and Article 402² of the Commercial Companies Code ("**CCC**"), hereby convenes an Ordinary General Meeting ("**AGM**", "**Meeting**") to be held on the Company's premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki, at 10.00 a.m., on **11 June 2018**.

Agenda:

1. Opening of the Meeting.
2. Election of the chairman of the Meeting (if the chairman is not appointed by the Company's Management Board) and preparation of the attendance list.
3. Confirmation of the correctness of convening the Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the consideration and approval of the Management Board's report on the Company's operations and the Company's financial statements for the financial year 2017.
6. Adoption of a resolution regarding the consideration and approval of the Management Board's report on the operations of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group for the financial year 2017.
7. Resolution on the consideration and approval of the reports of the Company's Supervisory Board for fiscal year 2017.
8. Resolution on the coverage of Company's losses for the fiscal year 2017.
9. Adoption of resolutions on granting discharge to members of the Management Board of the Company for the duties carried out in financial year 2017.
10. Adoption of resolutions on granting discharge to members of the Supervisory Board of the Company for the duties carried out in financial year 2017.
11. Adoption of a resolution regarding the consent for the sale of SciGen Ltd. with its registered office in Singapore and establishing general terms of the transaction.
12. Closing the Meeting.

Information for shareholders

The right to participate in the AGM

The Management Board of the Company declares that, in accordance with Article 406¹ of the Code of Commercial Companies, the right to participate in the AGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the AGM, i.e. on **26 May 2018** (the date of registration at the AGM, hereinafter referred to as the "**Registration Date**"), provided that they deliver to the entity which maintains their securities account a request for the issuance of a registered certificate confirming the right to participate in the AGM in the period from the AGM convocation announcement to the first business day after the Registration Date, i.e. until **28 May 2018**.

The list of shareholders authorized to participate in the AGM will be drawn up on the basis of a list provided by the entity maintaining the depository for securities (i.e. *National Depository for Securities S.A.*) and presented on the premises of the Management Board of the Company (Macierzysz, ul. Poznańska 12), between 10:00 and 16:00 hours, on **7-9 June 2018**.

During three business days prior to the date of the AGM the shareholders of the Company may demand delivery of a list of shareholders, free of charge by electronic mail, provided they notify the Company of the address to which such list should be sent. The request should be made in writing, signed by the shareholder or persons authorized to represent the shareholder and sent via email to wza@bioton.pl in a "pdf" file format or any other format allowing it to be read by the Company, or sent by fax to the following number: +48 (22)721 13 33. The request should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

- (i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the AGM (e.g. an unbroken sequence of powers of attorney); and
- (iii) if the request is given by a proxy, a copy of the power of attorney signed by the shareholder or by the persons authorized to represent that shareholder, with a copy of the identification card, passport or any other official document confirming the proxy's identity or, if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the AGM (e.g. an unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of the one or several individuals authorized to represent the proxy at the AGM.

Selected AGM-related rights of shareholders

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company are entitled to:

- (i) request the placement of specific matters on the agenda of the AGM. Such request should be delivered to the Company's Management Board no later than twenty-one days prior to the date of the AGM, i.e. by **21 May 2018**. The request should include justification or a draft resolution concerning a suggested item of the agenda. The request may be delivered via email to wza@bioton.pl or sent by fax to the following number: +48 (22)721 13 33;
- (ii) present to the Company in writing or via email to wza@bioton.pl or by fax to the following number: +48 (22)721 13 33, before the date of the AGM, written draft resolutions concerning issues placed on the agenda of the AGM or issues which are to be placed on the agenda.

The above requests should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

- (i) certificate or depository certificate issued by the entity which maintains the securities account in which the Company's shares held by the shareholder are registered, confirming that the person is in fact the shareholder of the Company and that he holds at least one-twentieth of the share capital of the Company,
- (ii) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or

- (iii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the AGM (e.g. an unbroken sequence of powers of attorney); and
- (iv) if the request is given by a proxy, (A) a copy of the power of attorney signed by the shareholder or, by the persons authorized to represent that shareholder with a copy of the identification card, passport or any other official document confirming the proxy's identity or (B) if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the AGM (e.g. an unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorized to represent the proxy at the AGM.

At the AGM, each shareholder of the Company may present draft resolutions concerning the issues placed on the agenda.

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

A shareholder who is a natural person (an individual) may participate in the AGM and exercise the voting right either personally or through a proxy. Shareholders other than individuals may participate in the AGM and exercise the voting right through a person authorized to make representations of will on its behalf, or by proxy. A power of attorney should be made in writing or granted electronically. A power of attorney granted electronically does not require a secure electronic signature verified with the use of a valid qualified certificate.

One should notify the Company on granting the power of attorney in electronic form by sending the document in "pdf" format (or other format readable to the Company) signed by the shareholder or in case of shareholders other than natural persons, by persons authorized to represent the shareholder, by fax +48 (22)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) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the AGM (e.g. an unbroken sequence of powers of attorney).

In case of doubts as to the authenticity of the copies of the above mentioned documents, the Management Board of the Company reserves the right to demand that the proxy presents the following upon drawing up the attendance list:

- (i) if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorized to confirm that a copy of an identity card, a passport or any other official document confirming the identity of the shareholder is a true and correct copy of the original; or
- (ii) if the shareholder is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the AGM (e.g. an unbroken sequence of powers of attorney).

In order to identify the proxy, the Management Board of the Company reserves the right to demand that the proxy presents the following upon drawing up the attendance list:

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

The forms referred to in Article 402³ § 1 item 5 of the CCC authorizing shareholders to exercise the voting right through a proxy are available on the Company's website www.bioton.pl. The Company does not require that the power of attorney be granted on such form only.

Furthermore, the Management Board of the Company declares that if a shareholder grants a power of attorney with voting instructions, the Company will not verify if the proxies did exercise the voting rights in accordance with the instructions received from the shareholders. In the light of the above, the Management Board of the Company would like to emphasize that voting instructions should be delivered to the proxy only.

The Company makes a reservation that a shareholder using electronic means of communication bears the sole and exclusive risk related to the use of such means of communication. The notice of granting a power of attorney electronically and the written draft resolutions concerning the matters included in the agenda of the AGM or matters which are to be placed on the agenda should be delivered to the Company no later than by the end of the day preceding the date of the AGM. The Company cannot guarantee that it will be able to verify the identity of shareholders presenting draft resolutions or granting a power of attorney on the date of the AGM.

The Statute of the Company do not provide for the right to participate in the AGM, to take the floor at the AGM or to exercise voting rights via the use of means of electronic communication. The Statute of the Company do not provide for the right to exercise voting rights by post.

Materials pertaining to the General Meeting

Any person authorized to participate in the AGM may obtain, prior to the AGM, the full and complete text of the documentation which is to be presented at the AGM, including the draft resolutions or, if no resolutions have been proposed, the comments of the Management Board or the Supervisory Board of the Company relating to the issues on the agenda of the AGM or the issues which are to be put on the agenda, from the Company's website www.bioton.pl or from the offices of the Company's Management Board (Macierzysz, ul. Poznańska 12) between 10:00 and 16:00 hours Monday through Friday (except for public holidays).

Registration of attendance at the AGM

Persons authorized to participate in the AGM are requested to register and to collect a voting card directly in front of the meeting room half an hour before the start of the AGM session.

Further Information

All the information relating to the AGM will be available at the Company's website www.bioton.pl

Moreover, the Management Board of the Company declares that any and all issues which are not covered by this announcement will be governed by the Code of Commercial Companies and the Statute of the Company. Therefore, the shareholders are asked to review the above regulations.

In case of any questions or doubts relating to participation in the General Meeting please contact Mr Marcin Stupak on +48 (22)721 40 18, e-mail: wza@bioton.pl

**Draft AGM resolutions
to the 5th item on the agenda**

Draft resolutions of the AGM

to point 5 of the agenda.

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*on consideration and approval
of the report of the Management Board on the activities of BIOTON S.A.
and the financial statements of BIOTON S.A. for 2017*

"The Ordinary General Meeting of BIOTON S.A. ("Company"), acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 1 of the Code of Commercial Companies, after considering the report of the Management Board on the activities of BIOTON S.A. and the financial statements of the Company for the year ended December 31, 2017, approves the report of the Management Board on the operations of the Company and the financial statements of BIOTON S.A., including:

- 1) the balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,240,400 thousand on the side of assets and liabilities (say: one billion two hundred and forty million four hundred thousand Polish zlotys),
- 2) profit and loss account for the period from January 1, 2017 to December 31, 2017, showing a net loss in the amount of PLN 245,889 thousand (say: two hundred and forty-five million eight hundred and eighty-nine thousand zlotys),
- 3) the statement of comprehensive income for the period from January 1, 2017 to December 31, 2017 showing total negative total income in the amount of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
- 4) statement of changes in equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
- 5) cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in cash by PLN 53,553 thousand (say: fifty-three million five hundred and fifty-three thousand zlotys),
- 6) additional information, including information about the adopted accounting policy and other explanatory information;

to the 6th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding the consideration and approval of the Management Board's report on the operations of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group for the financial year 2017.

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 5 of the Code of Commercial Companies, after considering the Management Board report on the operations of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group for the year ended 31 December 2017, approves the Management Board report on the activities of the BIOTON S.A. Capital Group and the consolidated financial statements of the BIOTON S.A. Capital Group including:

- consolidated balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,141,997 thousand on the side of assets and liabilities (say: one billion, one hundred and forty-one million, nine hundred and seventy-three thousand zlotys),
- consolidated profit and loss account for the period from January 1, 2017 to December 31, 2017 showing a net loss in the amount of 7,194 thousand (say: seven million one hundred ninety-four thousand zlotys),
- the consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a negative total income in the amount of PLN 42,094 thousand (say: forty-two million, ninety-four thousand zlotys),
- statement of changes in consolidated equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 40,571 thousand (say: forty million, five hundred and seventy-one zlotys),
- consolidated cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in the net cash balance by PLN 51,227 thousand (say: fifty-one million two hundred twenty-seven thousand zlotys),
- additional information, including information about the adopted accounting policy and other explanatory information.

to the 7th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

on the consideration and approval of the reports of the Supervisory Board of BIOTON S.A. for 2017

"The Ordinary General Meeting of BIOTON S.A. ("Company"), acting pursuant to art. 382 § 3 and art. 395 § 5 of the Code of Commercial Companies and in accordance with the principle II.Z.10 "Good

Practices of Companies Listed on the WSE" in the version effective from January 1, 2016, approves after consideration the report for 2017 prepared by the Company's Supervisory Board, covering:

- 1) report on the activities of the Company's Supervisory Board in 2017,
- 2) report on the results of the assessment of: (i) report of the Board of the Company's activities in 2017, (ii) financial statements of the Company for fiscal year 2017, (iii) the report of the Board on the activities of the BIOTON S.A. Capital Group in 2017, (iv) consolidated financial statements of the BIOTON S.A. Capital Group for 2017 and (v) proposal of the Board on the coverage of losses for the fiscal year 2017,
- 3) assessment of the situation of the company in 2017, taking into account the evaluation of the internal control systems, risk management, the "compliance" rules and the internal audit function, as well as
- 4) the assessment of the manner in which the Company fulfils its disclosure obligations regarding the application of corporate governance principles set out in the stock exchange regulations and regulations regarding current and periodic information provided by issuers of securities."

REPORT OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2017

INCLUDING:

- (I) REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD OF BIOTON SA FOR FINANCIAL YEAR 2017;**
- (II) EVALUATION REPORT:**
 - **REPORT OF THE BOARD ON THE ACTIVITIES OF BIOTON S.A. AND FINANCIAL STATEMENTS OF BIOTON S.A. FOR FISCAL YEAR 2017,**
 - **REPORT OF THE BOARD ON THE ACTIVITIES OF THE CAPITAL GROUP BIOTON S.A. AND CONSOLIDATED FINANCIAL STATEMENTS OF THE CAPITAL GROUP BIOTON S.A. FOR FISCAL YEAR 2017,**
 - **THE BOARD'S REQUEST AS TO THE METHOD OF COVERING OF THE LOSS OF THE COMPANY FOR FINANCIAL YEAR 2017;**
- (III) ASSESSMENT OF BIOTON SA SITUATION IN 2017, INCLUDING ASSESSMENTS OF INTERNAL CONTROL SYSTEMS, RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDITING FUNCTIONS;**
- (IV) THE ASSESSMENT OF HOW THE COMPANY MEETS ITS DISCLOSURE OBLIGATIONS FOR THE APPLICATION OF THE PRINCIPLES OF GOOD GOVERNANCE SET OUT IN THE REGULATIONS OF THE STOCK EXCHANGE AND RULES ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES;**
- (V) RECOMMENDATIONS FOR BIOTON S.A.'s GENERAL MEETING OF SHAREHOLDERS**

(I) REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR FINANCIAL YEAR 2017

- 1) Composition of the Supervisory Board and the Audit Committee of the Supervisory Board Pursuant to §17 par. 1 the Statute of Bioton S.A. ("Bioton", the "Company"), during the reporting period, covering the fiscal year from January 1 to December 31, 2017 (the "Reference Period"), the Supervisory Board consisted of not less than 5 and not more than 7 members appointed in accordance with the provisions of § 17 para. 2 of the Statute of the Company during the General Meeting.

On 1 January 2017 the composition of the Supervisory Board was as follows:

- Mr. Dariusz Trzeciak – Chairman of The Supervisory Board,

- Mr. Marcin Dukaczewski – Vice Chairman of the Supervisory Board,
- Mr. David Martin Comberbach – Vice Chairman of the Supervisory Board of the Company,
- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Sławomir Ziegert – Member of The Supervisory Board of The Company,
- Mr. Yu Liang Huang – Member of the Supervisory Board of the Company.

On February 7, 2017, Mr. Marcin Dukaczewski, Vice-Chairman of the Company's Supervisory Board, resigned from the function of a Member of the Supervisory Board of the Company.

On March 28, 2017, the Supervisory Board of the Company has appointed Mr. Yu Liang Huang to act as Vice-Chairman of the Supervisory Board of the Company.

On March 28, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Dariusz Trzeciak – Chairman of The Supervisory Board,
- Mr. David Martin Comberbach – Vice Chairman of the Supervisory Board of the Company,
- Mr. Yu Liang Huang – Vice Chairman of the Supervisory Board of the Company,
- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Sławomir Ziegert – Member of The Supervisory Board of The Company.

On May 12, 2017, Mr. David Martin Comberbach, Vice-Chairman of the Supervisory Board of the Company, resigned as a Member of the Supervisory Board of the Company.

On May 15, 2017, Mr. Sławomir Ziegert, Member of the Supervisory Board of the Company, resigned from the function of a Member of the Supervisory Board of the Company.

On May 15, 2017, the Extraordinary General Meeting of the Company have dismissed from their positions the following Members of the Company's Supervisory Board:

- Mr. Yu Liang Huang,
- Mr. Dariusz Trzeciak;

Thus, on May 15, 2017, the General Meeting of the Company appointed as Member of the Company's Supervisory Board:

- Mr. Dariusz Trzeciak (as a Member of the Board that meets the requirements set out in § 18 para. 1 sec. 2 - 4 of the Company Statute),
- Mr. Jubo Liu,
- Mr. Mark Ming-Tso Chiang,
- Mr. Tomasz Siembida.

The Supervisory Board of the Company at its meeting on May 15, 2017 has elected:

- Mr. Jubo Liu - for the Chairman of the Supervisory Board of the Company,
- Mr. Tomasz Siembida - for the Vice-Chairman of the Supervisory Board of the Company,
- Mr. Dariusz Trzeciak - for the Vice-Chairman of the Company's Supervisory Board.

On May 15, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Jubo – Chairman of the Supervisory Board of the Company,
- Mr. Tomasz Siembida – Vice Chairman of the Supervisory Board of the Company,
- Mr. Dariusz Trzeciak – Vice Chairman of the Supervisory Board of the Company,
- Mr. Alejandro Gomez Blanco – Member of The Supervisory Board of The Company,
- Mr. Mark Ming-Tso Chiang – Member of the Supervisory Board of the Company,

- Mr. Vaidyanathan Viswanath – Member of The Supervisory Board of The Company.

On June 28, 2017, the Supervisory Board received from Mr. Tomasz Siembida, Vice Chairman of the Company's Supervisory Board, a declaration of resignation from the function of a Member of the Supervisory Board of the Company.

On September 29, 2017, the Extraordinary General Meeting of the Company appointed to the Supervisory Board of the Company the following persons:

- Mr. Paweł Borowy (as a Member of the Board that meets the requirements set out in § 18 para. 1 sec. 2 - 4 of the Company Statute);
- Mr. Qi Bo – Member of the Supervisory Board;
- Mr. Gary He - Member of the Supervisory Board.

On October 2, 2017, Mr. Alejandro Gomez Blanco, Member of the Supervisory Board, resigned from the function of a Member of the Supervisory Board of the Company.

On December 31, 2017, the allocation of functions on the Supervisory Board looked as follows:

- Mr. Jubo Liu - Chairman of the Supervisory Board,
- Mr. Dariusz Trzeciak - Vice Chairman of the Supervisory Board (as a member of the Board who meets the requirements referred to in § 18 para. 1 sec. 2-4 of the Company Statute),
- Mr. Vaidyanathan Viswanath - Member of the Supervisory Board,
- Mr. Mark Ming-Tso Chiang - Member of the Supervisory Board,
- Mr. Qi Bo - Member of The Supervisory Board,
- Mr. Gary He - Member of the Supervisory Board,
- Mr. Paweł Borowy - Member of the Supervisory Board (as a member of the Board who meets the requirements set out in § 18 para. 1 sec. 2-4 of the Company Statute).

In the financial year 2017, the Audit Committee of the Company's Supervisory Board included:

- Mr. Dariusz Trzeciak – as Chairman of the Audit Committee of the Company's Supervisory Board from January 1, 2017 to December 31, 2017;
- Mr. Yu Liang Huang – as the Vice Chairman of the Audit Committee of the Supervisory Board from January 1, 2017 to May 15, 2017;
- Mr. Sławomir Zięgiert – as member of the Audit Committee of the Supervisory Board from January 1, 2017 to May 15, 2017.;
- Mr. Jubo Liu – as the Vice Chairman of the Audit Committee of the Company's Supervisory Board from May 15, 2017 to December 31, 2017;
- Mr. Tomasz Siembida - as Member of the Audit Committee of the Company's Supervisory Board from May 15, 2017 to June 28, 2017;
- Mr. Paweł Borowy - as Member of the Audit Committee of the Company's Supervisory Board from October 9, 2017 to December 31, 2017.

All members of the Supervisory Board and the Audit Committee have appropriate qualifications as well as life and professional experience allowing for effective and reliable performance of the functions entrusted to them.

2) Principles and scope of activity of the Supervisory Board

The Supervisory Board of the Company worked in fiscal year 2017 in accordance with the provisions of the commercial company's code, the provisions of the Company Statute and rules of procedure of the Supervisory Board Regulations (determining the organization and the execution of the actions) and the Good Practices of Companies Listed on the Warsaw Stock Exchange. In the 2017 financial year, the Supervisory Board of the Company included 2 Supervisory Board Members meeting the

independence criteria referred to in section II.Z.4. of the "Good Practices of Companies Listed on the WSE".

In 2017, the Supervisory Board held a total of 5 meetings and adopted a total of 30 resolutions (on 28.03.2017, 3 resolutions were adopted at the Meeting, on 3.04.2017, 4 resolutions were adopted in an email voting covered by the protocol, on 15.05.2017, 4 resolutions were adopted at the Meeting, on 23.05.2017, 2 resolutions were adopted in an email voting covered by the protocol, on 22.06.2017, 6 resolutions were adopted at the Meeting, and on 4.09.2017, 3 resolutions were adopted in an email voting; on 9.10.2017, 2 resolutions were adopted at the Meeting, on 12.12.2017, 6 resolutions were adopted at the Meeting). The resolutions covered, among others:

- sale of shares in Pharmatex Italia s.r.l. and Fisiopharma s.r.l.,
- appointment of an entity reviewing and auditing financial statements of BIOTON S.A.,
- adoption of the report of the Supervisory Board of BIOTON S.A. for 2016,
- agreeing to start activities and to start discussions related to the Strategic Option on SciGen,
- adoption of the Supervisory Board report for 2016,
- opinion on draft resolutions for the General Meeting of Shareholders of BIOTON S.A.

The subject of the Supervisory Board's meetings was control and supervision over the current operations of the Company. The Supervisory Board issued opinions on the Company's current and planned activities, based on documents and information presented by the Management Board. The main priorities of the Board were:

- implementation of statutory corporate governance obligations - in particular, supporting the Management Board in market analysis, building a plan for further development, strategic goals of the Management Board,
 - supporting the Management Board in defining business priorities, financial plans and the Group's strategy,
 - analysis of financial results and cost structure of the Company as well as individual Group companies,
- analysis of the sales strategy of selected assets of the Group identified as non-strategic assets,
- analysis of the Company's strategy in the area of development and acquisition of new products, including conducting development works on insulin analogues,
 - the Company's relationships with major banks financing the Company,
 - changes in the organizational structure of the Company.

In the discussed period, a total of 3 meetings of the Audit Committee were held (on 3.02.2017, on 22.06.2017 and on 11.12.2017, on 6.11.2017, an email voting took place) with main purpose to discuss the financial results of the Company and its Capital Group. The members of the Audit Committee remained in touch on the issues discussed.

(II) REPORT ON THE ASSESSMENT OF BIOTON SA FINANCIAL STATEMENTS AND BIOTON SA CAPITAL GROUP FOR THE FINANCIAL YEAR 2017

In accordance with art. 382 § 3 of the Commercial Companies Code, the Supervisory Board assessed:

1) The Company's financial statements for the financial year ended on December 31, 2017, including:

- the balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,240,400 thousand on the side of assets and liabilities (say: one billion two hundred and forty million four hundred thousand Polish zlotys),
- profit and loss account for the period from January 1, 2017 to December 31, 2017, showing a net loss in the amount of PLN 245,889 thousand (say: two hundred and forty-five million eight hundred and eighty-nine thousand zlotys),
- the statement of comprehensive income for the period from January 1, 2017 to December 31, 2017 showing total negative total income in the amount of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),

- statement of changes in equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 246,005 thousand (say: two hundred and forty-six million five thousand zlotys),
 - cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in cash by PLN 53,553 thousand (say: fifty-three million five hundred and fifty-three thousand zlotys),
 - additional information, including information about the adopted accounting policy and other explanatory information;
- 2) The report of the Management Board of the Company's activities in the financial year ending on December 31, 2017.
- 3) A motion of the Management Board to the Company's Ordinary General Meeting to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods;
- 4) The Consolidated Financial Statements of the Bioton Capital Group for the financial year ended on December 31, 2017, including:
- consolidated balance sheet prepared as at December 31, 2017, which shows an amount of PLN 1,141,997 thousand on the side of assets and liabilities (say: one billion, one hundred and forty-one million, nine hundred and seventy-three thousand zlotys),
 - consolidated profit and loss account for the period from January 1, 2017 to December 31, 2017 showing a net loss in the amount of 7,194 thousand (say: seven million one hundred ninety-four thousand zlotys),
 - the consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a negative total income in the amount of PLN 42,094 thousand (say: forty-two million, ninety-four thousand zlotys),
 - statement of changes in consolidated equity for the period from January 1, 2017 to December 31, 2017, showing a decrease in equity of PLN 40,571 thousand (say: forty million, five hundred and seventy-one zlotys),
 - consolidated cash flow statement for the period from January 1, 2017 to December 31, 2017, showing a decrease in the net cash balance by PLN 51,227 thousand (say: fifty-one million two hundred twenty-seven thousand zlotys),
 - additional information, including information about the adopted accounting policy and other explanatory information;
- 5) The report of the Management Board of the Group's activities in the financial year ending on December 31, 2017.

When analysing and assessing the reports and the application referred to above, the Supervisory Board used the opinion and reports of the statutory auditor appointed to audit the financial statements of the Company and the Group for 2017 (hereinafter referred to as "Statutory Auditor"), as well as the opinion of members of the Supervisory Board Audit Committee formulated after meetings of the Audit Committee with the participation of the Company's Management Board and the Company's Statutory Auditor.

In his opinions, the Auditor stated that the financial statements of the Company and the Group for 2017, except for the effects of possible adjustments resulting from the reservations described in the Auditor's opinions

, in all material aspects:

- provide reliable and clear information relevant to the assessment of the property and financial situation of the Company and the Group as at December 31, 2017, as well as their financial results for the financial year from January 1, 2017 to December 31, 2017,
- have been prepared in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations announced in the form of regulations of the

European Commission, and in the scope not regulated in these standards - in accordance with the requirements of the Act of 29 September 1994 on accounting (i.e. of January 30, 2018, Journal of Laws of 2018, item 395) ("Accounting Act") and executive regulations issued on its basis and on the basis of properly kept accounting books of the Company,

- are in compliance with the provisions of law affecting the content of financial statements, including the ones applicable for the Group and the provisions of the Company Statute,

The Auditor's opinion on the audit of the separate financial statements of the Company for the fiscal year 2017 contains a description of the types of risk of material misstatement under the form of:

- impairment of loans, shares and stocks in subsidiaries. The company has loans and shares in subsidiaries, reflecting the net amount of respectively PLN 223 million and PLN 177 million subject to write-downs in earlier periods. In addition, in the financial year 2017 and as at December 31, 2017, the Company recognized in financial expenses write-offs of assets involved in the subsidiary SciGen for a total amount of PLN 177 million. The Company measures shares in the purchase price less any impairment losses and loans at amortized cost, including impairment. The impairment tests are based on assumptions and estimates of the Management Board regarding future cash flows, discount rate, and take into account also the strategic and financial plans for subsequent years. These forecasts are subject to volatility risk due to the volatility of market conditions. The issue of impairment of loans, shares and stocks in subsidiaries was the subject of Auditor's special attention due to the significance of the above assets constituting 32% of the Company's assets, as well as the necessity to adopt significant assumptions and carry out complex estimates.

- impairment of property, plant and equipment and intangible assets. In notes 8 and 9 of the separate financial statements as at December 31, 2017, the Company presented information on the value of property, plant and equipment and intangible assets. In accordance with the requirements of IAS 36, as at December 31, 2017, the Management Board analysed the conditions for permanent impairment, which included the preparation of the model future cash flows. As a result of the analysis, the Management Board did not find any permanent impairment of these assets. Tangible fixed assets and intangible assets account for 48% of the Company's assets.

Supervisory Board approves the motion of the Management Board to the Company's Ordinary General Meeting to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods;

(III) EVALUATION OF THE COMPANY'S SITUATION IN 2017 WITH THE ASSESSMENT OF THE INTERNAL CONTROL SYSTEM, RISK MANAGEMENT, COMPLIANCE AND FUNCTION OF THE COMPANY'S INTERNAL AUDIT

Pursuant to Rule II.Z.10.1 of the "Good Practices of Companies Listed on the WSE 2016" in the wording effective from January 1, 2016, the Supervisory Board of the Company after analysing the financial statements and results of the Company in 2017 and after hearing the Auditor's opinion after his revision of the Company's financial statements, positively evaluates the Company's financial situation in 2017.

In addition, the Supervisory Board, taking into account the development strategy pursued by the Management Board of the Company, positively assesses the Company's development prospects.

In the opinion of the Supervisory Board, the Company has a solid foundation for further growth resulting primarily from concluded distribution agreements regarding the sale of the Company's insulins on key markets in the world and the possibility of selling the Company's insulins on subsequent markets.

For the establishment of an effective system of internal control and risk management in the company is the responsibility of the Management Board, which is verified by the Statutory Auditor appointed by the Company's Board of Directors, within the framework of the carried-out research reports.

In the opinion of the Supervisory Board, the system of internal control, risk management, known as "compliance" rules, as well as internal audit functions are adjusted to the size and profile of risk related to the current operations of the Company, and are subject to continuous improvement. The Company shall take appropriate action in order to implement the best practices, paying particular importance to manage currency risk, liquidity and systems integration, as well as ensure compliance with the requirements of the legal environment of the Company.

In view of the above, after taking into account the reviews of the Statutory Auditor and the opinions of the members of the Audit Committee, the Supervisory Board underlines the fact the involvement of the Board in issues related to internal control and welcomes its support in the development of solutions in this area. The Supervisory Board draws attention to the recommendation of the Audit Committee relating to the further strengthening of the internal control system and the management of risk material to the Company.

The Supervisory Board is of the opinion that the Company has the foundations and the potential to meet the new challenges posed by the development of the Company and the increase in the value of the Company.

(IV) THE ASSESSMENT OF HOW THE COMPANY MEETS ITS DISCLOSURE OBLIGATIONS FOR THE APPLICATION OF THE PRINCIPLES OF GOOD GOVERNANCE SET OUT IN THE REGULATIONS OF THE STOCK EXCHANGE AND RULES ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES

Pursuant to Rule II.Z.10.3 of the "Good Practices of Companies Listed on the WSE 2016" in the wording effective from January 1, 2016, the Company's Supervisory Board has assessed how the Company complies with its disclosure obligations regarding the application of corporate land rules set out in the Stock Exchange Rules and regulations current and periodic information provided by issuers of securities.

From January 1, 2016, a set of corporate governance rules is in force, namely the "Good Practices of Companies Listed on the WSE 2016". Pursuant to § 29 para. 3 of the Stock Exchange Regulations, if the principle of detailed corporate governance is not applied permanently or is affected incidentally, the issuer is required to publish a report on such case. The report should be published on the issuer's official website and via the Electronic Information Base (EIB). The Company informed through the Current report EBI 1/2016 about the scope of non-application of the "Good Practices of Companies Listed on the WSE 2016".

In addition, the Ordinance of the Minister of Finance of February 19, 2009 on current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (i.e. of June 27, 2013, Journal of Laws from 2014 item 133) specifies what information should be included in the statement on the application of corporate governance constituting a separate part of the report on the issuer's activity in the annual report of the company. Such a statement, forming part of the Management Board's Reports on the Company's and Group's operations, was forwarded by the Company to the public in the time limits set by law.

After reviewing the content of the report and the statement of the Management Board and the Company's practice, the Supervisory Board considered that the principle adopted by the Company for application have been made available by the Company, are in conformity with the requirements, reliably reflect the use of governance principles and represent stakeholders in a transparent and exhaustive way mechanisms of the Company. The company also provides communication with investors, shareholders and the media, in particular guided by the principle of equal and non-discriminatory access to disclosed information.

Bearing in mind the above, the Supervisory Board gives a positive opinion on the manner in which the Company fulfils its disclosure obligations regarding the application of corporate governance principles set out in the stock exchange regulations and regulations regarding current and periodic information provided by issuers of securities.

(V) RECOMMENDATIONS FOR BIOTON S.A.'s GENERAL MEETING OF SHAREHOLDERS

1) Conclusions of the Supervisory Board to the General Meeting of the Company's Shareholders regarding the financial statements of the Company and the Group for financial year 2017:

As a result of the assessment of the Company and Group financial statements, the Supervisory Board has decided to recommend the Company's Ordinary General Meeting of Shareholders:

1. approval of the Company's financial statements for the financial year ended on December 31, 2017;
2. approval of the report of the Management Board of the Company's activities in the financial year ending on December 31, 2017,
3. approval of the consolidated financial statements of the Group for the year ending on 31 December 2017,
4. approval of the report of the Management Board of the Group's activities in the financial year ending on December 31, 2017
5. adopting of a resolution on covering the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods,
6. granting to all Members of the Management Board and the Supervisory Board of the Company, performing these duties in the financial year 2017, a discharge for performing their duties in the financial year ended on 31 December 2017.

2) Opinion of the Company's Supervisory Board on draft resolutions of the Ordinary General Meeting of Shareholders of the Company:

In order to submit to the Ordinary General Meeting of the Company, the Supervisory Board of the Company, acting on the basis of the "Good Practices of Companies Listed on the WSE", after consideration, decides to give a positive opinion on draft resolutions of the Ordinary General Meeting of the Company.

to the 8th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

on covering the net loss of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 2 point 2 of the Code of Commercial Companies, decides to adopt a resolution to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods. "

REQUEST BY THE MANAGEMENT BOARD OF BIOTON S.A. ("COMPANY")
TO THE ORDINARY GENERAL MEETING
ON COVERING THE NET LOSS OF BIOTON S.A. FOR 2017

"The Management Board of BIOTON S.A. requests to cover the Company's net loss for the fiscal year 2017 in the amount of PLN 245,888,775.97 (say: two hundred forty-five million eight hundred eighty-eight thousand seven hundred eighty-five zlotys 97/100) with profits from future periods."

EXPLANATORY STATEMENT

2017 was for the group a year of organizational transformation and process that has continued in the current year, the strategic objective is to establish a modern, efficient and competitive organization that through their actions tend to be m.in. to build an integrated system of diabetes care and strengthen the position of the Group on the global market for diabetes. Action taken by us are medium and long term, but we are glad from the fact that over the four quarters of last year, their first positive results could already be seen in the form of improved results. Thanks to marketing and pro-sales initiatives, Bioton recorded strong double-digit sales growth in key markets in 2017.

As a result of the ongoing process of changes in the structure of the Group's business, in the year 2017, the company ended sales of Italian companies and proceeds from the sale increased the level of the Group's cash balance. In addition, as part of the entrusted activities, the company received from the external consultant a summary of key findings from the analysis of strategic options for further capital involvement in SciGen, which resulted in a decision to update the value of this asset and make a write-off of non-cash nature without impact on current operations. After the Supervisory Board expressed on December 12, 2017 its permission to start activities related to further investment in subsidiary SciGen, the Management Board of the company had made active efforts to find an investor for it, while maintaining existing distribution cooperation, which preferably would affect the results, and the ability to finance work on our core project, which is placing on the market of the first Polish analog insulin.

At present, the Management Board of the Company is taking actions aimed at creating a full portfolio of products and services for early diagnosis, prevention, treatment and alleviation of symptoms and effects of the disease, so as to offer comprehensive diabetes solutions. Recently we launched GensuCare – one of the most modern blood glucose meters in the world, allowing, among others, the integration with the user's smartphone, and the ability to monitor the measurements by the guardians.

In 2017 the Group recorded consolidated revenues from continuing operations of PLN 361.7 million and they were 30.3% higher on a year-on-year basis. Gross profit on sales reached PLN 186.3 million at the time, an increase of 35% y / y. Operating profit of the Group amounted to PLN 18 million compared to PLN 13.9 million loss in 2016. The net loss in 2017 was mainly influenced by the Group's financial costs, including the statistical difference in the amount of PLN 12.9 million and other costs, including interest income and commissions in the amount of PLN 11.4 million, among others."

to the 9th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding giving discharge

to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Jubo Liu discharge for the performance of duties as the Chairman of the Management Board of BIOTON S.A. in the period from January 1, 2017 to May 15, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Robert Neymann discharge for the performance of duties as the Chairman of the Management Board of BIOTON S.A. from May 15, 2017 to December 31, 2017."

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Marek Dziki discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
on granting discharge to the Member of the Management Board of BIOTON SA for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Adam Polonek discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding giving discharge
to Member of the Management Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Bogusław Kociński discharge for the performance of duties as a Member of the Management Board of BIOTON S.A. in the period from December 12, 2017 to December 31, 2017. "

to the 10th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Marcin Dukaczewski discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to February 7, 2017. "

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Dariusz Trzeciak discharge for the performance of duties as the Chairman of the Supervisory Board of BIOTON SA in the period from January 1, 2017 to May 15, 2017, and from May 15, 2017 to December 31, 2017 as Vice Chairman of the Supervisory Board of BIOTON S.A."

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. David Martin Comberbach discharge for the performance of duties as the Vice Chairman of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to May 12, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Tomasz Siembida discharge for the performance of duties as the Vice Chairman of the Supervisory Board of BIOTON S.A. from May 15, 2017 to June 28, 2017."

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Alejandro Gomez Blanco discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to October 2, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Sławomir Ziegert discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to May 15, 2017. "

RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Yu Liang Huang discharge for the performance of duties as Member of the Supervisory Board of BIOTON S.A. from January 1, 2017 to May 15, 2017, and Vice Chairman of the Supervisory Board from March 28, 2017 to May 15, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Vaidyanathan Viswanath discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from January 1, 2017 to December 31, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Mark Ming-Tso Chiang discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from May 15, 2017 to December 31, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Jubo Liu discharge for the performance of duties as a Chairman of the Supervisory Board of BIOTON S.A. in the period from May 15, 2017 to December 31, 2017. "

RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018
regarding giving discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Paweł Borowy discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

**RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018**

*on granting discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr. Gary He discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

**RESOLUTION NO [•]
Of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of [•] 2018**

*on granting discharge
to Member of the Supervisory Board of BIOTON S.A. for 2017*

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 sec. 1 and art. 395 § 2 sec. 3 of the Code of Commercial Companies, grants Mr Qi Bo discharge for the performance of duties as a Member of the Supervisory Board of BIOTON S.A. in the period from September 29, 2017 to December 31, 2017. "

to the 11th item on the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of [•] 2018**

*on granting consent for the sale of SciGen Ltd. with its registered office in Singapore
and establishing general terms of the transaction*

"§ 1

1. The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw (the "**Company**") was informed by the Company's Management Board about the execution of an investment agreement with **Yifan International Pharmaceutical Co., Ltd.**, pursuant to which the Company is obliged to enter into a transaction (the "**Transaction**") consisting, in particular, in (i) sale of all shares in the share capital of the company incorporated under the laws of Singapore under the business name SciGen Ltd. ("**SciGen**") held by the Company, (ii) partial repayment of debt owed to the Company by SciGen in the amount of **29.900.000 USD** through transfer of the right to licence (the "**Licence**") attributable to agreements executed by SciGen with Ferring International Center S.A. and Bio-Technology General (Israel) Ltd., transfer of rights to a number of "SciLin" trademarks (the "**Trademarks**") and consent granted by SciGen for the termination of profit-sharing agreements attributable to the profit earned from the sales in Vietnam and China (the "**Profit-sharing Agreements**"), and (iii) cancellation of the remainder of debt owed by SciGen to the Company for granting of a loan outstanding after

the partial repayment referred to in (ii), under a separate agreement (the “**Waiver Agreement**”);

2. The Management Board of the Company informed the Extraordinary General Meeting about the scope of the Transaction and the requirement to enter into a number of agreements and arrangements, including the obligation of the Company to sell its shares in SciGen;
3. The Audit Committee of the Supervisory Board of the Company by way of Resolution no [•] of [date] provided its recommendation to the Supervisory Board on the approval of the investor and the structure of the Transaction as outlined in § 1.1 above;
4. The Supervisory Board by way of Resolution no [•] of [date] granted its approval for the execution of the Transaction under the terms outlined by the Management Board and provided its recommendation to the Extraordinary General Meeting on granting approval for the Transaction in the structure as outlined in § 1.1 above, in accordance with Article 393¹ of the Polish Commercial Companies Code.

§ 2

The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw hereby grants consent for the execution of the Transaction, including the execution of the Licence transfer agreement to the benefit of Bioton, purchase of rights to the Trademarks by Bioton, termination of the Profit-sharing Agreements, execution of the Waiver Agreement and entry into other agreements and arrangements and make representations required or advisable to effectuate the Transaction, including the Company’s obligation to sell its shares in the share capital of SciGen, under the terms outlined in § 3 below.

§ 3

The Extraordinary General Meeting of BIOTON S.A. with its registered office in Warsaw, acting in accordance with Article 393¹ of the Polish Commercial Companies Code, hereby decides that the Company may execute the Transaction under the following terms:

- 1) price per SciGen share shall not be lower than USD 0,0507;
- 2) the Company shall sell its shares in SciGen as part of the call for subscription for shares procedure;
- 3) as part of the Transaction, the Company shall settle part of the loan extended to SciGen in the amount of 29.900.000 USD in exchange for: marketing rights to recombinant human insulin based products on markets to which SciGen is entitled, purchasing the rights to “SciLin” trademarks and consent of SciGen for the termination of two profit-sharing agreements, pursuant to which the Company makes payments to the benefit of SciGen and which are attributable to the Vietnamese and Chinese markets; the settlement shall be executed by way of a separate settlement agreement;
- 4) the remainder of the loan outstanding after the partial repayment referred to in point 3) above shall be cancelled;
- 5) the Company shall not deposit any funds to the escrow account as security for the investor's claims.

§ 4

This Resolution comes into force upon its adoption.

Justification:

1. Since December 2017, the Management Board of the Company has been searching for an investor for its subsidiary – SciGen. Accordingly, the Management Board identified, among others, Yifan International Pharmaceutical Co., Ltd. (the “**Investor**”) as a potential investor. The offer of this entity turned out to be the most advantageous of those submitted as part of the sales process.

2. On May 15, 2018, the Company entered into the Agreement on Binding Offer with the Investor (the "**Agreement**"), pursuant to which the parties agreed as to the scope and structure of the Transaction.
3. The Agreement provides for the obligation to meet a number of conditions precedent for the closing of the Transaction. One of these conditions is to obtain the consent of the General Meeting to execute the Transaction.
4. In the opinion of the Management Board, both the Investor and the Transaction guarantee the Company the most advantageous way of disinvestment from SciGen, by monetising the asset being SciGen shares on the most preferential terms. Moreover, as part of the Transaction the Company will gain substantial assets which are now owned by SciGen. Notwithstanding the above, the Company will obtain consent from SciGen to terminate two agreements pursuant to which the Company operates and sells products on the territory of Vietnam and China, which will help reduce the costs of operating on these markets, by terminating the obligation to pay SciGen for sharing the markets as part of the Transaction."