

BIOTON S.A. („**Company**”) hereby submits the reading of the resolutions of the Extraordinary General Meeting of the Company which was held on 03.12.2012.

To item 4 of the agenda:

RESOLUTION No. 1
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
dated 3 December 2012

on adopting the agenda of the EGM

The Ordinary General Meeting of BIOTON S.A. approves the following agenda of the OGM:

1. Opening of the EGM session;
2. Drawing up of the attendance list, establishing that the EGM has been properly convened and is capable of adopting resolutions;
3. Election of the Vote-counting Committee;
4. Adoption of the agenda of the EGM;
5. Adoption of a resolution on the issuance of subscription warrants, on a conditional increase of the Company's share capital, the exclusion of the pre-emptive rights of the existing shareholders of the Company and amendments in the Statute;
6. Closing of the EGM session.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,806,314,739 shares, out of which valid votes were cast, which constituted 38.4296907301 % of the share capital of the Company, out of which 2,806,314,739 votes were cast in open ballot, where:

- 2,805,430,828 votes were „for”,
- 0 votes were „against”,
- 883,911 votes were abstained.

To item 5 of the agenda:

RESOLUTION No. 2
of the Extraordinary General Meeting
of BIOTON Spółka Akcyjna
dated 3 December 2012

*on the issuance of subscription warrants, conditional increase of the Company's share capital
to the exclusion of the pre-emptive rights of the existing shareholders of the Company and
amendments in the Company's Statute*

The Extraordinary General Meeting of BIOTON S.A. ("**Company**", "**Bioton**") hereby resolves as follows:

§ 1

1. Pursuant to Art. 453 § 2 of the Commercial Companies Code ("**CCC**"), hereby resolves to issue up to 1,250,000,000 (one billion two hundred fifty million) subscription warrants ("**Subscription Warrants**"), which may be issued either in the registered or bearer form.
2. The Subscription Warrants shall be issued in a documentary form and may be issued in the form of collective (global) certificates or may be dematerialised.
3. The Subscription Warrants shall be issued free of charge or against consideration, whereas the Subscription Warrants issued to Troqueera Enterprises Limited with its registered office in Nicosia, Cyprus, shall be issued free of charge.
4. Each Subscription Warrant shall entitle its holder to acquire one (1) series AB share (as defined below).
5. The right to acquire Series AB Shares (as defined below) incorporated in the Subscription Warrants must be exercised by 31 December 2014. The Managing Board is hereby authorised to issue Subscription Warrants which entitle their holders to acquire Series AB Shares in the period shorter than the maximum time limit specified in this § 1 section 5 of this Resolution.
6. The Subscription Warrants, under which the right to acquire Series AB Shares has not been exercised within the time limit specified in § 1 section 5, shall expire.
7. The Subscription Warrants issued in the form of registered warrants may be offered for acquisition by way of private placement to certain entities selected by the Managing Board of the Company, provided that there are no more than one hundred (100) entities, and specifically the Subscription Warrants shall be offered for acquisition by way of private placement to Troqueera Enterprises Limited in the performance of an agreement for the sale of shares in BIOLEK Sp. z o.o. entered into by the Company and Troqueera Enterprises Limited on 31 August 2011. The Subscription Warrants issued in bearer form and having no documentary form may be offered by way of a public offering.
8. The General Meeting decides that the Subscription Warrants and Series AB Shares may be issued, in full or in part, within a public offering and that the Company may seek admission of the Subscription Warrants to trading on the regulated market of the WSE and further decides that if the Subscription Warrants are offered in the aforementioned manner, they shall be dematerialised.
9. The General Meeting authorises the Managing Board of the Company to take any and all actions related with the issuance and allocation of the Subscription Warrants in favour of the entities specified in § 1 section 7 above, including:
 - a) to determine the content of a Subscription Warrant issued in bearer form and registered form and the number of Subscription Warrants issued in documentary and dematerialised form as well as the number of Subscription Warrants offered through a public offering; the terms and conditions of the offering proposed by the Managing Board of the Company, including the volume thereof and the issue price of the Subscription Warrants and Series AB Shares shall require the consent of the Supervisory Board of the Company;
 - b) to determine the reading of Subscription Warrants issued in a documentary form, including the exact reading of the Subscription Warrant certificate and a collective certificate of the Subscription Warrants;
 - c) to determine the number of Subscription Warrants issued free of charge and against compensation and the issue price of Subscription Warrants issued against compensation;

- d) to issue the Subscription Warrants in different series and to determine the detailed deadlines for the issuance of Subscription Warrants as well as other terms and conditions of issue as the Managing Board of the Company deems necessary, including the exclusion or restriction on the transferability of the Subscription Warrants (lock-up);
- e) to offer a lesser number of Subscription Warrants than the one specified in this resolution; and
- f) take any and all actions related with the issuance and allocation of the Subscription Warrants, specifically the Managing Board of the Company shall be authorised, if necessary, to enter into an agreement with a financial institution of its choice whereby the financial institution shall perform selected actions involving the issuance and registration of the dematerialised Subscription Warrants offered within a public offering in the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) ("NDS") and admission thereof to trading on the WSE.

§ 2

1. Pursuant to Art. 432 and Art. 449 of the CCC it is resolved to increase the share capital of Bioton by not more than PLN 250,000,000 (two hundred fifty million zloty) by way of the issuance of not more than 1,250,000,000 (one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (twenty groszy) each ("**Series AB Shares**").
2. The purpose of the conditional share capital increase is to grant the right to acquire Series AB Shares to the holders of the Subscription Warrants, which shall be issued by Bioton by virtue of this resolution. Series AB Shares shall be acquired within the time limit specified in § 1 section 5 above.
3. Series AB Shares shall be issued exclusively in exchange for cash contributions to the holders of Subscription Warrants who deliver a written representation on acquisition of Series AA Shares pursuant to Art. 451§ 1 of the CCC and pay the issue price of Series AB Shares.
4. The Managing Board of the Company is authorised to determine the issue price of Series AB Shares, whereas the issue price of Series AB Shares delivered to the holders of Subscription Warrants issued to Troqueera Enterprises Limited shall be PLN 0.20 (twenty groszy) per Series AB Share. The issue price of Series AB Shares determined by the Managing Board of the Company must be approved by the Supervisory Board of the Company.
5. Series AB Shares shall entitle their holders to participate in dividend distribution on the following terms and conditions:
 - a) Series AB Shares issued not later than on the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to share in profits starting from the profit for the previous financial year, i.e. from 1 January of the financial year directly preceding the year in which the shares were issued,
 - b) Series AB Shares issued on the day immediately following the dividend record date determined in a resolution of the General Meeting on apportionment of profit shall entitle their holders to share in profits starting from the profit for the financial year in which the shares were issued, i.e. from 1 January of this financial year.

6. The Managing Board of the Company is authorised to take any and all actions related with the issuance and allocation of Series AB Shares, registration of Series AB Shares in the NDS and admission thereof to trading on the WSE.
7. The Extraordinary General Meeting of Bioton agrees to the Company's seeking admission of Series AB Shares to trading on the regulated market of the WSE and decides that Series AB Shares shall be dematerialised.
8. The Managing Board of Bioton is authorised and required to take any and all actions necessary to perform this resolution, including to file with the Polish Financial Supervision Authority all relevant applications and notifications, seek admission of Series AB Shares to trading on the regulated market, have Series AB Shares registered with the NDS and submit an application for admission of Series AB Shares to trading on the regulated market of the WSE.

§ 3

Acting in the interest of Bioton, the existing shareholders of Bioton are fully deprived of their pre-emptive rights with respect to the Subscription Warrants and Series AB Shares. It is hereby acknowledged a written opinion, attached hereto as Schedule No. 1, issued by the Managing Board of Bioton presenting the reasons for the exclusion of the pre-emptive rights to the Subscription Warrants and Series AB Shares as well as presenting the proposed issue price.

§ 4

In reference with the conditional increase of the share capital made on the basis of this Resolution, the Extraordinary General Meeting of Bioton amend § 11a of the Statute of Bioton to read as follows:

„§ 11a

1. *The conditional share capital of the Company amounts to not more than PLN 383,300,579.80 (in words: three hundred eighty three million three hundred thousand five hundred seventy nine zloty and 80/100) and is divided into not more than:*
 - a) *39,606,195 (in words: thirty nine million six hundred and six thousand one hundred ninety five) ordinary bearer series H shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;*
 - b) *132,400,000 (in words: one hundred thirty two million four hundred thousand) ordinary bearer series O shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;*
 - c) *6,000,000 (in words: six million) ordinary bearer series P shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;*
 - d) *454,545,454 (in words: four hundred fifty four million five hundred forty five thousand four hundred fifty four) ordinary bearer series Z shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;*
 - e) *33,951,250 (in words: thirty three million nine hundred fifty one thousand two hundred fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (in words: twenty groszy) each;*
 - f) *1,250,000,000 (in words: one billion two hundred fifty million) ordinary bearer series AB shares with a nominal value of PLN 0.20 (in words: 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 subscription warrants 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."*

§ 5

The resolution shall enter into force upon being adopted.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,806,314,739 shares, out of which valid votes were cast, which constituted 38.4296907301 % of the share capital of the Company, out of which 2,806,314,739 votes were cast in open ballot, where:

- 2,677,042,112 votes were „for”,
- 128,088,716 votes were „against”,
- 1,183,911 votes were abstained.