

**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 23rd, 2025**, 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 2024 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 31st, 2024.
6. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2024 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 31st, 2024.
7. Adoption of a resolution on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2024.
8. Adoption of a resolution on covering the loss of BIOTON S.A. for the financial year 2024.
9. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2024.
10. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2024.
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 2024.
12. Adoption of a resolution confirming the validity of the ‘Remuneration Policy for Members of the Management Board and Supervisory Board’.

13. Adoption of a resolution on determining the remuneration of the Members of the Supervisory Board of the Company.
14. Adoption of resolutions on changes in the composition of the Supervisory Board of the Company.
15. 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 June 7th, 2025 (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 June 9th, 2025.

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 18th, 19th and 20th, 2025.

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 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 June 2nd, 2025. 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; or
- ii. present to the Company in writing or via email to 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.

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. 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 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 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. 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

Draft resolutions of the OGM

to point 4 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

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 2024 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 31st, 2024.
6. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2024 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 31st, 2024.
7. Adoption of a resolution on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2024.
8. Adoption of a resolution on covering the loss of BIOTON S.A. for the financial year 2024.
9. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2024.

10. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2024.
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 2024.
12. Adoption of a resolution confirming the validity of the 'Remuneration Policy for Members of the Management Board and Supervisory Board'.
13. Adoption of a resolution on determining the remuneration of the Members of the Supervisory Board of the Company.
14. Adoption of resolutions on changes in the composition of the Supervisory Board of the Company.
15. 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 23rd, 2025**

on consideration and approval of the financial statement of BIOTON S.A. for 2024 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 31st, 2024.

„§ 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 31st, 2024 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 31st, 2024, 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 31st, 2024 and the financial statement of BIOTON S.A., including (all figures presented hereinbelow are rounded in thousands PLN):

- the balance sheet prepared as of December 31st, 2024, which shows an amount of 807 414 K PLN on the side of assets and liabilities (in words: eight hundred seven million four hundred fourteen thousand zlotys);

- profit and loss account for the period from January 1st, 2024 to December 31st, 2024, showing a net loss in the amount of 18 479 K PLN (in words: eighteen million, four hundred and seventy-nine thousand zlotys);
- the statement of comprehensive income for the period from January 1st, 2024 to December 31st, 2024 showing total loss in the amount of 18 759 K PLN (in words: eighteen million, seven hundred and fifty-nine thousand zlotys);
- statement of changes in equity for the period from January 1st, 2024 to December 31st, 2024, showing an decrease in equity of 18 709 K PLN (in words: eighteen million, seven hundred and nine thousand zlotys);
- cash flow statement for the period from January 1st, 2024 to December 31st, 2024, showing an increase in cash by 2 979 K PLN (in words: two million nine hundred and seventy-nine 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.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 2024. 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 23rd, 2025**

on consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2024 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 31st, 2024.

„§ 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 31st, 2024 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 31st, 2024, 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 31st, 2024

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 of December 31st, 2024, which shows an amount of 794 138 K PLN on the side of assets and liabilities (in words: seven hundred and ninety-four million, one hundred and thirty-eight thousand zlotys);
- consolidated profit and loss account for the period from January 1st, 2024 to December 31st, 2024 showing a net loss in the amount of 15 658 K PLN (in words: fifteen million six hundred and fifty-eight thousand zlotys);
- the consolidated statement of comprehensive income for the period from January 1st, 2024 to December 31st, 2024, showing a total loss in the amount of 15 811 K PLN (in words: fifteen million eight hundred and eleven thousand zlotys);
- statement of changes in consolidated equity for the period from January 1st, 2024 to December 31st, 2024, showing an decrease in equity of 15 811 K PLN (in words: fifteen million eight hundred and eleven thousand zlotys);
- consolidated cash flow statement for the period from January 1st, 2024 to December 31st, 2024, showing an increase in the cash balance by 3 080 K PLN (in words: three million eighty 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 2024. 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 23rd, 2025**

on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2024

„§ 1

The Ordinary General Meeting:

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 2024, covering:

- 1) the summary of the activity of the Supervisory Board of BIOTON S.A. ("Company") and its Audit Committee for year 2024 together with the information on the composition of the Supervisory Board and its Audit Committee;
- 2) results of the assessment of the Management Board of BIOTON S.A. report on the activities of BIOTON S.A. and the BIOTON S.A. Capital Group and the financial statements of BIOTON S.A. and BIOTON S.A. Capital Group for the financial year ended December 31st, 2024 together with the result of the assessment of the Management Board's proposal for coverage of the loss for the financial year ended December 31st, 2024;
- 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 (pursuant to art. 382 § 3¹ 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 2024 (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. 380¹ of the Commercial Companies Code (pursuant to article 382 § 3¹ (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 § 3¹ (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 2024 financial year pursuant to art. 382¹ of the Commercial Companies Code (pursuant to art. 382 § 3¹ (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 2024 (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 23rd, 2025**

on covering the loss of BIOTON S.A. for the financial year 2024

„§ 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 cover BIOTON S.A.'s loss for the financial year 2024 in the amount of PLN 18,479 thousand (in words: eighteen million four hundred and seventy-nine thousand zlotys) from future profits.

§ 2

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

**MOTION OF THE MANAGEMENT BOARD
FOR COVERAGE OF THE COMPANY'S NET LOSS
FOR THE YEAR 2024**

The Management Board of Bioton S.A. (the "Company"), acting pursuant to Article 395 § 2 (2) of the CCC and in order to enable the Ordinary General Meeting of Shareholders to adopt a resolution on the coverage of the Company's net loss for the year 2024, proposes that the entire net loss of the Company in the amount of 18 479 K PLN (in words: eighteen million four hundred and seventy-nine thousand zlotys) to be covered by profits from subsequent years, based on the execution of the development strategy of the Company and the Bioton Capital Group (the "Group") in the following main categories:

1. Biosimilar and injectable drugs for diabetes – as part of this strategy, the Company has decided to update the current registration documentation for recombinant human insulin with the European Medicines Agency in order to develop sales in Europe and worldwide. The Company aims to introduce new products to Polish market – the Company has signed a licence agreement for Glargine and Term Sheet for Liraglutide – to be on market from from last months of 2025.
2. Oral antidiabetic drugs – as part of this strategy, the Company continues to introduce new products as patents expire; with over 7 new products signed for the coming years.
3. Medical devices – in 2024, the Company launched a continuous glucose monitoring device (CGMs) and is focusing on market development in the coming years including other devices synergistic with the Company strategy.
4. In the field of gastroenterology, the Group has developed and launched two new products, Intesta Pylostat® and Laxibiom®; the gastro product portfolio comprises six products, and the Group is continuing to work on its expansion.
5. CDMO/CMO – The Management Board, together with the Company's key management personnel, continues to seek opportunities for cooperation in this area. In particular the company has signed a CMO agreement for the production of Glargine drug product for the EU market, this project is ongoing.
6. International sales development – The Management Board continues to work with distributors to increase sales in regions such as Malaysia, South Africa and Brazil, especially now as there is a global shortage in Insulin and some countries have removed registration requirements to ensure the supply of Insulin “a critical medicine”. In 2024, the Company signed a licence agreement for the supply of recombinant human insulin in Malaysia.

The Group's total revenue for 2024 amounted to PLN 207 million and was higher by PLN 26 million (+14% y/y) compared to the Group's revenue for 2023. The increase in the Group's revenue resulted from an increase in sales on international markets from PLN 80 million in 2023 to PLN 116 million in 2024 (+44% y/y). The Group's revenue on the Polish market in 2024 amounted to PLN 98 million and was lower compared to the results of 2023, mainly due to a decline in the human insulin market in Poland. Bioton achieved over 40% share of the human insulin market in Poland (in terms of value).

The Company's and the Group net loss was influenced by the structure of Insulin sales between Poland and foreign markets and the change related to higher sales of vials than cartridges (especially market of Libya, Tunisia, Vietnam). The margin of Insulin sold on the Polish market is higher compared to the margin of Insulin sold on the international markets, due to high competition on the international markets and sales made under tenders (vials). An additional negative factor was the increase in the production costs of Insulin products associated with changes in the production structure, an increase in employment costs, an increase in the purchase prices of components for production from Polish and foreign suppliers, including fluctuations in the PLN/USD and PLN/EUR exchange rates. In addition, the purchase costs of goods sold on the Polish market and purchased from foreign suppliers were exposed to changes in the freight cost market. The Company recorded a decrease in the unit cost of production in the last quarter of 2024 and this was related to increased production of insulin cartridges for the Malaysian market, which will have an impact on subsequent quarters.

The Management Board proposes to cover the loss with profits from subsequent years in order to further build the value of the Bioton Group for its shareholders and continue its development.

Pursuant to the provisions of Article 382 § 3 of the CCC, prior to the presentation of this proposal at the Ordinary General Meeting of Shareholders, this proposal is also addressed to the Supervisory Board of the Company in order to express its opinion on the proposal of the Management Board of the Company regarding the coverage of the Company's net loss for the year 2024.

to point 9 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Management Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Management Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§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 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 2

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

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2024

„§ 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 1st, 2024 to December 31st, 2024.

§ 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 23rd, 2025**

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 2024

„§ 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 29th 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 financial year 2024.

§ 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 29th 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.

to point 12 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

*on confirming the validity of the
'Remuneration Policy for Members of the Management Board and Supervisory Board'*

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 90e sec. 4 of the Act of 29th July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, after reviewing the Remuneration Policy for members of the Management Board and members of the Supervisory Board of the Company, adopted by Resolution No. 21 of the Ordinary General Meeting of 19 June 2020 on the adoption of the remuneration policy for members of the Management Board and members of the Supervisory Board of the Company (hereinafter: the 'Remuneration Policy'), hereby resolves as follows:

- 1) confirms that the Remuneration Policy is up to date and adapted to market conditions and the Company's situation, and confirms that the Remuneration Policy is in force.
- 2) the delegations for the Supervisory Board specified in § 2 of Resolution No. 21 of the Ordinary General Meeting of 19 June 2020 on the adoption of the remuneration policy for members of the Management Board and members of the Supervisory Board of the Company remain in force.

§ 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. 90e sec. 4 of the Act of 29th July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, pursuant to which a resolution on remuneration policy is adopted at least once every four years, and any significant change in remuneration policy requires adoption by way of a resolution by the General Meeting. In connection with the above, a draft of this resolution has been submitted for consideration by the Ordinary General Meeting.

to point 13 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on determining the remuneration of the Members of the Supervisory Board of the Company

„§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to Article 395 § 5 in conjunction with Article 392 § 1 of the Commercial Companies Code, hereby resolves as follows:

It is hereby determined that, as of 24 June 2025, the monthly remuneration:

- of the Chairman of the Supervisory Board shall be PLN 6,000 (in words: six thousand zlotys 00/100);
- of the Vice Chairman of the Supervisory Board shall be PLN 4,500 (in words: four thousand five hundred zlotys 00/100);
- of each Member of the Supervisory Board shall be PLN 3,000 (in words: three thousand zlotys 00/100).

§ 2

Resolution No. 11 of the Ordinary General Meeting of BIOTON S.A. of 20 June 2005 is hereby repealed.

§ 3

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

EXPLANATORY STATEMENT:

Pursuant to Article 392 § 1 of the Commercial Companies Code and in accordance with § 7 of 4 of the Remuneration Policy of BIOTON S.A., adopted by Resolution No. 21 of the Ordinary General Meeting of 19 June 2020, the determination of the remuneration of the Members of the Supervisory Board of the Company falls within the competence of the General Meeting of the Company.

The change in the remuneration of the Members of the Supervisory Board proposed in this resolution results from the fact that the remuneration has not been changed since 2005, i.e. since it was determined by Resolution No. 11 of the Ordinary General Meeting of 20 June 2005. In connection with the above, a draft of this resolution has been submitted for consideration by the Ordinary General Meeting.

to point 14 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2025**

on the appointment of a Member of the Supervisory Board of BIOTON S.A.

„§ 1

Ordinary General Meeting of BIOTON S.A., pursuant to art. 385 § 1 of the Commercial Companies Code hereby appoints Mr/Ms _____ to the Supervisory Board of the Company.

§ 2

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

The resolution was adopted by secret vote.

EXPLANATORY STATEMENT:

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board shall consist of at least three members, and in public companies at least five members, appointed and dismissed by the general meeting. Pursuant to § 17(1) 1 of the Company's Articles of Association, the Supervisory Board consists of 5 to 13 members appointed and dismissed by the General Meeting, and in accordance with Resolution No. 19 of the Ordinary General Meeting of BIOTON Spółka Akcyjna of 30 June 2022 on determining g a number of Members of the Supervisory Board of BIOTON S.A. for the new cadence, the Supervisory Board shall consist of 8 members. In connection with the above, a draft of this resolution was submitted for consideration by the Ordinary General Meeting.