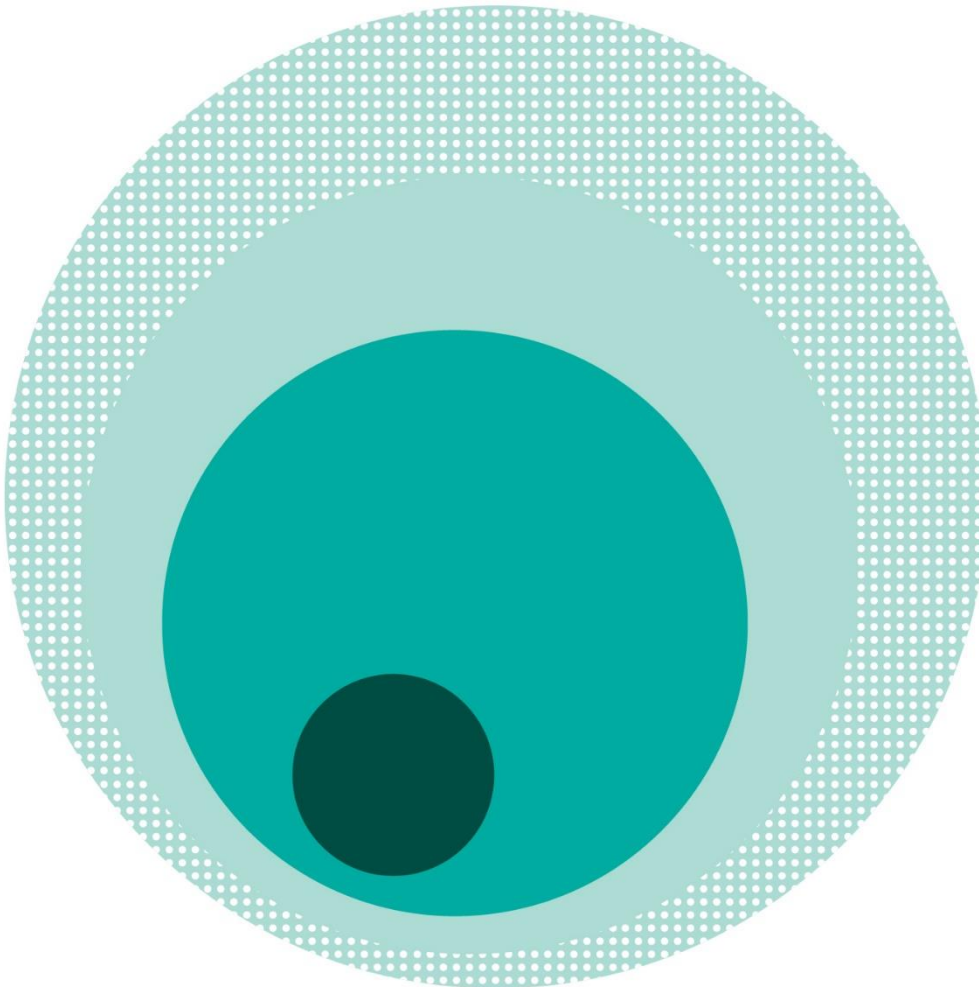


BIOTON S.A. CAPITAL GROUP

INDEPENDENT STATUTORY AUDITOR'S REPORT
ON THE AUDIT OF THE ANNUAL CONSOLIDATED
FINANCIAL STATEMENTS AS OF DECEMBER 31ST, 2022

(UNAUTHORISED TRANSLATION FROM THE POLISH LANGUAGE)

MARCH 31ST, 2023



INDEPENDENT STATUTORY AUDITOR'S REPORT

For the General Meeting and Supervisory Board of Bioton S.A.

Report on the Audit on the annual consolidated financial statements

Opinion

We have audited the annual consolidated financial statements of Bioton S.A. Capital Group (the 'Group'), in which the parent company is Bioton Spółka Akcyjna (the 'Parent Company') which comprise the consolidated balance sheet as at December 31st, 2022 and the consolidated statement of profit and loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statement, including a summary of significant accounting policies (the 'consolidated financial statement').

In our opinion, the accompanying consolidated financial statements:

- give a true and fair view of the consolidated financial position of the Group as at December 31st, 2022 and its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with required applicable rules of International Financial Reporting Standards approved by the European Union (IFRSs) and applied accounting principles (policy).
- are in respect of the form and content in accordance with legal regulations governing the Group and the Parent Company's Statute.

This opinion is consistent with the additional report to the Audit Committee issued on March 31st, 2023.

Basis for opinion

We conducted our audit in accordance with the National Auditing Standards in the version of the International Auditing Standards adopted by Resolution No. 3430/52a/2019 of the National Council of Statutory Auditors of March 21st, 2019 on national auditing standards and other documents, as amended (“NAS”), as well as pursuant to the Act of May 11th, 2017 on Statutory Auditors, Audit Firms and Public Supervision (“Act on Statutory Auditors” – Journal of Laws of 2022, item 1302, as amended) and EU Regulation No. 537/2014 of April 16th, 2014 on specific requirements regarding statutory audit of public interest entities (“EU Regulation” – Official Journal of the European Union UE L158 of May 27th, 2014, p. 77, as amended). Our responsibilities under those standards is further described in the *Auditor’s responsibility for the audit of the consolidated financial statements* section of our report.

We are independent of the Group companies in accordance with the International Ethics Standards Board for Accountants (including International Standards of Independence) of the Code of Ethics for Professional Accountants (the ‘IESBA Code’) adopted by resolution of the National Council of Statutory Auditors No. 3431/52a/2019 of March 25th, 2019 on the principles of professional ethics of statutory auditors as amended, and with other ethical requirements that are relevant to our audit of financial statements in Poland. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. While conducting the audit, the key certified auditor and the audit firm remained independent of the Group in accordance with the independence requirements set out in the Act on Statutory Auditors and in the EU Regulation.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These include the most significant assessed risks of material misstatement, including assessed risks of material misstatement due to fraud. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon and have summarised our reaction to these risks and in cases where we deemed it necessary, we presented the most important observations related to these types of risks. We do not provide a separate opinion on these matters.

Key Audit Matters	How the matter was addressed in our audit
<p><u>Risk of incorrect valuation of intangible assets and tangible fixed assets</u></p> <p>Intangible assets and tangible fixed assets are the area covered by the estimates of the Parent Company's Management Board in terms of the assessment of the planned useful life and valuation.</p> <p>The risk of incorrect valuation of intangible assets and tangible fixed assets affects the amount of the Parent Company's assets and operating costs presented in the separate profit and loss account.</p> <p>Intangible assets and tangible fixed assets in the amount of PLN 638 026 thousand as at December 31st, 2022 account for 78% of the balance sheet total.</p> <p>Disclosures regarding intangible assets and tangible fixed assets are presented by the Parent Company in Notes 1.5, 10, 12 and 38 of the <i>Explanatory Notes to the consolidated financial statements</i>.</p>	<p><u>Our procedures for the identified key issues of the audit included, but were not limited to:</u></p> <ul style="list-style-type: none"> • verification of the adequacy of the accounting principles (policy) applied by the Parent Company's Management Board in the scope of disclosure, valuation and presentation of intangible assets and tangible fixed assets, including completed development works and development works in progress; • verification the applied depreciation rates and the methodology of valuation of intangible assets and tangible fixed assets; • verification of the correctness of the valuation of outlays incurred for fixed assets under construction, • we assessed the assumptions adopted by the Parent Company's Management Board regarding the continuation of commenced investment projects and related future economic benefits.

Other Matter – Scope of the Audit

The Group's annual consolidated financial statements for the year ended December 31st, 2021 were audited by an auditor acting on behalf of another audit firm, who expressed the opinion on this financial statements on March 31st, 2022.

Responsibility of the Parent Company's Management and members Supervisory Board for the consolidated financial statements

The Parent Company's Management is responsible for the preparation the consolidated financial statements that give a true and fair view of the consolidated financial position and the consolidated financial performance in accordance with required applicable rules of International Financial Reporting Standards approved by the European Union, the adopted accounting policies, other applicable laws, as well as the Parent Company's Statute, and is also responsible for such internal control as determined is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Parent Company's Management is responsible for assessing the Group's (the Parent Company and significant components) ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless Parent Company's Management either intends to liquidate the Group (the Parent Company and significant components) or to cease operations, or has no realistic alternative but to do so.

The Parent Company's Management and members of the Parent Company's Supervisory Board are required to ensure that the consolidated financial statements meets the requirements of the Accounting Act. The members of the Parent Company's Supervisory Board are responsible for overseeing the Group's financial reporting process.

Auditor's responsibility for audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

The scope of the audit does not include assurance as to the future profitability of the Group nor effectiveness of conducting business matters now and in the future by the Parent Company's Management.

As part of an audit in accordance with NAS, we exercise professional judgment and maintain professional scepticism throughout the audit and we also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or override of internal control,
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control,
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent Company's Management,

- conclude on the appropriateness of the Parent Company's Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our independent auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent auditor's report, however, future events or conditions may cause the Group to cease to continue as a going concern,
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation,
- we obtain sufficient appropriate audit evidence regarding the financial information of entities and business activities within the Group for the purpose of expressing an opinion on the consolidated financial statements. We are solely responsible for the direction, supervision and performance of the audit of the Group and we remain solely responsible for our audit opinion.

We communicate with the Audit Committee of the Parent Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to the Audit Committee of the Parent Company with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other information, including Group Activity Report

The Other information comprise Group Activity Report as at December 31st, 2022 (the "Group Activity Report") together with the representation on the corporate governance, as well as the statement on non-financial information referred to in Article 49b(1) of the Accounting Act, which are separate elements of this Report, and the Annual Report for the financial year ended December 31st, 2022 ("Annual Report") (together with "Other Information").

Responsibility of the Parent Company's Management and Supervisory Board

The Parent Company's Management is responsible for preparing the Other Information in accordance with the law.

The Parent Company's Management and members of the Parent Company's Supervisory Board are required to ensure that the Group Activity Report along with separate elements meets the requirements of the Accounting Act.

Auditor's responsibility

Our audit opinion on the consolidated financial statements does not include the Other Information. In connection with the audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, to consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit or otherwise appears materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in this Other Information, we are required to report that fact in independent auditor's report. Our responsibility in accordance with the Act on Statutory Auditors is also to issue an opinion on whether the Other Information was prepared in accordance with relevant laws and that it is consistent with the information contained in the consolidated financial statements. Moreover, we are required to issue an opinion on whether the Group has included the required information in the statement on non-financial information and in the representation on application of corporate governance.

We obtained the Other Information before the date of this audit report and the Annual Report will be available after that date. In the event that we identify a material misstatement in the Annual Report, we are required to inform the Parent Company's Supervisory Board.

Opinion on the Group Activity Report

Based on the work performed during our audit, in our opinion, the Group Activity Report:

- has been prepared in accordance with Article 49 of the Accounting Act and section 70 of the Decree of the Minister of Finance of March 29th, 2018 on current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of non-EU member state ('Decree on current and periodic information' – Journal of Laws of 2018, item 757 as amended);
- is consistent with the information contained in the consolidated financial statements.

Moreover, based on our knowledge of the Group and its environment obtained during our audit, we have not identified material misstatements in the in the Group Activity Report.

Opinion on the corporate governance representation

In our opinion, the representation on application of corporate governance, the Group has included stipulated in paragraph 70, section 6, point 5 of the Decree on current and periodic information. Furthermore, in our opinion, the information stipulated in paragraph 70, section 6, point 5 letter c-f, h and i of the Decree included in the representation on application of corporate governance is in accordance with applicable laws and information included in the consolidated financial statements.

Information on non-financial information

In accordance with the requirements of the Act on Statutory Auditors, we confirm that the Group has prepared the statement on non-financial information referred to in Article 55 (2b) of the Accounting Act as a separate elements of Group Activity Report.

We have not performed any attestation work on the statement of non-financial information and do not express any assurance on it.

Report on other legal and regulatory requirements

Opinion on the compliance of the consolidated financial statements prepared in the single electronic reporting format with the requirements of the regulation on technical standards on the specification of a single electronic reporting format.

As part of our audit of the consolidated financial statements, we were engaged to perform an assurance engagement to obtain reasonable assurance in order to express an opinion on whether the consolidated financial statements of the Group for the year ended December 31st, 2022 prepared in the single electronic reporting format including in the file named 25940015R1L3OPCGII81-31-12-2022-PL.zip (“consolidated financial statements in ESEF format”), was tagged in accordance with the regulations specified in Commission Delegated Regulation (EU) No 2019/815 of December 17th, 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specifications of a single electronic reporting format (Official Journal of the European Union UE L 143 of May 29th, 2019, p. 1, as amended) (the “ESEF Regulation”).

Identification of criteria and description of the object of the service

The consolidated Financial Statements in ESEF format were prepared by the Management Board of Parent Company in order to meet the tagging and technical requirements of the single electronic reporting format which are specified in the ESEF Regulation.

The subject matter of our assurance engagement is the compliance verification of the consolidated financial statements in ESEF format against the requirements of the ESEF Regulations, while the requirements specified in these regulations represent, in our opinion, applicable criteria for us to express an opinion providing reasonable assurance.

Responsibility of the Parent Company’s Management and Supervisory Board

The Parent Company’s Management is responsible for preparing of the consolidated financial statements in ESEF format in accordance with the tagging and technical requirements of a single electronic reporting format which are specified in the ESEF Regulation. Such responsibility includes the selection and application of appropriate XBRL tags using the taxonomy specified in these regulations.

Responsibility of the Parent company’s Management also includes designing, implementing and maintaining of such internal control as determined is necessary to enable the preparation of the consolidated financial statements in ESEF format, free from material non-compliance with the requirements of the ESEF Regulation.

The members of the Parent Company’s Supervisory Board are responsible for overseeing the financial reporting process, which includes the preparation of financial statements in compliance with the form in accordance with the governing legal regulations.

Auditor's responsibility

Our objective was to express an opinion, based on the performed assurance engagement, providing reasonable assurance, that the consolidated financial statements in ESEF format was tagged in accordance with the ESEF requirements.

We have performed our assurance engagement in accordance with the National Standard for Assurance Engagements Other than Audit and Review 3001PL - "Audit of Financial Statements Prepared in Single Electronic Reporting Format" adopted by resolution of the National Council of Statutory Auditors No. 1975/32a/2021 dated December 17th, 2021 (hereinafter: "NSAE 3001PL") and, where applicable, in accordance with the National Standard on Assurance Engagements Other than Audit and Review 3000 (R) as set out in International Standard on Assurance Engagements 3000 (Revised) - "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" adopted by Resolution of the National Council of Statutory Auditors No. 3436/52e/2019 of April 8th, 2019, as amended (hereinafter: „NSAE 3000 (R)“).

This standard requires the auditor to plan and perform procedures to obtain reasonable assurance that the consolidated financial statements in ESEF format were prepared in accordance with specified criteria.

Reasonable assurance is a high level of assurance but it is not guaranteed that the assurance engagement conducted in accordance with NSAE 3001PL and, where appropriate, in accordance with NSAE 3000 (R), will always detect material misstatement when it exists.

The selection of procedures depends on the auditor's professional judgement, including the assessment of risk of material misstatement due to fraud or error. When performing risk assessments, and in order to design procedures to be performed the auditor takes into consideration the internal controls related with the preparation of the consolidated financial statements in ESEF format, which can provide the auditor with sufficient and appropriate evidence. The assessment of the internal controls was not performed for the purpose of expressing an opinion on the effectiveness of the Parent Company's internal control..

Summary of performed procedures

Procedures that were designed and performed by us included among others:

- obtaining an understanding of the process of preparation of the consolidated financial statements in ESEF format, including the Parent Company's process of selection and application of XBRL tags and maintaining compliance with the ESEF Regulation, including an understanding of the internal control system mechanisms associated with this process;
- reconciliation of the tagged on a selected sample information included in the consolidated financial statements in ESEF format to the audited consolidated financial statements;

- assessment of the compliance with the technical standards on the specification of a single electronic reporting format, including the use of the XHTML format, with the use of specialistic IT tools, assessing the completeness of tagging the information in the consolidated financial statements in ESEF format with XBRL tags;
- assessment whether the applied XBRL tags from the taxonomy specified by the ESEF Regulation were applied appropriately and that extensions to the elements in the taxonomy specified in the ESEF regulations were used when there were no suitable elements in the taxonomy specified in the ESEF Regulations;
- evaluating of the anchoring of the taxonomy extensions to the elements in the taxonomy specified by the ESEF Regulations.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the performed assurance engagement on the tagging compliance with the requirements of the ESEF Regulation.

Ethical requirements, including independence

While performing the assurance engagement, the key certified auditor and the audit firm have complied with the independence and other ethical requirements as specified by the IESBA Code. The IESBA Code is based on the fundamental principles related to integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We have also complied with other independence requirements and ethical responsibilities in accordance with required applicable rules of such assurance engagement in Poland.

Quality control requirements

The accounting firm applies national quality control standards. As required by national quality control standards, the audit firm has designed, implemented and applied a quality management system, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion on compliance with the requirements of the ESEF Regulation

The matters described above constitute the basis for our opinion which is why our opinion should be read in conjunction with these matters..

In our opinion, the consolidated financial statements in ESEF format was prepared in all material respect in accordance with the requirements of the ESEF Regulations.

Representation on the provision of non-audit services

To the best of our knowledge and belief, we declare that we have not provided services other than audits of the financial statements to the Parent Company and its subsidiaries, in particular we have not rendered services other than audits, which are prohibited based on article 5 item 1 of Regulation 537/2014 and article 136 of the Act on Statutory Auditors.

The services other than audits of the financial statements that we provided to the Parent Company and its subsidiaries during the period under review are listed in note 37 of the consolidated financial statements.

Selection of the audit firm

We were appointed to audit the consolidated financial statements of the Group initially based on the resolution of Parent Company's Supervisory Board from April 20th, 2022. The consolidated financial statements of the Group have been audited by us uninterruptedly starting from the financial year ended on December 31st, 2022, i.e. for the first time.

The engagement partner responsible for the audit resulting in this independent auditor's report is Aleksandra Sasin

no in the register: 12728

acting on behalf of UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. of Warsaw, Poland, entered into the list of audit firms under entry No. 3115 on behalf of which the key auditor has audited the financial statements.

This document is a foreign language version of the original Independent Auditor's Report issued in Polish version and only the original version is binding. This document has been prepared for information purposes and could be used only for Group's internal purposes. In case of any discrepancies between the Polish and English version, the Polish version shall prevail.

Warsaw, March 31st, 2023