

REGULATIONS
of the
Management Board of
BIOTON Spółka Akcyjna (joint stock company)

I. GENERAL PROVISIONS

§ 1

The Regulations of the Management Board of the company under the business name BIOTON S.A. (the “**Company**”) with the seat in Warsaw are passed by the Supervisory Board.

§ 2

The Management Board operates pursuant to the Commercial Companies Code Act, Articles of Association and these Regulations.

§ 3

1. The Management Board manages matters of the Company and represents it externally.
2. The Management Board shall define the strategy of development and operation goals of the Company and their performance which shall be approved by the Supervisory Board.
3. The Management Board is obliged to submit at least quarterly reports to the Supervisory Board concerning significant events in the operation of the Company. The report shall also cover the income and costs statement, financial result, liabilities and basic balance sheet data of the Company. The Management Board shall also inform the Supervisory Board of all and any changes in the strategy and operation goals of the Company.
4. The Management Board shall settle the place and date of the Annual Meeting in a manner allowing the largest number of shareholders to participate in the Meeting.
5. Members of the Management Board shall participate in the Annual Meeting in the composition allowing for providing substantial answers to questions posted during the Annual Meeting.

§ 4

1. The Management Board shall always act in the best interest of the Company.
2. While making transactions with the shareholders and other persons whose dealings may influence the interest of the Company, the Management Board is obliged to make any efforts to make the transactions under market conditions.

§ 5

A member of the Management Board is obliged to notify without delay the Management Board and the Chairman of the Supervisory Board of any existing or potential conflict of interest with regard to performing his duties and should refrain from discussing a matter and voting for the resolution in the case in which the conflict of interest has occurred.

II. REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND DISPUTES WITH MEMBERS OF THE MANAGEMENT BOARD

§ 6

1. Remuneration of Members of the Management Board shall be determined by the Supervisory Board.
2. In the agreements between Members of the Management Board and the Company, the Company shall be represented by the Supervisory Board.
3. In the disputes between the Company and Members of the Management Board the Company is represented by the Supervisory Board.
4. Conclusion of a credit, loan agreement or contract of guarantee or similar agreement between the Company and a Member of the Management Board should require consent of the Annual Meeting.

III. CONDUCTING AND CONVENING THE MEETINGS OF THE MANAGEMENT BOARD

§ 7

Meetings of the Management Board shall be convened and conducted by the President of the Management Board, and should he be absent by the Vice-President of the Management Board.

§ 8

Meetings of the Management Board may be attended by invited persons from outside the Management Board upon prior arrangement with the person convening the meeting.

§ 9

1. The Management Board shall appoint the Secretary of the Management Board and shall define the scope of his operation.
2. The Secretary may be a person who is not a member of the Management Board.

§ 10

1. The Management Board shall work out and adopt the Management Board Work Schedule.
2. Meetings of the Management Board shall be held as required on the day specified by the President of the Management Board, and should he be absent by the Vice-President of the Management Board, at least 2 (two) times a year.
3. On 2 (two) working days preceding the scheduled meeting referred to in clause 1, the President of the Management Board, and should he be absent the Vice-President of the Management Board shall send the agenda of the meeting taking into consideration the annual Management Board Work Schedule.
4. Members of the Management Board are notified of the date of the meeting and its agenda in writing by fax, e-mail or otherwise .

§ 11

1. Additional meetings of the Management Board shall be convened by the President of the Management Board, and should he be absent by the Vice-President of the Management Board.

2. Additional meetings of the Management Board shall be convened, if required, on a petition of any member of the Management Board submitted at least 2 (two) working days prior to the planned date, § 11 clause 2 shall apply accordingly.
3. The petition for convening an additional meeting of the Management Board shall be accepted within 2 (two) working days from submitting such petition, at the latest. An agenda of such a meeting may also include other matters than the ones specified in the petition.
4. Should the interest of the Company so require, the mode specified in § 11 clauses 1-2 shall not apply.

IV. MINUTES OF THE MEETINGS OF THE MANAGEMENT BOARD

§ 12

The Secretary, and in case he is absent any person appointed by the chairman of the meeting shall take the minutes.

§ 13

The minutes should include:

- a. consecutive number of the minutes, date and place of the meeting;
- b. names and surnames of the Members of the Management Board attending the meeting as well as all guests invited to the meeting;
- c. the agenda;
- d. precise text of the adopted resolutions, number of votes cast for the respective resolutions and the contents of contrary opinions and results of casting votes over the motions;
- e. signatures of the Members of the Management Board attending the meeting and the person drawing up the minutes.

V. COMPANY SHARES

§ 14

1. A Member of the Management Board is obliged to notify the Company and the Financial Supervision Authority (Komisja Nadzoru Finansowego) of all and any transfers or acquisitions of shares of the Company, derivative rights concerning the Company shares and other financial instruments connected with those securities made to their own account by themselves or by their close relatives.
2. Detailed requirements concerning the performance of the above mentioned obligations are specified in Art. 160 of the act of 29 July 2005 on trading in financial instruments.

VI. FINAL PROVISIONS

§ 15

1. The Regulations of the Management Board are open and shall be available to the public.
2. The Regulations shall take effect as on the day of their passing by the Supervisory Board.
3. All and any amendments hereof shall require the resolution of the Management Board of the Company.