

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

The Management Board of BIOTON S.A., having its registered office in Warsaw ("**Company**"), acting in accordance with Article 398, 399 § 1, in conjunction with Article 402(1), Article 402(2) of the Commercial Companies Code ("**CCC**"), hereby convenes on **April 14th, 2026**, at **10:00** a.m. an Extraordinary General Meeting of BIOTON S.A. ("**EGM**", "**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 reducing the share capital of Bioton S.A. by reducing the nominal value of shares and amending the Company's Statute.
6. Adoption of a resolution on amending the Company's Statute.
7. Adoption of a resolution on the adoption of the consolidated text of the Company's Statute.
8. Adoption of a resolution on covering the costs of convening and holding the Meeting.
9. Closing the Meeting.

Information for shareholders

The right to participate in the EGM

The Management Board of the Company declares that, in accordance with Article 406 (1) of the CCC, the right to participate in the EGM is exclusively enjoyed by the persons who are the shareholders of the Company sixteen days prior to the date of the EGM, i.e. on March 29th, 2026 (the date of registration at the EGM, 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 EGM in the period from the EGM convocation announcement to the first business day after the Registration Date, i.e. until March 30th, 2026.

The list of shareholders authorized to participate in the EGM 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 EGM, i.e. on April 9th, 10th and 13th, 2026.

During three business days prior to the date of the EGM 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 EGM (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 EGM (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 EGM.

Selected EGM-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 EGM. Such request should be delivered to the Company's Management Board no later than twenty-one days prior to the date of the EGM, i.e. by March 24th, 2026. 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 EGM, written draft resolutions concerning issues placed on the agenda of the EGM 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 EGM (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 EGM (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 EGM.

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

The method of participation in the EGM and the method of exercising the voting right

A shareholder who is an individual may participate in the EGM and exercise the voting right either personally or through a proxy. Shareholders other than individuals may participate in the EGM 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 EGM (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 EGM (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 EGM (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 EGM.

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 EGM 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 EGM. 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 EGM.

The Statute of the Company do not provide for the right to participate in the EGM, to take the floor at the EGM 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 EGM may obtain, prior to the EGM, the full and complete text of the documentation which is to be presented at the EGM, 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 EGM 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 EGM

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

Further Information

All the information relating to the EGM 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 Extraordinary General Meeting please contact e-mail: wza@bioton.com

Draft resolutions of the EGM

to point 4 of the agenda

**RESOLUTION NO [•]
of the Extraordinary General Meeting
BIOTON Spółka Akcyjna
of April 14th, 2026**

regarding adoption of the agenda of the EGM

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

§ 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 reducing the share capital of Bioton S.A. by reducing the nominal value of shares and amending the Company's Statute.
6. Adoption of a resolution on amending the Company's Statute.
7. Adoption of a resolution on the adoption of the consolidated text of the Company's Statute.
8. Adoption of a resolution on covering the costs of convening and holding the Meeting.
9. 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 Extraordinary General Meeting.

to point 5 of the agenda

**RESOLUTION NO [•]
of the Extraordinary General Meeting
BIOTON Spółka Akcyjna
of April 14th, 2026**

*on reducing the share capital of Bioton S.A. by reducing the nominal value of shares
and amending the Company's Statute*

„Pursuant to Article 455 § 1 and 2 and Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of the company trading as BIOTON Spółka Akcyjna, with its registered office in Warsaw (“the Company”), hereby resolves as follows:

§ 1

1. The Extraordinary General Meeting of the Company resolves to reduce the Company's share capital from PLN 1,717,284,000.00 (in words: one billion seven hundred and seventeen million two hundred and eighty-four thousand zlotys) to PLN 8,586,420.00 (in words: eight million five hundred and eighty-six thousand four hundred and twenty zlotys), i.e. by PLN 1,708,697,580.00 (in words: one billion seven hundred and eight million six hundred and ninety-seven thousand five hundred and eighty zlotys) by reducing the nominal value of each share in the Company from PLN 20.00 (in words: twenty zlotys) to PLN 0.10 (in words: ten groszy) (“Reduction of Share Capital”).
2. The amount resulting from the Reduction of Share Capital, amounting to PLN 1,708,697,580.00 (in words: one billion seven hundred and eight million six hundred and ninety-seven thousand five hundred and eighty zlotys) shall be transferred to the Company's reserve capital.

3. The purpose of the Reduction of the Share Capital of the Company is to increase the Company's reserve capital, which may be used to cover the Company's losses from previous years and to increase the Company's flexibility in raising finance in the future.

§ 2

1. In connection with the Reduction of the Share Capital through a reduction in the nominal value of the Company's shares, as referred to in §1 of this resolution, the Extraordinary General Meeting of the Company resolves to make the following amendments to the Company's Statute:

- 1) the existing §8 of the Company's Statute, which reads:

"The Company's share capital amounts to PLN 1,717,284,000.00 (one billion seven hundred and seventeen million two hundred and eighty-four thousand zlotys) and is divided into 85,864, 200 (eighty-five million eight hundred and sixty-four thousand two hundred) Series A ordinary bearer shares with a nominal value of PLN 20.00 (twenty zlotys) each."

shall read as follows:

"The share capital of the company amounts to PLN 8,586,420.00 (in words: eight million five hundred and eighty-six thousand four hundred and twenty zlotys) and is divided into 85,864, 200 (eighty-five million eight hundred and sixty-four thousand two hundred) Series A ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each."

§ 3

The Extraordinary General Meeting of the Company authorises the Management Board to take all practical and legal steps necessary to carry out the Reduction of the Share Capital, in particular those relating to the registration of amendments to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register, conducting the convening procedure, as well as making the relevant notifications and submitting the required applications to the Warsaw Stock Exchange S.A. and the National Depository for Securities S.A.

§ 4

This resolution shall enter into force upon its adoption; however, the change in the nominal value of the Company's shares and the amendment to the Company's Articles of Association resulting from this resolution shall take effect upon their registration in the Register of Entrepreneurs of the National Court Register."

EXPLANATORY STATEMENT:

The reduction of the Company's share capital by reducing the nominal value of all the Company's shares from PLN 20.00 (in words: twenty zlotys) to PLN 0.10 (in words: ten groszy) does not affect the current shareholding structure, i.e. the shareholders' share in the total number of votes in the Company and in the Company's share capital remains unchanged. Following the share capital reduction process, the nominal value of the Company's shares will be reduced accordingly, which will allow for the streamlining of the Company's corporate history and the alignment of its capital structure with its current factual situation. This measure is of an organisational nature and does not result from the Company's difficult financial situation; at the same time, it may contribute to increasing the Company's financial flexibility and facilitate its access to financing in the future.

to point 6 of the agenda

**RESOLUTION NO [•]
of the Extraordinary General Meeting
BIOTON Spółka Akcyjna
of April 14th, 2026**

on amending the Company's Statute

„ Pursuant to Article 430 § 1 in conjunction with Article 301 § 2 and Article 304 § 1(1) of the Commercial Companies Code, the Extraordinary General Meeting of the company trading as BIOTON Spółka Akcyjna, with its registered office in Warsaw (“the Company”), having considered that

- (A) the authorisation of the Company’s Management Board to increase the Company’s share capital within the limits of the authorised capital, provided for in § 11 of the Company’s Statute and established by Resolution No. 20 of the Company’s Ordinary General Meeting of 29 June 2009, has expired and is no longer applicable;
- (B) the conditional increase in the share capital specified in § 11a of the Company’s Statute, established to enable holders of the Company’s subscription warrants to subscribe for the Company’s shares in exercise of the rights attached to their warrants, has expired and is no longer applicable;
- (C) by Resolution No. [●]/[●]/2026 of the Extraordinary General Meeting of the Company dated [●] 2026 on the reduction of the Company’s share capital by reducing the nominal value of shares and amending the Company’s Statute, the nominal value of the Company’s shares was, amongst other things, reduced;

hereby resolves as follows:

§ 1

1. The Extraordinary General Meeting of the Company resolves to repeal in full Article 11 and Article 11a of the Company’s Statute.
2. The Extraordinary General Meeting of the Company resolves to change the Company’s registered office from Warsaw to Macierzysz.

§ 2

In connection with the repeal in its entirety of § 11 and § 11a of the Company’s Statute and in connection with the change of the Company’s registered office, as referred to in § 1 of this resolution, the Extraordinary General Meeting of the Company resolves to make the following amendments to the Company’s Statute:

- 1) the existing § 2 of the Company’s Statute shall be replaced by the following:
“The registered office of the Company is Macierzysz.”;
- 2) the existing § 11 of the Company’s Statute shall be replaced by the following:
“(repealed)”;
- 3) § 11a of the Company’s Statute shall be deleted entirely from the text of the Company’s Statute.

§ 3

This resolution shall enter into force upon its adoption; however, the amendments to the Company’s Statute resulting from this resolution shall take effect upon their registration in the Register of Entrepreneurs of the National Court Register.”

EXPLANATORY STATEMENT:

The deletion of § 11 and § 11a of the Company’s Statute is of a technical nature, as the rights provided for therein – relating to authorised capital and conditional capital increases in connection with subscription warrants, respectively – have lapsed and are no longer applicable. Retaining these provisions would result in the Statute containing outdated regulations of no practical significance. Furthermore, following the change in the nominal value of the shares, the content of both paragraphs would refer to issue parameters that are no longer in force, which could mislead readers of the Statute. Consequently, their removal serves to ensure the transparency and consistency of the Statute. Furthermore, the Company plans to change its registered office due to the fact that both the main production facilities and the offices of the Management Board, Administration and all support functions are located in Macierzysz. This is also where the Company’s documentation is stored, moving the registered office to the location where the Company’s full documentation is actually kept will ensure better control over the circulation of correspondence and facilitate the fulfilment of reporting and archiving obligations. Aligning the registered address with the address where business is actually conducted will enhance the Company’s transparency in its dealings with business partners and public authorities. The change of address is necessitated by the need to consolidate all the Company’s organisational units, the Management Board and corporate documentation in a single location, in order to streamline the day-to-day management of the business.

to point 7 of the agenda

**RESOLUTION NO [●]
of the Extraordinary General Meeting
BIOTON Spółka Akcyjna
of April 14th 2026**

on the adoption of the consolidated text of the Company's Statute

„ Following the adoption of Resolution No. [●]/ [●]/2026 of the Extraordinary General Meeting of the company trading as BIOTON Spółka Akcyjna with its registered office in Warsaw (“the Company”) dated [●] 2026 on the reduction of the Company’s share capital by decreasing the nominal value of shares and amending the Company’s Statute and Resolution No. [●]/ [●]/2026 of the Extraordinary General Meeting of the Company dated [●] 2026 on the amendment of the Company’s Statute, the Extraordinary General Meeting of the Company resolves as follows:

§ 1

The Extraordinary General Meeting of the Company hereby resolves to adopt the consolidated text of the Company’s Statute as follows:

**“STATUTE
of BIOTON Spółka Akcyjna**

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 Macierzysz.

§ 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.

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.*

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)*
- 53) *Rental and lease of personal cars and delivery vans (PKD 77.11.Z)*
- 54) *scientific research and development in the field of biotechnology (PKD 72.11.Z).*

§ 7

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

SHARE CAPITAL

§ 8

The share capital of the company amounts to PLN 8,586,420.00 (in words: eight million five hundred and eighty-six thousand four hundred and twenty zlotys) and is divided into 85,864, 200 (eighty-five million eight hundred and sixty-four thousand two hundred) Series A ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

§ 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

(repealed)

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 members of the management board shall be appointed and dismissed by the supervisory board.
- 3 Management Board members shall be appointed for a three-year term.
- 4 The management board operates on the basis of rules adopted by the supervisory board.
- 5 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 has a sole member, such member of the management board shall be authorised to represent the company. If the management board has two or more members, the company shall be represented by two members of the management board acting jointly or one management board member acting jointly with a registered proxy.
- 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 Instytut Biotechnologii i Antybiotyków (Institute of Biotechnology and Antibiotics).

- 2) *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) 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.*

§ 19

The chairman of the supervisory board and two deputy chairmen of the supervisory board shall be designated by the supervisory board from among 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, Gdynia and in Macierzysz near Ożarów Mazowiecki.

§ 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.*

COMPANY ECONOMY

§ 26

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

§ 27

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

§ 28

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.*

FINAL PROVISIONS

§ 29

1. *The personal right enjoyed by the Institute of Biotechnology and Antibiotics (Instytut Biotechnologii i Antybiotyków) as referred to in § 17 section 2 subsection 1 shall expire in the event that it ceases to own shares constituting at least five percent (5%) of the share capital.*
2. *The personal right as referred to in § 17 section 2 subsection 1, 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*
 - b) *primary trading (in accordance with the definition in the Act on Public Offerings).*
3. *The announcements required by law shall be submitted by the company to the Polish Court and Business Gazette (Monitor Sądowy i Gospodarczy).*
4. *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.*
5. *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.*
6. *Any and all costs incurred by or charged to the Company in relation to its establishment are not greater than PLN 388,000.”*

§ 2

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

EXPLANATORY STATEMENT:

The resolution adopting the consolidated text of the Company’s Statute is of a technical nature and is adopted in connection with the amendment to the Company’s Statute resulting from Resolution No. [●]/ [●]/2026 of the Extraordinary General Meeting of the company trading as BIOTON Spółka Akcyjna with its registered office in Warsaw (“the Company”) dated [●] 2026 on the reduction of the Company’s share capital by decreasing the nominal value of shares and amending the Company’s Statute and Resolution No. [●]/ [●]/2026 of the Extraordinary General Meeting of the Company held on [●] 2026 regarding amendments to the Company’s Statute.

to point 8 of the agenda

**RESOLUTION NO [●]
of the Extraordinary General Meeting
BIOTON Spółka Akcyjna
of April 14th 2026**

on covering the costs of convening and holding the Meeting

„§ 1

The Extraordinary General Meeting resolves that the costs of convening and holding today's Meeting shall be borne by the Company.

§ 2

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