



**ORDINARY GENERAL MEETING OF
BIOTON SPÓŁKA AKCYJNA
CONVENED TO BE HELD ON 24 JUNE 2013**

FORM OF THE POWER OF ATTORNEY

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

and I (we) hereby authorise:

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

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

or

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

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

or

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

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

The proxy is entitled to represent the Shareholder at the Ordinary General Meeting of the Company, convened to be held on 24 June 2013, at 14:00 (2:00 p.m.), in Warsaw, at ul. Starościńska 5, 02-516 ("**Ordinary General Meeting**"), and in particular to participate in and speak at the Ordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other actions related to the Ordinary General Meeting.

This power of attorney applies to all shares in the Company held by the Shareholder.**

* delete if not applicable

**If the shareholder intends to empower the proxy to vote only with some of the shares held by the shareholder or to vote in different ways please indicate the number of shares the proxy should vote with and the manner of voting in the attached voting instruction.



Shareholder data / data of persons authorised to represent the Shareholder:

Name and surname:	Name and surname:
Company:	Company:
Position:	Position:
Address:	Address:

Signature of shareholder / persons authorised to represent the shareholder:

_____	_____
(signature)	(signature)
Place:	Place:
Date:	Date:

PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER'S DATA STATED IN THE POWER OF ATTORNEY AND THE DATA ON THE LIST OF SHAREHOLDERS MADE ON THE BASIS OF THE SCHEDULE RECEIVED FROM THE ENTITY MAINTAINING THE DEPOSITORY OF SECURITIES (i.e. THE NATIONAL DEPOSITORY OF SECURITIES) DELIVERED TO THE COMPANY IN ACCORDANCE WITH ARTICLE 406³ OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER MAY NOT BE ADMITTED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.

PLEASE NOTE THAT IT IS NOT REQUIRED BY THE COMPANY THAT POWER OF ATTORNEY IS GRANTED ON THE ABOVE FORM. MOREOVER, IT IS NOT REQUIRED BY THE COMPANY THAT THE POWER OF ATTORNEY IS GRANTED WITH THE USE OF ELECTRONIC MEANS OF COMMUNICATION. THE COMPANY MAKES A RESERVATION THAT A SHAREHOLDER USING ELECTRONIC MEANS OF COMMUNICATION BEARS THE SOLE AND EXCLUSIVE RISK RELATED WITH THE USE OF SUCH MEANS OF COMMUNICATION.

PLEASE NOTE THAT PURSUANT TO ARTICLE 87 PARAGRAPH 1 CLAUSE 1 SUB-CLAUSE 4) IN CONJUNCTION WITH ARTICLE 90 SECTION 3 OF THE ACT ON PUBLIC OFFERING, THE CONDITIONS GOVERNING THE INTRODUCTION OF FINANCIAL INSTRUMENTS TO ORGANISED TRADING AND ON PUBLIC COMPANIES (THE "ACT ON PUBLIC OFFERING") A PROXY WHO WAS NOT GIVEN A BINDING VOTING INSTRUCTIONS IN WRITING HAS REPORTING OBLIGATIONS SET FORTH IN

ARTICLE 69 OF THE ACT ON PUBLIC OFFERING WHICH INVOLVE, IN PARTICULAR, THE OBLIGATION TO REPORT TO THE POLISH FINANCIAL SUPERVISION AUTHORITY AND THE COMPANY THAT: THE GIVEN ATTORNEY REACHED OR EXCEEDED 5%, 10%, 15%, 20%, 25%, 33%, 50%, 75% AND 90% OF THE TOTAL NUMBER OF VOTES IN THE COMPANY.

IN LIGHT OF THE ABOVE INFORMATION DUTIES, THE COMPANY'S MANAGING BOARD EMPHASIZES THAT THE SHAREHOLDERS WHO INTEND TO GRANT A POWER OF ATTORNEY TO VOTE TO ANY OF THE MANAGING BOARD MEMBERS SHOULD ATTACH A DULY FILLED OUT AND BINDING VOTING INSTRUCTIONS, OTHERWISE THE MANAGING BOARD WILL VOTE (i) IN FAVOUR OF THE RESOLUTIONS AS PROPOSED BY THE MANAGING BOARD; (ii) IN FAVOUR OF THE DRAFT RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH DO NOT MATERIALLY CHANGE THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD; AND (iii) AGAINST RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH CONTRADICT THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD OR PREVENT THE ACHIEVING OF THE OBJECTIVES OF THE RESOLUTIONS PROPOSED BY THE MANAGING BOARD.

IMPORTANT INFORMATION:

Appointment of proxy – explanations:

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

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

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

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

Power of attorney granted in electronic form

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

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

Identification of Shareholder

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

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

For the purpose of identification of the shareholder granting the power of attorney in electronic form, the above mentioned documents should be sent in electronic form as enclosures in „pdf” format (or other format readable to the Company) to the address wza@bioton.pl or by fax to +48 22 721 13 33.

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

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

Identification of proxy

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

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

INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS BY A PROXY

The Ordinary General Meeting of BIOTON S.A. convened to be held on 24 June 2012 at 14:00 (2 p.m.) in Warsaw at the Company premises at ul. Starościńska 5, 02-516 Warsaw.

ITEM 3 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE MANAGING BOARD’S REPORT ON THE OPERATION OF BIOTON S.A. AND FINANCIAL STATEMENT OF BIOTON S.A. FOR 2012 (Draft resolution – Schedule No. 1)			
<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other * <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 4 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE MANAGING BOARD’S REPORT ON THE OPERATION OF THE CAPITAL GROUP BIOTON S.A. AND CONSOLIDATED FINANCIAL STATEMENT OF THE CAPITAL GROUP BIOTON S.A. FOR 2012 (Draft resolution – Schedule No. 2)			
<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

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

ITEM 5 OF THE AGENDA – ADOPTING A RESOLUTION ON REVIEWING AND APPROVING OF THE REPORTS OF THE SUPERVISORY BOARD OF BIOTON S.A. FOR 2012

(Draft resolution – Schedule No. 3)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other (in case of submitting other draft resolutions than the ones suggested by the Managing Board):			

ITEM 6 OF THE AGENDA – ADOPTING A RESOLUTION ON COVERING THE NET LOSS OF BIOTON S.A. FOR 2011 AND LOSS FROM PREVIOUS YEARS

(Draft resolution – Schedule No. 4)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other (in case of submitting other draft resolutions than the ones suggested by the Managing Board):			

ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE PRESIDENT OF THE MANAGING BOARD OF BIOTON S.A. IN 2012 BY MR SŁAWOMIR ZIEGERT.

(Draft resolution – Schedule No. 5)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE VICE PRESIDENT OF THE MANAGING BOARD OF BIOTON S.A. IN 2012 BY MR ADAM WILCZEĞA.

(Draft resolution – Schedule No. 6)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE MANAGING BOARD OF BIOTON S.A. IN 2012 BY MR PIOTR BŁASZCZYK.

(Draft resolution – Schedule No. 7)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 7 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE MANAGING BOARD OF BIOTON S.A. IN 2012 BY MR ADAM POLONEK.

(Draft resolution – Schedule No. 8)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR RYSZARD KRAUZE

(Draft resolution – Schedule No. 9)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF THE VICE CHAIRMAN OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR ZYGMUNT SOLORZ-ŻAK

(Draft resolution – Schedule No. 10)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR PIOTR BOROWICZ

(Draft resolution – Schedule No. 11)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
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Other (in case of submitting other draft resolutions than the ones suggested by the Managing Board):

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR LEON BUSHARA

(Draft resolution – Schedule No. 12)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
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Other (in case of submitting other draft resolutions than the ones suggested by the Managing Board):

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR TOMASZ BUZUK

(Draft resolution – Schedule No. 13)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR WALDEMAR DĄBROWSKI

(Draft resolution – Schedule No. 14)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR MARCIN DUKACZEWSKI

(Draft resolution – Schedule No. 15)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR MACIEJ GRELOWSKI

(Draft resolution – Schedule No. 16)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 1 JANUARY 2012 AND 15 FEBRUARY 2012 BY MR RAFAŁ JUSZCZAK

(Draft resolution – Schedule No. 17)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MS BARBARA RATNICKA - KICZKA

(Draft resolution – Schedule No. 18)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR ANDRE SPARK

(Draft resolution – Schedule No. 19)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 10 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN THE PERIOD BETWEEN 1 JANUARY 2012 AND 12 OCTOBER 2012 BY MS JOANNA SZYMAŃSKA - BULSKA

(Draft resolution – Schedule No. 20)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i>			

ITEM 8 OF THE AGENDA - ADOPTING A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES OF A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. IN 2012 BY MR WIESŁAW WALENDZIAK

(Draft resolution – Schedule No. 21)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other (<i>in case of submitting other draft resolutions than the ones suggested by the Managing Board</i>):			

ITEM 9 OF THE AGENDA – ADOPTING A RESOLUTION ON THE CHANGE OF THE STATUTE OF BIOTON S.A.

(Draft resolution – Schedule No. 22)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other (<i>in case of submitting other draft resolutions than the ones suggested by the Managing Board</i>):			

ITEM 10 OF THE AGENDA – ADOPTING A RESOLUTION ON ESTABLISHING THE NUMBER OF MEMBERS OF THE SUPERVISORY BOARD WITH REGARD TO EXPIRATION AS ON THE DAY OF THIS ORDINARY GENERAL MEETING OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 23)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

ITEM 10 OF THE AGENDA – ADOPTING A RESOLUTION ON APPOINTING MEMBERS OF THE SUPERVISORY BOARD WITH REGARD TO EXPIRATION AS ON THE DAY OF THIS ORDINARY GENERAL MEETING OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 24)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

ITEM 11 OF THE AGENDA – ADOPTING A RESOLUTION ON APPOINTING A MEMBER OF THE SUPERVISORY BOARD OF BIOTON S.A. MEETING THE REQUIREMENTS SPECIFIED IN §18 CLAUSE 1 ITEM 2 – 4 OF THE STATUTE OF THE COMPANY WITH REGARD TO EXPIRATION AS ON THE DAY OF THIS ORDINARY GENERAL MEETING OF THE MANDATES OF THE MEMBERS OF THE SUPERVISORY BOARD

(Draft resolution – Schedule No. 25)

<input type="checkbox"/> For Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Filing an observation Number of shares: _____	<input type="checkbox"/> Abstain Number of shares: _____	<input type="checkbox"/> At the proxy's discretion Number of shares: _____
<input type="checkbox"/> Other <i>(in case of submitting other draft resolutions than the ones suggested by the Managing Board):</i> 			

Signature of shareholder / persons authorised to represent the shareholder:

(signature)
 Place:
 Date:

(signature)
 Place:
 Date:

NOTES

The Shareholders are requested to give instructions by putting "X" in the appropriate box. If a shareholder appoints the President of the Managing Board to be his proxy without checking any of the voting methods, checking the option "at the proxy's discretion" or checking more than one method of voting from all shares of the Company held by the Shareholder shall cause that the proxy will be authorised to vote (i) in favour of the resolutions proposed by the Managing Board; (ii) in favour of the draft resolutions presented by shareholders of the Company which do not materially amend the resolutions proposed by the Managing Board or prevent the achieving of the objectives of the resolutions proposed by the Managing Board; and (iii) against resolutions proposed by shareholders of the Company which contradict the resolutions proposed by the Managing Board or prevent the achieving of the objectives of the resolutions proposed by the Managing Board.

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

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

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

Please, note that the draft resolutions attached hereto may differ from the draft resolutions subject to voting at the Ordinary General Meeting. To avoid any doubts as regards the method of voting by the proxy in such case it is recommended that it is specified in the field "other" how the proxy should act in the above situation.

SCHEDULE NO. 1

RESOLUTION NO. [•] of the Ordinary General Meeting of BIOTON Spółka Akcyjna of 24 June 2013

*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 2012*

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code, after having 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 2012, 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 2012, closing with the total assets and liabilities balance sum of 1,991,847 kPLN (in words: one billion nine hundred ninety one million eight hundred forty seven thousand zloty),
- 2) profit and loss account for the period between 01 January 2012 and 31 December 2012, showing net loss in the amount of 36,920 kPLN (in words: thirty six million nine hundred twenty thousand zloty),
- 3) total income statement for the period between 01 January 2012 and 31 December 2012 showing negative total income in the amount of 42,213 kPLN (in words: forty two million two hundred thirteen thousand zloty),
- 4) statement of changes in the equity capital for the period between 1 January 2012 and 31 December 2012 showing an increase of the equity capital by the amount of 115.574 kPLN (in words: one hundred fifteen million five hundred seventy four thousand zloty),
- 5) cash flow statement for the period between 1 January 2012 and 31 December 2012, showing increase of the cash by the amount of 8.699 kPLN (in words: eight million six hundred ninety nine thousand zloty),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."

SCHEDULE NO. 2

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*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 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 395 § 5 of the Commercial Companies Code, after having reviewed the Managing Board's report on the operation of the Capital Group BIOTON S.A. and consolidated financial statement of the Capital Group BIOTON S.A. for the year ending on 31 December 2012, 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 2012, closing with the total assets and liabilities balance sum of 1,915,324 kPLN (in words: one billion nine hundred fifteen million three hundred twenty four thousand zloty),
- 2) consolidated profit and loss account for the period between 01 January 2012 and 31 December 2012, showing net profit in the amount of 36,870 kPLN (in words: thirty six million eight hundred seventy thousand zloty),
- 3) consolidated total income statement for the period between 01 January 2012 and 31 December 2012, showing the total negative income in the amount of 34,843 kPLN (in words: thirty four million eight hundred forty three thousand zloty),
- 4) statement of changes in the consolidated equity capital in the period between 1 January 2012 and 31 December 2012 showing a decrease of the equity capital by the amount of 51.948 kPLN (in words: fifty one million nine hundred forty eight thousand zloty),
- 5) consolidated cash flow statement for the period between 1 January 2012 and 31 December 2012, showing an increase of the cash by the amount of 17.751 kPLN (say: seventeen million seven hundred fifty one thousand zloty),
- 6) additional information, including information on the adopted accounting policy and other explanatory information."

SCHEDULE NO. 3

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
of BIOTON Spółka Akcyjna
of 24 June 2013**

on reviewing and approving of the reports of the Supervisory Board of BIOTON S.A. for 2012

"The Ordinary General Meeting of BIOTON S.A. ("**Company**") acting pursuant to Art. 382 § 3 and Art. 395 § 5 of the Commercial Companies Code and according to the rule III.1.1 "The Best Practices of WSE Listed Companies", after having reviewed them, accepts the following reports drawn up by the Supervisory Board of the Company:

- 1) report on the results of the assessment of (i) the Managing Board's report on the operations of the Company in 2012, (ii) the financial statement of the Company for the accounting year 2012, (iii) the Managing Board's report on the operations of the Capital Group BIOTON S.A. in 2012, (iv) the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year 2012 and (v) the petition of the Managing Board concerning covering of loss for the accounting year 2012 and loss from previous years,
- 2) assessment of Company situation in 2012 and
- 3) report on the operations of the Supervisory Board of the Company in 2012."

REPORT OF THE SUPERVISORY BOARD OF BIOTON SPÓŁKA AKCYJNA FOR THE ACCOUNTING YEAR ENDING ON 31 DECEMBER 2012

Pursuant to Art. 382 § 3 of the Commercial Companies Code the Supervisory Board of BIOTON S.A. has made an assessment of:

- 1) the financial statement of BIOTON S.A. ("**Company**") for the accounting year ended on 31 December 2012 covering:
 - balance sheet drawn up as at 31 December 2012, closing with the total assets and liabilities balance sum of 1,991,847 kPLN (in words: one billion nine hundred ninety one million eight hundred forty seven thousand zloty),
 - profit and loss account for the period between 01 January 2012 and 31 December 2012, showing net loss in the amount of 36,920 kPLN (in words: thirty six million nine hundred twenty thousand zloty),
 - total income statement for the period between 01 January 2012 and 31 December 2012 showing negative total income in the amount of 42,213 kPLN (in words: forty two million two hundred thirteen thousand zloty),
 - statement of changes in the equity capital for the period between 1 January 2012 and 31 December 2012 showing an increase of the equity capital by the amount of 115.574 kPLN (in words: one hundred fifteen million five hundred seventy four thousand zloty),
 - cash flow statement for the period between 1 January 2012 and 31 December 2012, showing increase of the cash by the amount of 8.699 kPLN (in words: eight million six hundred ninety nine 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 2012,
- 3) application of the Managing Board to the Ordinary General Meeting of the Company on covering the net loss for the accounting year ended on 31 December 2012 and loss from previous years from the supplementary capital of the Company,
- 4) consolidated financial statement of the Capital Group BIOTON S.A. ("**Group**") for the accounting year ended on 31 December 2012 covering:
 - consolidated balance sheet drawn up as at 31 December 2012, closing with the total assets and liabilities balance sum of 1,915,324 kPLN (in words: one billion nine hundred fifteen million three hundred twenty four thousand zloty),
 - consolidated profit and loss account for the period between 01 January 2012 and 31 December 2012, showing net profit in the amount of 36,870 kPLN (in words: thirty six million eight hundred seventy thousand zloty),
 - consolidated total income statement for the period between 01 January 2012 and 31 December 2012, showing the total negative income in the amount of 34,843 kPLN (in words: thirty four million eight hundred forty three thousand zloty),
 - statement of changes in the consolidated equity capital in the period between 1 January 2012 and 31 December 2012 showing a decrease of the equity capital by the amount of 51.948 kPLN (in words: fifty one million nine hundred forty eight thousand zloty),

- consolidated cash flow statement for the period between 1 January 2012 and 31 December 2012, showing an increase of the cash by the amount of 17.751 kPLN (in words: seventeen million seven hundred fifty one 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 2012.

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 2012 (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 2012, 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 2012 as well as their financial reports for the accounting year 1 January 2012 - 31 December 2012,
 - have been drawn up in line with the International Accounting Standards, International Standards of Financial Reports and interpretations thereto announced in the form of regulations of the European Commission, and within the scopes which are not regulated therein - according to the act of 29 September 1994 on accounting (Journal of Laws of 2009, No. 152, item 1223 as amended) ("**Accounting Act**") and the implementing provisions to this act and on the basis of properly kept accounting books of the Company.
 - are consistent with the legal regulations affecting the form and contents of financial statements, including the ones applicable to the Group and the provisions of the Statute of the Company,
2. reports on the operation of the Company and the Group in the accounting year 2012 are complete in the meaning of Art. 49 clause 2 of the Accounting Act and the regulation of the Minister of Finance of 19 February 2009 on current and periodical information submitted by issuers of securities and conditions of deeming equivalent the information required by the regulations of a state being a non-member state (Journal of Laws of 2009, No. 33, item 259 as amended), and the information contained therein taken from the financial statements is consistent with the same.

In the result of the above mentioned assessment, the Supervisory Board has decided to recommend to the Ordinary General Meeting of the Company:

1. approval of the financial statement of the Company for the accounting year ended on 31 December 2012,
2. approval of the Managing Board's report on the operation of Company in the accounting year ended on 31 December 2012,
3. approval of the consolidated financial statement of the Capital Group BIOTON S.A. for the accounting year ended on 31 December 2012,

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 2012,
5. adopting a resolution on covering of the net loss of the Company in the accounting year 2012 in the amount of 36.919.624,07 PLN (in words: thirty six million nine hundred nineteen thousand six hundred twenty four zloty 07/100) and the loss from previous years (for 2010) in the amount of 4,662,934.65 PLN (in words: four million six hundred sixty two thousand nine hundred thirty four zloty 65/100) from the supplementary capital of the Company,
6. acknowledgement of fulfilment of duties by all members of the Managing Board and the Supervisory Board in the accounting year ended on 31 December 2012.



**ASSESSMENT BY THE SUPERVISORY BOARD OF BIOTON S.A.
OF THE COMPANY SITUATION IN 2012
(TAKING INTO ACCOUNT THE ASSESSMENT OF THE INTERNAL CONTROL SYSTEM
AND COMPANY SIGNIFICANT RISK MANAGEMENT SYSTEM)**

Pursuant to the rule III.1.1 of "The Best Practices of WSE Listed Companies", the Supervisory Board of BIOTON S.A. ("**Company**") after the analysis of the financial statement and results of the Company in 2012, after getting familiar with the chartered auditor's opinion on the audit of the financial statement of the Company, assesses positively both the financial situation of the Company and its prospective development.

The Supervisory Board assesses positively Company achievements in 2012, in particular the improvement of Company's financial results due to the increasing sales of Company products, mainly insulin, the implemented savings program and costs revision, and introduction of new products of the Prodiab line to the market.

In the opinion of the Supervisory Board the Company has got a solid foundation for further development resulting first of all from the distribution agreements concerning trading with Company insulins in the key global markets and the possibility to introduce Company insulins to new markets as well.

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

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

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

REPORT ON THE OPERATIONS OF THE SUPERVISORY BOARD OF BIOTON S.A. ("COMPANY") IN 2012

Pursuant to the Commercial Companies Code the Supervisory Board constantly supervises all scopes of activities of the Company. Beside the Commercial Companies Code operations of the Supervisory Board are based on: the Statute of the Company, the resolutions of the General Meeting, the Bylaws of the Supervisory Board as adopted by the Supervisory Board.

Composition of the Supervisory Board

In the accounting year 2012 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,
- Marcin Dukaczewski - a Member of the Board,
- Maciej Grelowski - a Member of the Board,
- Rafał Juszcak - a Member of the Board until 15.02.2012,
- Barbara Ratnicka – Kiczka - a Member of the Board,
- Andre Spark - a Member of the Board,
- Joanna Szymańska – Bulska - a Member of the Board until 12.10.2012,
- Wiesław Walendziak - a Member of the Board.

As from 15.02.2012 Mr Rafał Juszcak resigned from the function of a Member of the Supervisory Board of the Company due to taking up the function of the President of the Managing Board of Getin Holding S.A.

As from 12.10.2012 Ms Joanna Szymańska – Bulska resigned from the function of a Member of the Supervisory Board for personal reasons.

Composition of the Audit Committee

In the accounting year 2012 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 - Vice Chairman of the Committee,
- Marcin Dukaczewski - a Member of the Committee.

All members of the Supervisory Board and the Audit Committee are highly qualified, have appropriate education, life and professional experience allowing for effective and reliable performance of their duties.

Actions taken by the Supervisory Board

In 2012 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 2012 the Supervisory Board adopted in total 12 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 2011,
- appointing of new members of the Managing Board,
- supplementation of composition of the Audit Committee,
- approval of the issue price of Company shares issued within the conditional capital,
- approval of conclusion and execution of agreements between the Company and its subsidiary (pursuant to §21 clause 1 item 2) of the Statute of the Company),
- selection of the chartered auditor.

SCHEDULE NO. 4

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

on covering the loss of BIOTON S.A. for 2012 and the loss from previous years

"The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code has decided to cover the net loss of BIOTON S.A. for the accounting year 2012 in the amount of 36,919,624.07 PLN (in words: thirty six million nine hundred nineteen thousand six hundred twenty four zloty 07/100) and the loss from previous years (for the accounting year 2010) in the amount of 4,662,934.65 PLN (in words: four million six hundred sixty two thousand nine hundred thirty four zloty 65/100) from the supplementary capital of BIOTON S.A.

**PETITION OF THE MANAGING BOARD OF BIOTON S.A. ("COMPANY")
TO THE ORDINARY GENERAL MEETING
FOR COVERING OF THE NET LOSS OF THE COMPANY
FOR THE ACCOUNTING YEAR 2012 AND PREVIOUS YEARS**

The Managing Board of BIOTON S.A. applies for covering of the net loss in the accounting year 2012 in the amount of 36.919.624,07 PLN (in words: thirty six million nine hundred nineteen thousand six hundred twenty four zloty 07/100) and the loss from previous years (for the accounting year 2010) in the amount of 4,662,934.65 PLN (in words: four million six hundred sixty two thousand nine hundred thirty four zloty 65/100) from the supplementary capital of BIOTON S.A.

JUSTIFICATION

Company's net loss for the accounting year 2012 is the result of unstable market situation due to introduction of new regulations concerning medicines trade at the beginning of 2012 and the increased products stock held by distributors in 2nd half of 2011. After the collapse of the pharmaceutical market and reduced sales in 1st and 2nd quarter of 2012, the Company managed to recover its market position in 2nd half of 2012.

The loss from previous years, in the amount of 4,662,934.65 PLN occurred in the result of payment of the withholding tax on the territory of the People's Republic of China on the licence fee received from Bayer HealthCare Company Ltd with the registered seat in the People's Republic of China, under the agreement concluded with the Company on 09.07.2009.

SCHEDULE NO. 5

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the President of the Managing Board of BIOTON S.A. in 2012 by Mr Sławomir Ziegert."

SCHEDULE NO. 6

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the Vice President of the Managing Board of BIOTON S.A. in 2012 by Mr Adam Wilczęga."

SCHEDULE NO. 7

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2012 by Mr Piotr Błaszczuk."

SCHEDULE NO. 8

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Managing Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in 2012 by Mr Adam Polonek."

SCHEDULE NO. 9

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the Chairman of the Supervisory Board of BIOTON S.A. in 2012 by Mr Ryszard Krauze."

SCHEDULE NO. 10

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of the Vice Chairman of the Supervisory Board of BIOTON S.A. in 2012 by Mr Zygmunt Solorz-Żak."

SCHEDULE NO. 11

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Piotr Borowicz."

SCHEDULE NO. 12

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Leon Bushara."

SCHEDULE NO. 13

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Tomasz Buzuk."

SCHEDULE NO. 14

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Waldemar Dąbrowski."

SCHEDULE NO. 15

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Marcin Dukaczewski."

SCHEDULE NO. 16

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Maciej Grelowski."

SCHEDULE NO. 17

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 1 January 2012 and 15 February 2012 by Mr Rafał Juszcak."

SCHEDULE NO. 18

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Ms Barbara Ratnicka-Kiczka."

SCHEDULE NO. 19

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Andre Spark."

SCHEDULE NO. 20

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in the period between 1 January 2012 and 12 October 2012 by Ms Joanna Szymańska-Bulska."

SCHEDULE NO. 21

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

*on acknowledgement of the fulfilment of duties
by a member of the Supervisory Board of BIOTON S.A. for 2012*

"The Ordinary General Meeting of BIOTON S.A. acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2012 by Mr Wiesław Walendziak."

SCHEDULE NO. 22**RESOLUTION No. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

on the change of the Statute of BIOTON S.A.

„§ 1

Acting pursuant to Art. 430 of the Commercial Companies Code, in order to match the reading of the Statute as regards the value of share and conditional capital to the actual situation, resulting from the increase of the share capital within the conditional capital by way of issue of series AB shares on the grounds of the resolution No. 2 of the Extraordinary General Meeting of the Company of 3 December 2012, the Ordinary General Meeting of BIOTON S.A. ("**Company**"), has decided to change §8 and §11a of the Statute of the Company by providing them with the new reading as follows:

„§ 8

The share capital of the Company amounts to 1,677,357,034.80 PLN (one billion six hundred seventy seven million three hundred fifty seven thousand thirty four zloty and eighty groszy) and is divided into:

- 1. 5,740,830,742 (five billion seven hundred forty million eight hundred thirty thousand seven hundred forty two) ordinary bearer series A shares,*
- 2. 1,561,634,320 (one billion five hundred sixty one million six hundred thirty four thousand three hundred twenty) ordinary bearer series AA shares,*
- 3. 1,084,320,112 (one billion eighty four million three hundred twenty one hundred twelve) ordinary bearer series AB shares.”*

„§ 11a

- 1. The conditional share capital of the Company amounts to no more than 166,436,557.40 PLN (one hundred sixty six million four hundred thirty six thousand five hundred fifty seven zloty forty groszy) and is divided into no more than:*
 - a) 39,606,195 (thirty nine million six hundred six thousand one hundred ninety five) ordinary bearer series H shares of the face value PLN 0.20 (twenty groszy) each;*
 - b) 132,400,000 (one hundred thirty two million four hundred thousand) ordinary bearer series O shares of the face value PLN 0.20 (twenty groszy) each;*
 - c) 6,000,000 (six million) ordinary bearer series P shares of the face value PLN 0.20 (twenty groszy) each;*
 - d) 454,545,454 (four hundred fifty four million five hundred forty five thousand four hundred fifty four) ordinary bearer series Z shares of the face value PLN 0.20 (twenty groszy) each;*
 - e) 33,951,250 (thirty three million nine hundred fifty one thousand two hundred fifty) ordinary bearer series AA shares of the face value PLN 0.20 (twenty groszy) each;*
 - f) 165,679,888 (one hundred sixty five million six hundred seventy nine thousand eight hundred eighty eight) ordinary bearer series AB shares of the face value PLN 0.20 (twenty groszy) each.*

2. *The purpose of the conditional increase of the share capital referred to under § 11a section 1a is to grant the right to acquire series H shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 25 of the Ordinary General Meeting of 30 June 2006.*
3. *The purpose of the conditional increase of the share capital referred to under § 11a section 1b is to grant the right to acquire series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 4 of the Extraordinary General Meeting of 6 April 2009.*
4. *The purpose of the conditional increase of the share capital referred to under § 11a section 1c is to grant the right to acquire series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 6 April 2009.*
5. *The purpose of the conditional increase of the share capital referred to under § 11a clause 1d is to grant the right to acquire series Z shares to the holders of bonds exchangeable with shares issued by the Company on the basis of the resolution No. 5 of the Extraordinary General Meeting of 25 May 2010.*
6. *The purpose of the conditional increase of the share capital referred to under § 11a section 1e is to grant the right to acquire series AA shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 2 of the Extraordinary General Meeting of 19 October 2011.*
7. *The purpose of the conditional increase of the share capital referred to under § 11a section 1f is to grant the right to acquire series AB shares to the holders of subscription warrants issued by the Company on the basis of the resolution No. 2 of the Extraordinary General Meeting of 3 December 2012.*

§ 2

Acting pursuant to Art. 430 of the Commercial Companies Code, the Ordinary General Meeting of the Company has decided to change §24 of the Statute of the Company by providing it with the new reading as follows:

„§ 24

General Meetings may be held in Warsaw, Gdynia and in Macierzysz near Ożarów Mazowiecki.”

§ 3

The resolution shall enter into force upon being adopted."



SCHEDULE NO. 23

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

on establishing the number of members of the Supervisory Board of BIOTON S.A. with regard to expiration as on the day of this Ordinary General Meeting of the mandates of the members of the Supervisory Board

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

SCHEDULE NO. 24

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

on appointing members of the Supervisory Board of BIOTON S.A. with regard to expiration as on the day of this Ordinary General Meeting of the mandates of the members of the Supervisory Board

The Ordinary General Meeting of BIOTON S.A. ("**Company**"), acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 17 clause 2 item 3 of the Statute of the Company appoints Mr/Ms [●] to be a member of the Supervisory Board.

SCHEDULE NO. 25

**RESOLUTION NO. [●]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
of 24 June 2013**

on appointment of a member of the Supervisory Board fulfilling the conditions specified in § 18 clause 1 items 2 – 4 of the Statute of the Company with regard to expiration as on the day of this Ordinary General Meeting of the mandates of the members of the Supervisory Board

"The Ordinary General Meeting of BIOTON S.A. ("**Company**"), acting pursuant to § 17 clause 2 item 3 of the Company's Statute with regard to § 18 clause 3 of the Statute appoints Mr/Ms [●] to be a member of the Supervisory Board of the Company. "