

To item 4 of the agenda:

**RESOLUTION No. 1
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

on adopting the agenda of the OGM

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,427,446,342 votes were „for”,
- 0 votes were „against”,
- 883,911 votes were abstained.

To item 5 of the agenda:

**RESOLUTION No. 2
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on reviewing and approving of
the Managing Board's report on the operation of BIOTON S.A.
and financial statement of BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 1 of the Code of Commercial Companies, after having reviewed the Managing Board's report on the operation of BIOTON S.A. and financial statement of the Company for the year ending on 31 December 2011, approves the Managing Board's report on the operation of the Company and the financial statement of BIOTON S.A. covering:

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,426,192,977 votes were „for”,
- 2 votes were „against”,
- 2,137,274 votes were abstained.

To item 6 of the agenda:

**RESOLUTION No. 3
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

*on reviewing and approving of
the Managing Board's report on the operation of the Capital Group BIOTON S.A.
and financial statement of the Capital Group BIOTON S.A. for 2011*

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 395 § 5 of the Code of Commercial Companies, after having reviewed the Managing Board's report on the operation of the Capital Group BIOTON S.A. and the consolidated financial statement of the Capital Group BIOTON S.A. for the year ending on 31 December 2011, approves the Managing Board's report on the operation of the Capital Group BIOTON S.A. and the consolidated financial statement of the Capital Group BIOTON S.A. covering:

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,426,442,977 votes were „for”,
- 2 votes were „against”,
- 1,887,274 votes were abstained.

To item 7 of the agenda:

**RESOLUTION No. 4
of the Ordinary General Meeting of
of BIOTON Spółka Akcyjna
dated 30 June 2012**

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,426,442,977 votes were „for”,
- 1,003,363 votes were „against”,
- 883,913 votes were abstained.

To item 8 of the agenda:

**RESOLUTION No. 5
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

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

The Ordinary General Meeting of BIOTON S.A., acting pursuant to Art. 395 § 2 item 2 of the Code of Commercial Companies has decided to allocate the net profit of BIOTON S.A. for the accounting year 2011 in the amount of 55,169,555.81 PLN (say: fifty-five million, one hundred and sixty-nine thousand, five hundred and fifty-five zloty and eighty-one groszy) to the supplementary capital of BIOTON S.A.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,426,160,977 votes were „for”,
- 1,035,363 votes were „against”,
- 1,133,913 votes were abstained.

To item 9 of the agenda:

**RESOLUTION No. 6
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,442,977 votes were „for”,
- 1,003,365 votes were „against”,
- 883,911 votes were abstained.

**RESOLUTION No. 7
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,253,365 votes were „against”,
- 883,911 votes were abstained.

RESOLUTION No. 8
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in the period between 1 January 2011 and 20 December 2011 by Mr. Adam Aleksandrowicz.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 9
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in the period between 15 September 2011 and 31 December 2011 by Mr. Piotr Błaszczuk.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 10
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Managing Board of BIOTON S.A. in the period between 20 December 2011 and 31 December 2011 by Mr. Adam Polonek.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

To item 10 of the agenda:

RESOLUTION No. 11
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,027,155,782 shares, out of which valid votes were cast, which constituted 27.76 % of the share capital of the Company, out of which 2,027,155,782 votes were cast in secret ballot, where:

- 2,025,018,506 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 12
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 13
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 14
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 15
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 16
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 2 votes were „against”,
- 2,137,274 votes were abstained.

RESOLUTION No. 17
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 18
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 19
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 20
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2011 by Ms. Barbara Ratnicka - Kiczka.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 21
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 22
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

The Ordinary General Meeting of BIOTON S.A. acting pursuant to art. 393 item 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfilment of duties of a Member of the Supervisory Board of BIOTON S.A. in 2011 by Ms. Joanna Szymańska - Bulska.

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,426,192,977 votes were „for”,
- 1,003,365 votes were „against”,
- 1,133,911 votes were abstained.

RESOLUTION No. 23
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012

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

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in secret ballot, where:

- 2,427,196,340 votes were „for”,
- 2 votes were „against”,
- 1,133,911 votes were abstained.

To item 11 of the agenda:

**RESOLUTION No. 24
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

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

§ 1

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

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

„§ 2

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

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

„§ 11a

1. *The conditional share capital of the company amounts to no more than PLN 133,300,579.80 (one hundred and thirty-three million, three hundred thousand, five hundred and seventy-nine zloty and eighty groszy) and is divided up into to:*
 - a) *39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - b) *132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - c) *6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - d) *454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;*
 - e) *33,951,250 (thirty-three million, nine hundred and fifty-one thousand, two hundred and fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) each.*
2. *The objective of the conditional increase of the share capital referred to in § 11a section 1 a) is to grant the right to subscribe for series H shares to the holders of*

subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.

3. *The objective of the conditional increase of the share capital referred to in § 11a section 1 b) is to grant the right to subscribe for series O shares to the holders of subscription warrants issued by the company under resolution No. 4 of the Extraordinary Meeting of Shareholders dated 6 April 2009.*
4. *The objective of the conditional increase of the share capital referred to in § 11a section 1 c) is to grant the right to subscribe for series P shares to the holders of subscription warrants issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 6 April 2009.*
5. *The objective of the conditional increase of the share capital referred to in § 11a section 1 d) is to grant the right to subscribe for series Z shares to the holders of bonds convertible into shares issued by the company under resolution No. 5 of the extraordinary meeting of shareholders dated 25 May 2010.*
6. *The objective of the conditional increase of the share capital referred to in § 11a section 1 e) is to grant the right to subscribe for series AA shares to the holders of subscription warrants issued by the company under resolution No. 2 of the extraordinary meeting of shareholders dated 19 October 2011.”*

§ 2

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

“STATUTE of

BIOTON Spółka Akcyjna

I. GENERAL PROVISIONS

§ 1

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

§ 2

The registered seat of the company shall be Warsaw.

§ 3

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

§ 4

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

II. MANNER OF ESTABLISHMENT OF THE COMPANY

§ 5

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

III. SCOPE OF THE COMPANY'S BUSINESS

§ 6

The following shall constitute the company's scope of business, domestically or internationally, and for export and import purposes:

- 1) Manufacture of homogenised food preparations and dietetic food (PKD 10.86.Z)
- 2) Book publishing (PKD 58.11.Z)
- 3) Publishing of newspapers (PKD 58.13.Z)
- 4) Publishing of journals and periodicals (PKD 58.14.Z)
- 5) Sound recording and music publishing activities (PKD 59.20.Z)
- 6) Other publishing activities (PKD 58.19.Z)
- 7) Other printing (PKD 18.12.Z)
- 8) Manufacture of other inorganic basic chemicals (PKD 20.13.Z)
- 9) Manufacture of other organic basic chemicals (PKD 20.14.Z)
- 10) Manufacture of pesticides and other agrochemical products (PKD 20.20.Z)
- 11) Manufacture of basic pharmaceutical products (PKD 21.10.Z)
- 12) Manufacture of drugs and pharmaceutical preparations (PKD 21.20.Z)
- 13) Manufacture of medical and dental instruments and supplies (PKD 32.50.Z)
- 14) Manufacture of soap and detergents, cleaning and polishing preparations (PKD 20.41.Z)
- 15) Manufacture of perfumes and toilet preparations (PKD 20.42.Z)
- 16) Manufacture of non-domestic cooling and ventilation equipment (PKD 28.25.Z)
- 17) Repair and maintenance of machinery (PKD 33.12.Z)
- 18) Installation of industrial machinery and equipment (PKD 33.20.Z)
- 19) Manufacture of irradiation, electromedical and electrotherapeutic equipment (PKD 26.60.Z)
- 20) Manufacture of office and shop furniture (PKD 31.01.Z)
- 21) Wholesale of perfume and cosmetics (PKD 46.45.Z)
- 22) Wholesale of pharmaceutical and medical goods (PKD 46.46.Z)
- 23) Wholesale of chemical products (PKD 46.75.Z)

- 24) Dispensing chemist in specialised stores (PKD 47.73.Z)
- 25) Retail sale of medical and orthopaedic goods in specialised stores (PKD 47.74.Z)
- 26) Retail sale of cosmetic and toilet articles in specialised stores (PKD 47.75.Z)
- 27) Buying and selling of own real estate (PKD 68.10.Z)
- 28) Renting and operating of own or leased real estate (PKD 68.20.Z)
- 29) Research and experimental development on other natural sciences and engineering (PKD 72.19.Z)
- 30) Market research and public opinion polling (PKD 73.20.Z)
- 31) Business and other management consultancy activities (PKD 70.22.Z)
- 32) Other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z)
- 33) Architectural activities (PKD 71.11.Z)
- 34) Engineering activities and related technical consultancy (71.12.Z)
- 35) Advertising agencies (PKD 73.11.Z)
- 36) Packaging activities (PKD 82.92.Z)
- 37) Water collection, treatment and supply (PKD 36.00.Z)
- 38) Sewage disposal and treatment (PKD 37.00.Z)
- 39) Collection of non-hazardous waste (PKD 38.11.Z)
- 40) Collection of hazardous waste (PKD 38.12.Z)
- 41) Treatment and disposal of non-hazardous waste (PKD 38.21.Z)
- 42) Treatment and disposal of hazardous waste (PKD 38.22.Z)
- 43) Manufacture of other food products not elsewhere classified (PKD 10.89.Z)
- 44) Wholesale of other food products (PKD 46.38.Z)
- 45) Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z)
- 46) Office administrative and support activities (PKD 82.11.Z)
- 47) Photocopying, document preparation and other specialised office support activities (PKD 82.19.Z)
- 48) Activities of collection agencies and credit bureaus (PKD 82.91.Z)
- 49) Other business support service activities not elsewhere classified. (PKD 82.99.Z)
- 50) Other non-school education not elsewhere classified (PKD 85.59.B)
- 51) Educational support activities (PKD 85.60.Z),
- 52) Other human health activities, not elsewhere classified (PKD 86.90.E).

§ 7

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

IV. SHARE CAPITAL

§ 8

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

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

§ 9

The bearer shares cannot be exchanged into registered shares.

§ 10

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

§ 11

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

pursuant to which depository receipts based on shares would be issued outside the territory of the Republic of Poland;

- 2) adopt resolutions and to take any other actions related to the dematerialisation of shares and to the execution of agreements with the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) for the registration of shares; and
 - 3) adopt resolutions and take any other actions related to the issuance of shares through public offerings, or filing motions for the admission of shares or rights to shares to trading on regulated markets, respectively.
5. The shares issued within the scope of the authorised capital may be subscribed for in cash or through non-cash contributions.
 6. Resolutions of the management board regarding the establishment of the issue price for shares issued within the scope of authorised capital or the issuance of shares in exchange for non-cash contributions shall require the consent of the chairman of the supervisory board.

§ 11a

1. The conditional share capital of the company amounts to no more than PLN 133,300,579.80 (one hundred and thirty-three million, three hundred thousand, five hundred and seventy-nine zloty and eighty groszy) and is divided up into to:
 - a) 39,606,195 (thirty-nine million, six hundred and six thousand, one hundred and ninety-five) series H ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - b) 132,400,000 (one hundred and thirty-two million, four hundred thousand) series O ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - c) 6,000,000 (six million) series P ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - d) 454,545,454 (four hundred and fifty four million, five hundred and forty-five thousand, four hundred and fifty-four) series Z ordinary bearer shares with a nominal value of PLN 0.20 (twenty groszy) each;
 - e) 33,951,250 (thirty-three million, nine hundred and fifty-one thousand, two hundred and fifty) ordinary bearer series AA shares with a nominal value of PLN 0.20 (twenty groszy) each.
2. The objective of the conditional increase of the share capital referred to in § 11a section 1 a) is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the company under resolution No. 25 of the Extraordinary Meeting of Shareholders dated 30 June 2006.
3. The objective of the conditional increase of the share capital referred to in § 11a section 1 b) is to grant the right to subscribe for series O shares to the holders of subscription warrants issued by the company under resolution No. 4 of the Extraordinary Meeting of Shareholders dated 6 April 2009.
4. The objective of the conditional increase of the share capital referred to in § 11a section 1 c) is to grant the right to subscribe for series P shares to the holders of

subscription warrants issued by the company under resolution No. 5 of the Extraordinary Meeting of Shareholders dated 6 April 2009.

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

V. COMPANY AUTHORITIES

§ 12

The company authorities shall be:

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

A. The management board

§ 13

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

§ 14

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

§ 15

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

§ 16

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

B. The supervisory board

§ 17

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

§ 18

1. One of the supervisory board members appointed by the general meeting should satisfy all of the following conditions:
 - 1) the member was elected in accordance with the procedure referred to in section 3;

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

§ 19

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

§ 20

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

once signed by at least half of the supervisory board members, including the chairman of the supervisory board.

§ 21

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

§ 22

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

C. The general meeting

§ 23

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

§ 24

General meetings may be held in Warsaw and in Gdynia.

§ 25

1. Resolutions of the general meeting shall be adopted by an absolute majority of validly cast votes, unless the Statute or law provide for more stringent requirements.

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

§ 26

1. Subject to sections 2 and 3, the shareholders' voting rights are restricted in such a manner that none of the shareholders may exercise more than 20% (twenty percent) of the overall number of votes at the general meeting, assuming that such restriction does not exist for the purposes of establishing the duties of purchasers of substantial blocks of shares provided in the Act on Public Offerings.
2. For the purposes of section 1:
 - 1) the exercise of voting rights by a subsidiary or a subsidiary entity shall be understood as the exercise of voting rights by a dominating company or a dominating entity, respectively; and
 - 2) entities related in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or otherwise acting in concert for the purposes of avoiding the restrictions provided for in section 1, shall be treated as if they were a single shareholder.
3. The restriction of voting rights referred to in section 1 shall not apply to:
 - 1) shareholders that, on the date of entering the transformation to the register of business entities, had shares constituting at least 20% of the share capital;
 - 2) a shareholder who has acquired, (acting in his own name and on his own account) and registers at a general meeting, shares which constitute at least 75% (seventy five percent) of the overall number of votes in the company, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all of the company's shares announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1 above; or
 - b) primary trading (in accordance with the definition in the Act on Public Offerings).

VI. COMPANY ECONOMY

§ 27

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

§ 28

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

§ 29

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

VII. FINAL PROVISIONS

§ 30

1. Subject to Article 354 §4 of the Commercial Companies Code, the personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, § 19 section 1 and § 26 section 3 subsection 1, shall be enjoyed by the authorised founder as long as it holds shares constituting at least twenty percent (20%) of the share capital.
2. The personal rights referred to in § 26 section 3 subsection 1 enjoyed by shareholders other than the authorized founder shall expire in the event that such shareholder ceases to hold shares constituting at least twenty percent (20%) of the share capital.
3. The personal rights enjoyed by the Institute of Biotechnology and Antibiotics (*Instytut Biotechnologii i Antybiotyków*) as referred to in § 17 section 2 subsection 2 shall expire in the event that it ceases to own shares constituting at least five percent (5%) of the share capital.
4. The personal rights granted to the authorised founder as referred to in § 14 section 2, § 17 section 2 subsection 1, and § 19 section 1, as well as the personal rights referred to in § 17 section 2 subsection 2, and enjoyed by the Institute of Biotechnology and Antibiotics (*Instytut Biotechnologii i Antybiotyków*), shall also expire if a shareholder has acquired (acting in its own name and on its own account) and registers at a general meeting, shares constituting at least 75% (seventy five percent) of the overall number of votes in the company's share capital, and of that percentage more than 10% (ten percent) of the overall number of shares in the Company's share capital were acquired by such shareholder through:
 - a) a tender to register for the sale of all the shares in the company announced in compliance with the Act on Public Offerings from shareholders that are not related to such shareholder in the manner described in Article 87 section 1 subsections 2-6 of the Act on Public Offerings, or those which do not act with such shareholder in concert for the purposes of avoiding the restrictions provided for in section 1; or

- b) primary trading (in accordance with the definition in the Act on Public Offerings).
5. The announcements required by law shall be submitted by the company to the Polish Court and Business Gazette (*Monitor Sądowy i Gospodarczy*).
6. The election of the company's authorities (in accordance with the manner specified in § 14 section 2, § 17 section 2 subsections 1-2, § 17 section 3, and § 18 and § 19 section 1), shall be binding from the date of the first general meeting after the transformation is registered in the register of business entities. On the date of this general meeting the mandates of the previous members of the authorities shall expire.
7. Until the date of the general meeting mentioned in section 6, the provisions of § 21 section 2 are not binding.
8. For the purposes of this Statute:
- 1) The “**Act on Public Offerings**” means the Act of 29 July 2005 – on Public Offerings and on the Conditions Governing the Introduction of Financial Instruments to an Organized Trading System and on Public Companies (Dz. U. No. 184, item 1539), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.
 - 2) The “**Commercial Companies Code**” means the Act of 15 September 2000 – Commercial Companies Code (Dz. U. No. 94, item 1037, as amended) in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning the amendments to the Statute.
 - 3) An “**Affiliate**” means, with respect to any entity, an “**affiliate**” as defined in the Regulation of the Minister of Finance of 19 October 2005 on current and periodical information delivered by issuers of securities (Dz. U. No. 209, item 1744), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
 - 4) The terms “**dominating entity**” and “**subsidiary entity**” should be interpreted in accordance with the Act on Public Offerings.
 - 5) The terms “**dominating company**” and “**subsidiary**” should be interpreted in compliance with the Commercial Companies Code.
 - 6) The term “**subordinated entity**” shall be interpreted in accordance with the Accounting Act of 29 September 1994 (i.e. Dz. U. 2002, No. 76, item 694, as amended), in the wording existing on the date of the registration of Resolution No. 1 of the general meeting dated 9 May 2006 and concerning amendments to the Statute.
9. In case of expiry or waiver of any personal rights, the terms of the Statute relating to the expired personal rights shall be replaced by the relevant regulations of the Commercial Companies Code.
10. Any and all costs incurred by or charged to the Company in relation to its establishment are not greater than PLN 388,000.”

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,426,192,979 votes were „for”,
- 1,003,363 votes were „against”,
- 1,133,911 votes were abstained.

To item 12 of the agenda:

**RESOLUTION No. 25
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 30 June 2012**

on establishing the number of members of the Supervisory Board

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

Voting on the above resolution was participated by the Shareholders of the Company who own in total 2,428,330,253 shares, out of which valid votes were cast, which constituted 33.25 % of the share capital of the Company, out of which 2,428,330,253 votes were cast in open ballot, where:

- 2,346,442,977 votes were „for”,
- 0 votes were „against”,
- 81,887,276 votes were abstained.