

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

The Management Board of BIOTON S.A., having its registered office in Warsaw (“**Company**”), acting in accordance with Article 399 § 1, in conjunction with Article 402(1), Article 402(2) of the Commercial Companies Code (“**CCC**”), hereby convenes on **June 6<sup>th</sup>, 2024**, at **10:00** a.m. an Ordinary General Meeting of BIOTON S.A. (“**OGM**”, “**Meeting**”) to be held on the Company’s premises in Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki.

**Agenda:**

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting (if the Chairman is not appointed by the Company's Management Board) and preparation of the attendance list.
3. Confirmation of the correctness of convening the Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda of the Meeting.
5. Adoption of a resolution on consideration and approval of the financial statement of BIOTON S.A. for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.
6. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.
7. Adoption of a resolution on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2023.
8. Adoption of a resolution on allocating the profit of BIOTON S.A. for the fiscal year 2023.
9. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2023.
10. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2023.
11. Adoption of the resolution in regards to providing an opinion on the report of the Supervisory Board of BIOTON S.A. on the remuneration of the members of the Management Board and the Supervisory Board for the year 2023.
12. Closing the Meeting.

## **Information for shareholders**

### ***The right to participate in the OGM***

The Management Board of the Company declares that, in accordance with Article 406 (1) of the CCC, the right to participate in the OGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the OGM, i.e. on May 21<sup>st</sup>, 2024 (the date of registration at the OGM, hereinafter referred to as the "**Registration Date**"), provided that they deliver to the entity which maintains their securities account a request for the issuance of a registered certificate confirming the right to participate in the OGM in the period from the OGM convocation announcement to the first business day after the Registration Date, i.e. until May 22<sup>nd</sup>, 2024.

The list of shareholders authorized to participate in the OGM will be drawn up on the basis of a list provided by the entity maintaining the depository for securities (i.e. *National Depository for Securities S.A.*) and presented on the premises of the Management Board of the Company (Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki), between 10:00 a.m.- 4:00 p.m., for 3 weekdays before the OGM, i.e. on June 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup>, 2024. During three business days prior to the date of the OGM the shareholders of the Company may demand delivery of a list of shareholders, free of charge by electronic mail, provided they notify the Company of the address to which such list should be sent. The request should be made in writing, signed by the shareholder or persons authorized to represent the shareholder and sent via email to [wza@bioton.com](mailto:wza@bioton.com) in a "pdf" file format or any other format allowing it to be read by the Company. The request should be accompanied by copies of documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

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

### ***Selected OGM-related rights of shareholders***

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

- i. request the placement of specific matters on the agenda of the OGM. Such request should be delivered to the Company's Management Board no later than twenty-one days prior to the date of the OGM, i.e. by May 16<sup>th</sup>, 2024. The request should include justification or a draft resolution concerning a suggested item of the agenda. The request may be delivered via email to [wza@bioton.com](mailto:wza@bioton.com); or
- ii. present to the Company in writing or via email to [wza@bioton.com](mailto:wza@bioton.com) or, before the date of the OGM, written draft resolutions concerning issues placed on the agenda of the OGM or issues which are to be placed on the agenda.

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

- i. depository certificate issued by the entity which maintains the securities account in which the Company's shares held by the shareholder are registered, confirming that the person is in fact the shareholder of the Company and that he holds at least one-twentieth of the share capital of the Company;
- ii. if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
- iii. if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the OGM (e.g. an unbroken sequence of powers of attorney); or
- iv. if the request is given by a proxy, (A) a copy of the power of attorney signed by the shareholder or, by the persons authorized to represent that shareholder with a copy of the identification card, passport or any other official document confirming the proxy's identity or (B) if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of one or several individuals to represent the proxy at the OGM (e.g. an unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorized to represent the proxy at the OGM.

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

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

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

One should notify the Company on granting the power of attorney in electronic form by sending the document in "*pdf*" format (or other format readable to the Company) signed by the shareholder or in case of shareholders other than natural persons, by persons authorized to represent the shareholder, or by e-mail to the address [wza@bioton.com](mailto:wza@bioton.com).

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

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

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

- i. if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorized to confirm that a copy of an identity card, a passport or any other official document confirming the identity of the shareholder is a true and correct copy of the original; or
- ii. if the shareholder is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an

extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the OGM (e.g. an unbroken sequence of powers of attorney).

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

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

The forms referred to in Article 402 (3) § 1 point 5 of the CCC authorizing shareholders to exercise the voting right through a proxy are available on the Company's website [www.bioton.com](http://www.bioton.com). The Company does not require that the power of attorney be granted on such form only.

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

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

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

### ***Materials pertaining to the General Meeting***

Any person authorized to participate in the OGM may obtain, prior to the OGM, the full and complete text of the documentation which is to be presented at the OGM, including the draft resolutions or, if no resolutions have been proposed, the comments of the Management Board or the Supervisory Board of the Company relating to the issues on the agenda of the OGM or the issues which are to be put on the agenda, from the Company's website [www.bioton.com](http://www.bioton.com) or from the offices of the Company's Management Board (Macierzysz, ul. Poznańska 12, 05-850 Ożarów Mazowiecki) between hours 10:00 a.m. – 4:00 p.m. from Monday till Friday (except for public holidays).

### ***Registration of attendance at the OGM***

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

### ***Further Information***

All the information relating to the OGM will be available at the Company's website [www.bioton.com](http://www.bioton.com).

Moreover, the Management Board of the Company declares that any and all issues which are not covered by this announcement will be governed by the Commercial Companies Code and the Statute of the Company. Therefore, the shareholders are asked to review the above regulations. In case of any questions or doubts relating to participation in the Ordinary General Meeting please contact e-mail: [wza@bioton.com](mailto:wza@bioton.com)

### **Draft resolutions of the OGM**

**to point 4 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*regarding adoption of the agenda of the OGM*

“The Ordinary General Meeting of BIOTON S.A., resolves to adopt the following agenda of the OGM:

§ 1

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting (if the Chairman is not appointed by the Company's Management Board) and preparation of the attendance list.
3. Confirmation of the correctness of convening the Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda of the Meeting.
5. Adoption of a resolution on consideration and approval of the financial statement of BIOTON S.A. for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.
6. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.
7. Resolution on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2023.
8. Resolution on allocating the profit of BIOTON S.A. for the fiscal year 2023.
9. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2023.
10. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2023.

11. Adoption of the resolution in regards to providing an opinion on the report of the Supervisory Board of BIOTON S.A. on the remuneration of the members of the Management Board and the Supervisory Board for the year 2023.

12. Closing the Meeting.

§ 2

The resolution comes into force as on day of its adoption.”

#### EXPLANATORY STATEMENT:

Pursuant to art. 404 § 1 of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution. In view of the above, a draft of this resolution is presented to the Ordinary General Meeting.

**to point 5 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on consideration and approval of the financial statement of BIOTON S.A. for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.*

„§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Companies Code in con. with articles 49 and 55(2a) of the Accounting Act, after considering the financial statement of the Company for the year ended December 31<sup>st</sup>, 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023, approves the report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023 and the financial statement of BIOTON S.A., including (all figures presented hereinbelow are rounded in thousands PLN):

- the balance sheet prepared as at December 31<sup>st</sup>, 2023, which shows an amount of 839 165 K PLN on the side of assets and liabilities (in words: eight hundred and thirty-nine million one hundred and sixty-five thousand zlotys);
- profit and loss account for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing a net profit in the amount of 1 193 K PLN (one million one hundred ninety-three thousand zlotys);
- the statement of comprehensive income for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023 showing total income in the amount of 883 K PLN (in words: eight hundred eighty-three thousand zlotys);
- statement of changes in equity for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing an increase in equity of 883 K PLN (in words: eight hundred eighty-three thousand zlotys);
- cash flow statement for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing an decrease in cash by 5 402 K PLN (in words: five million four hundred and two thousand zlotys);
- additional information, including information about the adopted accounting policy and other explanatory information.

The resolution comes into force as on day of its adoption.”

**EXPLANATORY STATEMENT:**

Pursuant to art.393 point 1 and 395 § 2 point 1 of the Commercial Companies Code, the subject matter of the Ordinary General Meeting should be the review and approval of the Management Board's report on the Company's operations and the financial statements for the previous financial year. Pursuant to art. 49 and art. 55. sec. 2a of the Accounting Act, however, the report on the group's activities may be prepared jointly with the report on the activities of the parent company as a single report. Using this right Company has prepared one report on the activities of the Company and the BIOTON S.A. Capital Group for the year 2023. In view of the above, a draft of this resolution is presented to the Ordinary General Meeting.

**to point 6 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023.*

**„§ 1**

The Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 5 of the Commercial Companies Code in con. with articles 49 and 55 sec. 2a of the Accounting Act, after considering the consolidated financial statement of the BIOTON S.A. Capital Group for the year ended December 31<sup>st</sup>, 2023 and report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023, approves the report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group for the financial year ended December 31<sup>st</sup>, 2023 and the consolidated financial statement of BIOTON S.A. Capital Group, including (all figures presented hereinbelow are rounded in thousands PLN):

- consolidated balance sheet prepared as at December 31<sup>st</sup>, 2023, which shows an amount of 822 224 K PLN on the side of assets and liabilities (in words: eight hundred and twenty-two million two hundred and twenty-four thousand zlotys);
- consolidated profit and loss account for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023 showing a net profit in the amount of 2 275 K PLN (in words: two million two hundred seventy-five thousand zlotys);
- the consolidated statement of comprehensive income for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing a total income in the amount of 2 220 K PLN (in words: two million two hundred and twenty thousand zlotys);
- statement of changes in consolidated equity for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing an increase in equity of 2 220 K PLN (in words: two million two hundred and twenty thousand zlotys);

- consolidated cash flow statement for the period from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023, showing an decrease in the cash balance by 5 455 K PLN (in words: five million four hundred and fifty-five thousand zlotys);
- additional information, including information about the adopted accounting policy and other explanatory information.

§ 2

The resolution comes into force as on day of its adoption.”

EXPLANATORY STATEMENT:

Pursuant to art. 395 § 5 of the Commercial Companies Code, the subject matter of the Ordinary General Meeting may be the consideration and approval of the financial statements of the capital group, as defined in the accounting regulations, and other matters than those listed in § 2 of the above article. However, pursuant to art. 49 and art. 55 sec. 2a of the Accounting Act, the report on operations of the capital group may be prepared jointly with the report on operations of the parent company as a single report. Using this authorization, the Company prepared one report on the activities of the Company and the BIOTON S.A. Capital Group for the year 2023. In view of the above, a draft of this resolution is presented to the Ordinary General Meeting.

**to point 7 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

The Ordinary General Meeting:

I. approves the report with the meaning of art. 382 § 3 point 3 of the Commercial Companies Code of the Supervisory Board for the financial year 2023, covering:

- 1) the summary of the activity of the Supervisory Board of BIOTON S.A. (“Company”) and its Audit Committee for year 2023 together with the information on the composition of the Supervisory Board and its Audit Committee;
- 2) results of the assessment of the report of the Management Board of BIOTON S.A. on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group and the financial statements of the Company and BIOTON S.A. Capital Group for the financial year 2023 together with the result of the assessment of the Management Board's proposal for profit distribution for the financial year 2023;
- 3) the assessment of the situation of the Company on a consolidated basis, including an assessment of the adequacy and effectiveness of the systems of internal control, risk management, compliance and the internal audit function together with an assessment of the Company's situation with regard to the adequacy and effectiveness of used in the Company systems of internal control, risk management, ensuring compliance with the standards or applicable practices and internal audit and (pursuant to art. 382 § 3<sup>1</sup> item 2 of the Commercial Companies Code);
- 4) the assessment of how the Company applies the principles of corporate governance and how the Company meets its disclosure obligations regarding their application as defined in the stock exchange rules and regulations on current and periodic information provided by issuers of securities;



- 5) the assessment of the reasonableness of the expenditure incurred by the Company in connection with its charitable and sponsorship policy in 2023 (referred to in rule 1.5 of the Best Practice for GPW Listed Companies 2021);
- 6) information on the degree of implementation of the diversity policy with regard to the Management Board and the Supervisory Board;
- 7) assessment of the implementation by the Management Board of the obligations referred to in art. 380<sup>1</sup> of the Commercial Companies Code (pursuant to article 382 § 3<sup>1</sup> (3) of the Commercial Companies Code);
- 8) assessment of the manner in which the Management Board prepares or communicates to the Supervisory Board information, documents, reports or explanations requested pursuant to art. 382 § 4 of the Commercial Companies Code (pursuant to art. 382 § 3<sup>1</sup> (4) of the Commercial Companies Code);
- 9) information on the total remuneration payable by the Company for all studies commissioned by the Supervisory Board during the 2023 financial year pursuant to art. 382<sup>1</sup> of the Commercial Companies Code (pursuant to art. 382 § 3<sup>1</sup> (5) of the Commercial Companies Code);
- 10) recommendations for the Ordinary General Meeting of the Company.

§ 2

The resolution comes into force as on day of its adoption.”

EXPLANATORY STATEMENT:

An item has been placed on the agenda of the General Meeting concerning the adoption of a resolution on review and approval of the report of the Supervisory Board of BIOTON S.A. for 2023 (hereinafter the Report). The Report contains information on the functioning of the Supervisory Board and its Audit Committee as well as information required by generally applicable regulations and the Best Practice for GPW Listed Companies 2021. In accordance with rule 2.11 of the Best Practice for GPW Listed Companies 2021, in addition to its activities under the law, once a year the Supervisory Board prepares an annual report and presents it to the Ordinary General Meeting for approval. In fulfilling this obligation, the submitted Report takes into account the requirements provided for in the Best Practice for GPW Listed Companies 2021. In view of the above, a draft of this resolution is presented to the Ordinary General Meeting.

**to point 8 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on allocation of profit of BIOTON S.A. for fiscal year 2023*

„§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code has decided to appropriate the net profit of BIOTON S.A. for the fiscal year 2023 in the amount of 1 193 K PLN (one million one hundred ninety-three thousand zlotys) to cover losses from previous years.

§ 2

The resolution comes into force as on day of its adoption.”

**MOTION OF THE MANAGEMENT BOARD**

**FOR ALLOCATION OF NET PROFIT  
OF THE COMPANY FOR THE YEAR 2022**

The Management Board of BIOTON S.A. (the "Company"), acting pursuant to art. 395 § 2 point 2 of the CCC and in order to enable the Ordinary General Meeting of BIOTON S.A. to adopt a resolution on the allocation of the Company's net profit generated in 2023, proposes that the entire net profit of the Company for the fiscal year 2023 in the amount of 1 193 K PLN (one million one hundred ninety-three thousand zlotys) to cover the losses from previous years.

The justification for the aforementioned motion of the Management Board is the current strategy of the BIOTON Group and long-term interests of the shareholders.

The Management Board proposes to use the profit to cover the losses from previous years in order to further build the value of the BIOTON S.A. Capital Group for the shareholders and continue its development.

**EXPLANATORY STATEMENT:**

Pursuant to art. 395.2.2 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include adoption of a resolution on profit distribution or loss coverage. In view of the above, a draft of this resolution is presented to the Ordinary General Meeting.

**to point 9 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Management Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Jeremy Lauenders discharge for the performance of duties in relation to the performance of function as the President of the Management Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Management Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Adam Polonek discharge for the performance of duties in relation to the performance of function as the Member of the Management Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§2

The resolution comes into force as on day of its adoption.”

EXPLANATORY STATEMENT:

Pursuant to art. 393 point 1 of the Commercial Companies Code, a resolution of the Ordinary General Meeting is required, inter alia, to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties. Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include approval of the performance of duties by members of the Company's governing bodies. In view of the above, drafts of these resolutions are presented to the Ordinary General Meeting.

**to point 10 of the agenda**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Jia Li discharge for the performance of duties in relation to the performance of function as the Chairman of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Dariusz Trzeciak discharge for the performance of duties in relation to the performance of function as the Vice-Chairman of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Ramesh Rajentheran discharge for the performance of duties in relation to the performance of function as the Vice-Chairman of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Jubo Liu discharge for the performance of duties in relation with performance of function as the Member of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Nicola Cadei discharge for the performance of duties in relation to the performance of function as a Member of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

"Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Vaidyanathan Viswanath discharge for the performance of duties in relation with the performance of function as a Member of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption."

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Ms Valery Yeo discharge for the performance of duties in relation with the performance of function as a Member of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption."

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Companies Code, grants Mr. Tomasz Siembida discharge for the performance of duties in relation with the performance of function as a Member of the Supervisory Board of BIOTON S.A. from January 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 2023.

§ 2

The resolution comes into force as on day of its adoption."

**EXPLANATORY STATEMENT:**

Pursuant to art. 393 point 1 of the Commercial Companies Code, a resolution of the Ordinary General Meeting is required, inter alia, to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties. Pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include approval of the performance of duties by members of the Company's governing bodies. In view of the above, drafts of these resolutions are presented for the Ordinary General Meeting.

to point 11 of the agenda

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
BIOTON Spółka Akcyjna  
of June 6<sup>th</sup>, 2024**

*in regards to providing an opinion on the report of the Supervisory Board of BIOTON S.A. on the remuneration of the members of the Management Board and the Supervisory Board for the year 2023*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 395 § 2(1) of the Commercial Companies Code in reference to the art. 90g sec. 6 of the Act of 29<sup>th</sup> July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, constitutes to provide a positive opinion on the remuneration report of the Supervisory Board of BIOTON S.A. of Members of the Management Board and Supervisory Board of BIOTON S.A. for the fiscal year 2023.

§ 2

The resolution comes into force as on day of its adoption.”

**EXPLANATORY STATEMENT:**

Adoption of the resolution is justified due to the content of art. 395 § 2(1) of the CCC in reference to art. 90g item 6 of the Act of 29<sup>th</sup> July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, pursuant to which the Ordinary General Meeting adopts a resolution expressing its opinion on the remuneration report of members of the Management Board and Supervisory Board, and the resolution is advisory in nature. In view of the above, a draft of this resolution is presented for the Ordinary General Meeting.