

**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 Macierzysz ("**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, 2026**, 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 the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2025.
6. Adoption of a resolution on consideration and approval of the separate financial statement of BIOTON S.A. for 2025.
7. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2025.
8. Adoption of a resolution regarding the consideration and approval of the Management Board's Report on the operations of BIOTON S.A. and its Capital Group for 2025.
9. Adoption of a resolution on allocating the profit of BIOTON S.A. for the financial year 2025.
10. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2025.
11. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2025.
12. 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 2025.
13. Election of members of the Supervisory Board of BIOTON S.A. by voting in separate groups, including a supplementary election, namely: (i) election of members of the Company's Supervisory Board by voting in separate groups, (ii) supplementary appointment of members of the Company's Supervisory Board by the Ordinary General Meeting of the Company.
14. Adoption of a resolution on the dismissal of all members of the Supervisory Board of BIOTON S.A. for the 2022–2025 term.
15. Adoption of a resolution on determining the number of members of the Supervisory Board of BIOTON S.A. for the term covering the financial years 2027–2029.
16. Adoption of resolutions on the appointment of members of the Supervisory Board for the new term covering the financial years 2027–2029.
17. Adoption of a resolution on amending the Company's Statute – change to the Company's business activity (PKD).
18. Adoption of a resolution on the adoption of the consolidated text of the Statute of BIOTON S.A.
19. 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, 2026 (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 8th, 2026.

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 22nd, 2026.

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, 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 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 abovementioned 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, 2026**

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 the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2025.
6. Adoption of a resolution on consideration and approval of the separate financial statement of BIOTON S.A. for 2025.
7. Adoption of a resolution regarding the consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2025.
8. Adoption of a resolution regarding the consideration and approval of the Management Board's Report on the operations of BIOTON S.A. and its Capital Group for 2025.
9. Adoption of a resolution on allocating the profit of BIOTON S.A. for the financial year 2025.
10. Adoption of resolutions on granting discharge to Members of the Management Board of the Company for the duties carried out in 2025.
11. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Company for the duties carried out in 2025.
12. 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 2025.
13. Election of members of the Supervisory Board of BIOTON S.A. by voting in separate groups, including a supplementary election, namely: (i) election of members of the Company's Supervisory Board by voting in separate groups, (ii) supplementary appointment of members of the Company's Supervisory Board by the Ordinary General Meeting of the Company.
14. Adoption of a resolution on the dismissal of all members of the Supervisory Board of BIOTON S.A. for the 2022–2025 term.

15. Adoption of a resolution on determining the number of members of the Supervisory Board of BIOTON S.A. for the term covering the financial years 2027–2029.
16. Adoption of resolutions on the appointment of members of the Supervisory Board for the new term covering the financial years 2027–2029.
17. Adoption of a resolution on amending the Company's Statute – change to the Company's business activity (PKD).
18. Adoption of a resolution on the adoption of the consolidated text of the Statute of BIOTON S.A.
19. 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, 2026**

on the consideration and approval of the report of the Supervisory Board of BIOTON S.A. for 2025

„§ 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 2025, covering:

- 1) the summary of the activity of the Supervisory Board of BIOTON S.A. (“Company”) and its Audit Committee for year 2025 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, 2025 together with the result of the assessment of the Management Board's proposal for allocation of the profit for the financial year ended December 31st, 2025 to cover losses from previous years;
- 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 2025 (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 2025 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 2025 (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 6 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2026**

on consideration and approval of the separate financial statement of BIOTON S.A. for 2025

„§ 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, 2025 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, 2025, 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, 2025 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, 2025, which shows an amount of 777 090 K PLN on the side of assets as well as liabilities (in words: seven hundred seventy-seven million ninety thousand zlotys);

- profit and loss account for the period from January 1st, 2025, to December 31st, 2025, showing a net profit in the amount of 1 452 K PLN (in words: one million four hundred fifty-two thousand zlotys);
- the statement of comprehensive income for the period from January 1st, 2025, to December 31st, 2025, showing total profit in the amount of 1 296 K PLN (in words: one million two hundred ninety-six thousand zlotys);
- statement of changes in equity for the period from January 1st, 2025, to December 31st, 2025, showing an increase in equity of 1 577 K PLN (in words: one million five hundred seventy-seven thousand zlotys);
- cash flow statement for the period from January 1st, 2025, to December 31st, 2025, showing an increase in cash by 1 457K PLN (in words: one million four hundred fifty-seven thousand zlotys);
- notes to the consolidated financial statement, including a summary of significant accounting policies 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 2025. 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, 2026**

on consideration and approval of the consolidated financial statement of the BIOTON S.A. Capital Group for 2025

„§ 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, 2025 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, 2025, 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, 2025 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, 2025, which shows an amount of 764 562 K PLN on the side of assets as well as liabilities (in words: seven hundred sixty-four million five hundred sixty-two thousand zlotys);

- consolidated profit and loss account for the period from January 1st, 2025, to December 31st, 2025, showing a net profit in the amount of 3 393 K PLN (in words: three million three hundred ninety-three thousand zlotys);
- the consolidated statement of comprehensive income for the period from January 1st, 2025, to December 31st, 2025, showing a total comprehensive income of 3 422 K PLN (in words: three million four hundred twenty-two thousand zlotys);
- statement of changes in consolidated equity for the period from January 1st, 2025, to December 31st, 2025, showing an increase in equity of 3 422 K PLN (in words: three million four hundred twenty-two thousand zlotys);
- consolidated cash flow statement for the period from January 1st, 2025, to December 31st, 2025, showing an increase in the cash balance by 1 320 K PLN (in words: one million three hundred twenty thousand zlotys);
- notes to the consolidated financial statement, including a summary of significant accounting policies.

§ 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 2025. 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, 2026

on the review and approval of the Management Board's Report on the operations of BIOTON S.A. and its Capital Group for 2025

“Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting resolves:

§ 1

The Management Board's Report on the Activities of BIOTON S.A. and its Capital Group for 2025 — the Consolidated Annual Report of the Bioton S.A. Group for the period January 1, 2025–December 31, 2025 — is hereby approved.

§ 2.

This Resolution shall enter into force on the date of its adoption.

EXPLANATORY STATEMENT:

The necessity to adopt the proposed Resolution arises from the provisions of Article 395 of the Commercial Companies Code.

The Management Board's Report accurately and clearly describes the situation of the Company and the Group, and also contains additional information regarding the most important events, strategies, and values of the organization.

to point 9 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2026**

on allocating the profit of BIOTON S.A. for the financial year 2025

„§ 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 allocate the profit of BIOTON S.A. for the financial year 2025 in the amount of 1 452 K PLN (in words: one million four hundred fifty-two thousand zlotys) to cover losses from previous years.

§ 2

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

**MOTION OF THE MANAGEMENT BOARD
FOR ALLOCATION OF THE COMPANY'S NET PROFIT
FOR THE YEAR 2025**

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 allocation of the Company's net profit for the year 2025, proposes that the entire net profit of the Company in the amount of 1 452 K PLN (in words: one million four hundred fifty-two thousand zlotys) to be allocated to cover losses from previous years.

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

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

EXPLANATORY STATEMENT:

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

to point 10 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2026**

on granting discharge to Member of the Management Board of BIOTON S.A. for 2025

„§ 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 Lauanders 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Management Board of BIOTON S.A. for 2025

„§ 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, 2025 to July 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Management Board of BIOTON S.A. for 2025

„§ 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. Romuald Harwas 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 August 1st, 2025 to December 31st, 2025.

§ 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 11 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to May 22nd, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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, 2025 to December 31st, 2025.

§ 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, 2026**

on granting discharge to Member of the Supervisory Board of BIOTON S.A. for 2025

„§ 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. Kaiguo Xia 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 June 23rd, 2025 to December 31st, 2025.

§ 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 12 of the agenda

**RESOLUTION NO [•]
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 23rd, 2026**

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 2025

„§ 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 2025.

§ 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 13 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

on the election of a member of the Supervisory Board by means of a vote in separate groups in accordance with Article 385(3) of the Commercial Companies Code

“§ 1

Pursuant to Article 385(3) et seq. of the Commercial Companies Code, the shareholders: (i) AIS Investment 2 Spółka z ograniczoną odpowiedzialnością, (ii) Basolma Holding Limited, (iii) Bithell Holdings Limited, (iv) Chione Limited, representing in aggregate [...] shares in the Company constituting [...]% of the Company’s share capital and conferring the right to [...] votes at the Company’s General Meeting, constituting [...]% of the total number of votes (hereinafter: “Eligible Shareholders”), having conducted a secret ballot, hereby elect Mr Dariusz Trzeciak as a member of the Company’s Supervisory Board for a new term of office.

§ 2

This resolution shall enter into force on the date of its adoption.”

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

on the election of a member of the Supervisory Board by means of a vote in separate groups in accordance with Article 385(3) of the Commercial Companies Code

“§ 1

Pursuant to Article 385(3) et seq. of the Commercial Companies Code, the shareholders: (i) AIS Investment 2 Spółka z ograniczoną odpowiedzialnością, (ii) Basolma Holding Limited, (iii) Bithell Holdings Limited, (iv) Chione Limited, representing in aggregate [...] shares in the Company constituting [...]% of the Company’s share capital and conferring the right to [...] votes at the Company’s General Meeting, constituting [...]% of the total number of votes (hereinafter: “Eligible Shareholders”), having conducted a secret ballot, hereby elect Ms/Mr [...] as a member of the Company’s Supervisory Board for a new term of office.

§ 2

This resolution shall enter into force on the date of its adoption.”

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

regarding the appointment of members of the Supervisory Board of BIOTON S.A. selected by a vote of shareholders not participating in the election in a separate group

“§ 1

Pursuant to Article 385(6) of the Commercial Companies Code, Ms/Mr [...] is hereby appointed as a member of the Company’s Supervisory Board for a new term of office.

§ 2

This resolution shall enter into force on the date of its adoption.”

to point 14 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

concerning the dismissal of all members of the Supervisory Board of BIOTON S.A. for the 2022–2025 term

“§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 17(2)(2) of the Company’s Statute, hereby dismisses the following members from the Supervisory Board of BIOTON S.A.:

- 1) Mr Jia Li;
- 2) Mr Dariusz Trzeciak;
- 3) Mr Ramesh Rajentheran;
- 4) Mr Nicola Cadei;
- 5) Mr Jubo Liu;
- 6) Mr Vaidyanathan Viswanath;
- 7) Mr Tomasz Siembida;
- 8) Mr Kaiguo Xia.

§ 2

This resolution shall enter into force on the date of its adoption.”

to point 15 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

concerning the determination of the number of members of the Supervisory Board for the term covering the financial years 2027–2029

“§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to § 17(1) and § 17(4) 4 of the Company’s Statute, and in accordance with Article 385 § 1 of the Commercial Companies Code, resolves that the Supervisory Board of BIOTON S.A. for the term covering the years 2027–2029 shall consist of ___ members.

§ 2

This resolution shall enter into force on the date of its adoption.”

to point 16 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

concerning the appointment of members of the Supervisory Board of BIOTON S.A. for a new term of office

“§ 1

The Ordinary General Meeting of BIOTON S.A., acting pursuant to Article 385 § 1 of the Commercial Companies Code and Article 369 § 1 in conjunction with Article 386 § 2 of the Commercial Companies Code, as well as § 17(2)(2) of the Company’s Statute, hereby appoints to the Supervisory Board of BIOTON S.A. Ms/Mr for a joint three-year term covering the years 2027–2029.

§ 2

This resolution shall enter into force on the date of its adoption.”

to point 17 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

on amending the Company's Statute – change to the Company's business activity (PKD)

„Pursuant to Article 430 § 1 in conjunction with Article 301 § 2 and Article 304 § 1(1) of the Commercial Companies Code, the Ordinary General Meeting of the company trading as BIOTON Spółka Akcyjna, with its registered office in Macierzysz (“the Company”), hereby resolves as follows:

§ 1

The Company's Statute is amended such that the existing text of § 6 is repealed and replaced with the following:

“§ 6.

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

- 1) *the production of homogenized food products and dietary foods (PKD 10.86.Z)*
- 2) *book publishing (PKD 58.11.Z)*
- 3) *newspaper publishing (PKD 58.12.Z)*
- 4) *magazine and other periodical publishing (PKD 58.13.Z)*
- 5) *sound and music recording activities (PKD 59.20.Z)*
- 6) *other publishing activities, excluding software (PKD 58.19.Z)*
- 7) *other printing (PKD 18.12.Z)*
- 8) *manufacture of other basic inorganic chemicals (PKD 20.13.Z)*
- 9) *manufacture of other basic organic chemicals (PKD 20.14.Z)*
- 10) *manufacture of pesticides (PKD 20.20.A)*
- 11) *manufacture of other agrochemicals (PKD 20.20.C)*
- 12) *manufacture of basic pharmaceutical substances (PKD 21.10.Z)*
- 13) *manufacture of medicines and other pharmaceutical products (PKD 21.20.Z)*
- 14) *manufacture of dental equipment, instruments, and products (PKD 32.50.A)*
- 15) *other manufacture of medical devices, instruments, and products (PKD 32.50.B)*
- 16) *manufacture of soap and detergents, washing and cleaning preparations (PKD 20.41.Z)*
- 17) *manufacture of cosmetic and toilet products (PKD 20.42.Z)*
- 18) *manufacturing of industrial refrigeration, ventilation, and air conditioning equipment (PKD 28.25.Z)*
- 19) *repair and maintenance of machinery (PKD 33.12.Z)*
- 20) *installation of industrial machinery, equipment, and fixtures (PKD 33.20.Z)*
- 21) *Manufacture of irradiation equipment, electromedical and electrotherapeutic equipment (PKD 26.60.Z)*
- 22) *Manufacture of furniture (PKD 31.00.Z)*
- 23) *Wholesale of perfumes and cosmetics (PKD 46.45.Z)*
- 24) *wholesale of pharmaceutical and medical products (PKD 46.46.Z)*
- 25) *other wholesale of chemical products (PKD 46.85.B)*

- 26) *retail sale of pharmaceutical products (PKD 47.73.Z)*
- 27) *retail sale of medical and orthopedic products (PKD 47.74.Z)*
- 28) *retail sale of cosmetics and toiletries (PKD 47.75.Z)*
- 29) *purchase and sale of real estate on own account (PKD 68.11.Z)*
- 30) *rental and management of own or leased real estate (PKD 68.20.Z)*
- 31) *research and development in the field of natural and technical sciences (PKD 72.10.Z)*
- 32) *market and public opinion research (PKD 73.20.Z)*
- 33) *business and other management consulting (PKD 70.20.Z)*
- 34) *all other professional, scientific, and technical activities not classified elsewhere (PKD 74.99.Z)*
- 35) *architectural activities (PKD 71.11.Z)*
- 36) *other engineering activities and related technical consulting (71.12.B)*
- 37) *advertising agency activities (PKD 73.11.Z)*
- 38) *packaging activities (PKD 82.92.Z)*
- 39) *water collection, treatment, and supply (PKD 36.00.Z)*
- 40) *sewage disposal and treatment (PKD 37.00.Z)*
- 41) *collection of non-hazardous waste (PKD 38.11.Z)*
- 42) *collection of hazardous waste (PKD 38.12.Z)*
- 43) *waste incineration without energy recovery (PKD 38.31.Z)*
- 44) *waste storage (PKD 38.32.Z)*
- 45) *other waste disposal (PKD 38.33.Z)*
- 46) *manufacturing of other food products, excluding dietary supplements, meat substitutes, plant-based substitutes for eggs, dairy products, and other milk products, not classified elsewhere (PKD 10.89.D)*
- 47) *wholesale of other food products (PKD 46.38.Z)*
- 48) *accounting and bookkeeping services (PKD 69.20.A)*
- 49) *tax consulting (PKD 69.20.B)*
- 50) *office administrative support services, including support activities (PKD 82.10.Z)*
- 51) *activities provided by collection agencies and credit bureaus (PKD 82.91.Z)*
- 52) *business support activities not classified elsewhere (PKD 82.99.B)*
- 53) *other non-school forms of education, not classified elsewhere (PKD 85.59.D)*
- 54) *activities supporting education, not classified elsewhere (PKD 85.69.Z)*
- 55) *other health care activities (PKD 86.99.D)*
- 56) *renting and leasing of passenger cars and light motor vehicles, including motorcycles (PKD 77.11.Z)*
- 57) *renting and leasing of trucks (PKD 77.12.Z)*
- 58) *research and development in the field of natural and technical sciences (PKD 72.10.Z)*
- 59) *logistics activities (PKD 52.25.Z)*
- 60) *other support service activities for transportation (PKD 52.26.Z)."*

§ 2

This resolution shall enter into force upon its adoption, with effect from the date of registration of the amendment to the Company's Articles of Association by the registry court."

to point 18 of the agenda

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of BIOTON Spółka Akcyjna
dated 23 June 2026**

on the adoption of the consolidated text of the Statute of BIOTON S.A.

„Following the adoption of Resolution No. [●]/ [●]/2026 of the Ordinary General Meeting of the company trading as BIOTON Spółka Akcyjna with its registered office in Macierzysz (“the Company”) dated [●] 2026 on amending the Company’s Statute – change to the Company’s business activity (PKD), the Ordinary General Meeting of the Company resolves as follows:

§ 1

The Ordinary 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) the production of homogenized food products and dietary foods (PKD 10.86.Z)*
- 2) book publishing (PKD 58.11.Z)*
- 3) newspaper publishing (PKD 58.12.Z)*
- 4) magazine and other periodical publishing (PKD 58.13.Z)*
- 5) sound and music recording activities (PKD 59.20.Z)*
- 6) other publishing activities, excluding software (PKD 58.19.Z)*
- 7) other printing (PKD 18.12.Z)*
- 8) manufacture of other basic inorganic chemicals (PKD 20.13.Z)*
- 9) manufacture of other basic organic chemicals (PKD 20.14.Z)*
- 10) manufacture of pesticides (PKD 20.20.A)*
- 11) manufacture of other agrochemicals (PKD 20.20.C)*
- 12) manufacture of basic pharmaceutical substances (PKD 21.10.Z)*
- 13) manufacture of medicines and other pharmaceutical products (PKD 21.20.Z)*
- 14) manufacture of dental equipment, instruments, and products (PKD 32.50.A)*

- 15) *other manufacture of medical devices, instruments, and products (PKD 32.50.B)*
- 16) *manufacture of soap and detergents, washing and cleaning preparations (PKD 20.41.Z)*
- 17) *manufacture of cosmetic and toilet products (PKD 20.42.Z)*
- 18) *manufacturing of industrial refrigeration, ventilation, and air conditioning equipment (PKD 28.25.Z)*
- 19) *repair and maintenance of machinery (PKD 33.12.Z)*
- 20) *installation of industrial machinery, equipment, and fixtures (PKD 33.20.Z)*
- 21) *Manufacture of irradiation equipment, electromedical and electrotherapeutic equipment (PKD 26.60.Z)*
- 22) *Manufacture of furniture (PKD 31.00.Z)*
- 23) *Wholesale of perfumes and cosmetics (PKD 46.45.Z)*
- 24) *wholesale of pharmaceutical and medical products (PKD 46.46.Z)*
- 25) *other wholesale of chemical products (PKD 46.85.B)*
- 26) *retail sale of pharmaceutical products (PKD 47.73.Z)*
- 27) *retail sale of medical and orthopedic products (PKD 47.74.Z)*
- 28) *retail sale of cosmetics and toiletries (PKD 47.75.Z)*
- 29) *purchase and sale of real estate on own account (PKD 68.11.Z)*
- 30) *rental and management of own or leased real estate (PKD 68.20.Z)*
- 31) *research and development in the field of natural and technical sciences (PKD 72.10.Z)*
- 32) *market and public opinion research (PKD 73.20.Z)*
- 33) *business and other management consulting (PKD 70.20.Z)*
- 34) *all other professional, scientific, and technical activities not classified elsewhere (PKD 74.99.Z)*
- 35) *architectural activities (PKD 71.11.Z)*
- 36) *other engineering activities and related technical consulting (71.12.B)*
- 37) *advertising agency activities (PKD 73.11.Z)*
- 38) *packaging activities (PKD 82.92.Z)*
- 39) *water collection, treatment, and supply (PKD 36.00.Z)*
- 40) *sewage disposal and treatment (PKD 37.00.Z)*
- 41) *collection of non-hazardous waste (PKD 38.11.Z)*
- 42) *collection of hazardous waste (PKD 38.12.Z)*
- 43) *waste incineration without energy recovery (PKD 38.31.Z)*
- 44) *waste storage (PKD 38.32.Z)*
- 45) *other waste disposal (PKD 38.33.Z)*
- 46) *manufacturing of other food products, excluding dietary supplements, meat substitutes, plant-based substitutes for eggs, dairy products, and other milk products, not classified elsewhere (PKD 10.89.D)*
- 47) *wholesale of other food products (PKD 46.38.Z)*
- 48) *accounting and bookkeeping services (PKD 69.20.A)*
- 49) *tax consulting (PKD 69.20.B)*
- 50) *office administrative support services, including support activities (PKD 82.10.Z)*
- 51) *activities provided by collection agencies and credit bureaus (PKD 82.91.Z)*
- 52) *business support activities not classified elsewhere (PKD 82.99.B)*
- 53) *other non-school forms of education, not classified elsewhere (PKD 85.59.D)*
- 54) *activities supporting education, not classified elsewhere (PKD 85.69.Z)*
- 55) *other health care activities (PKD 86.99.D)*
- 56) *renting and leasing of passenger cars and light motor vehicles, including motorcycles (PKD 77.11.Z)*
- 57) *renting and leasing of trucks (PKD 77.12.Z)*
- 58) *research and development in the field of natural and technical sciences (PKD 72.10.Z)*
- 59) *logistics activities (PKD 52.25.Z)*
- 60) *other support service activities for transportation (PKD 52.26.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 provides 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.”