

DRAFT

Resolution No. 1/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
regarding election of the Chairperson of the General Meeting

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with registered office in Ożarów Mazowiecki, pursuant to Article 409 § 1 sentence 1 of the Commercial Companies Code and § 10 of the Regulations of the General Meeting, resolves to elect as the Chairperson of the Meeting.

§2

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by secret ballot.

Resolution No. 2/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on the adoption of the agenda of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with its registered office in Ożarów Mazowiecki, hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Approval of the agenda of the Extraordinary General Meeting.
5. Election of the Ballot-Counting Committee.
6. Adoption of a resolution on amendments to the Articles of Association of the Company.
7. Adoption of a resolution on the approval of amendments to and the consolidated text of the Regulations of the Supervisory Board of the Company.
8. Adoption of a resolution on amendments to the Regulations of the General Meeting.
9. Closing of the Extraordinary General Meeting.

§2

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by open ballot.

Resolution No. 3/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on the election of the Ballot-Counting Committee

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with registered office in Ożarów Mazowiecki, pursuant to § 21 of the Regulations of the General Meeting, resolves to appoint _____ as members of the Ballot-Counting Committee.

§2

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by secret ballot.

Resolution No. 4/17/01/2023**of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on the election of the Ballot-Counting Committee**

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with registered office in Ożarów Mazowiecki, pursuant to § 21 of the Regulations of the General Meeting, resolves to appoint _____ as members of the Ballot-Counting Committee.

§2

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by secret ballot.

Resolution No. 5/17/01/2023

**of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on the election of the Ballot-Counting Committee**

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with registered office in Ożarów Mazowiecki, pursuant to § 21 of the Regulations of the General Meeting, resolves to appoint _____ as members of the Ballot-Counting Committee.

§2

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by secret ballot.

Resolution No. 6/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on amendments to the Company's Articles of Association

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna with registered office in Ożarów Mazowiecki, acting pursuant to Article 430 § 1 of the Commercial Companies Code, resolves as follows:

- 1) § 17(4) of the Company's Articles of Association shall be amended to read as follows:
"4. The following shareholders - Warsaw Equity Alternatywna Spółka Inwestycyjna sp. z o.o. with its registered office in Warsaw, registered by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register under No. 921325 ("WEASI") and Xarus Holdings Limited (a company incorporated under the laws of Cyprus, with the number HE 260354) ("XAR"), shall jointly have the personal entitlement in the form of the right to appoint and dismiss 1 (one) member of the Company's Supervisory Board for as long as WEASI and XAR hold shares in the Company representing jointly no less than 14% of the Company's share capital. This personal power vested jointly in WEASI and XAR under the Articles of Association shall, by virtue of the Articles of Association, be vested in WEASI and Warsaw Equity Management S.A. ("WEM"), in the event that all shares in the Company held by XAR are transferred or disposed of to the benefit of WEM, including following a merger between XAR and WEM in accordance with the provisions of the Commercial Companies Code (where WEM will be the acquiring company and XAR will be the acquired company). WEASI, XAR - and in the event of a transfer or disposal to WEM of all the shares in the Company held by XAR - WEASI and WEM, shall be collectively referred to as "Minority Shareholder I". Minority Shareholder I appoints and dismisses the respective member of the Supervisory Board by submitting a written statement to the Company, which shall be effective upon the delivery thereof to the Company."
- 2) § 18(2) of the Company's Articles of Association shall be amended to read as follows:
"2. Meetings of the Supervisory Board shall be held as required, at least once in each quarter of the financial year."
- 3) § 21(2)(2) of the Company's Articles of Association shall be amended to read as follows:
"2) preparing and submitting to the General Meeting an annual written report for the preceding financial year (report of the Supervisory Board) covering the scope arising from the applicable legal regulations."
- 4) § 21 (2)(8) of the Company's Articles of Association shall be amended to read as follows:
"8) granting consent for the Company to perform any actions, not provided for in the budget approved by the Supervisory Board, aimed at disposing of a right (in particular, in the form of a transfer, encumbering with a limited right in rem or any other right in favour of a third party, making it a subject

of a donation, or performing legal actions resulting in the termination of a right) as well as binding actions with the value of the obligation exceeding PLN 9,000,000 (nine million) per incident. The obligation to obtain consent also applies to contracting an obligation with a single entity concerning recurring or continuous services, if the sum of the value of the services resulting therefrom exceeds PLN 9,000,000.00 (nine million) in the period of the financial year;"

5) § 21(2)(10) of the Company's Articles of Association shall be amended to read as follows:

"10) granting consent for the Company to conclude a material agreement with a related entity, i.e. an agreement the value of which is no less than PLN 3,000,000 (three million). The above obligation shall not apply to typical transactions concluded on an arm's length basis as part of the Company's operating activities with a subsidiary in which the Company holds a majority capital share, or activities provided for in the Company's budget approved by the Supervisory Board;"

6) § 27 of the Company's Articles of Association shall be amended by adding Section 3 with the following wording:

"3. The obligation of the Management Board to provide the Supervisory Board with the information referred to in Article 380¹ of the Commercial Companies Code shall be performed in such a way that the Management Board provides the Supervisory Board with the information referred to in Article 380¹ § 1(1-5) of the Commercial Companies Code in written or electronic form not more frequently than once a month at a meeting of the Supervisory Board. If a meeting of the Supervisory Board is not held in a given month, the Management Board shall provide the Supervisory Board with the information referred to in the preceding sentence at the next meeting of the Supervisory Board."

7) § 28(1) and (2) of the Company's Articles of Association shall be amended to read as follows:

"1. Two members of the Management Board acting jointly are required to make declarations of intent on behalf of the Company.

2. Disposing of a right or incurring of an obligation the value of which exceeds PLN 9,000,000.00 (nine million) requires the consent of the Supervisory Board expressed in the form of a resolution. This obligation also applies to obligations relating to recurring or continuous services, if the value of the resulting services exceeds PLN 9,000,000.00 (nine million) in the period of the financial year. This obligation does not apply to the performance of activities provided for in the Company's budget approved by the Supervisory Board."

§ 2

The Extraordinary General Meeting of the Company, acting on the basis of Article 430 § 5 of the Commercial Companies Code, authorises the Supervisory Board of the Company to determine the

consolidated text of the Company's Articles of Association, taking into account the amendments to the Articles of Association made pursuant to this resolution.

§ 3

The resolution comes into force upon its adoption.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by open ballot.

**Resolution No. 7/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on the approval of amendments and the consolidated text of the Regulations of the
Supervisory Board of the Company**

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with its registered office in Ożarów Mazowiecki, pursuant to art. 391 § 3 of the Commercial Companies Code and § 15(3)(14) of the Company's Articles of Association, in conjunction with Resolution of the Supervisory Board No. 2/14/12/2022 of 14 December 2022 on amendments to the Regulations of the Supervisory Board and Resolution of the Supervisory Board No. 3/14/12/2022 of 14 December 2022 on the adoption of the consolidated text of the Regulations of the Supervisory Board hereby approves amendments to the Regulations of the Supervisory Board of the Company and approves the consolidated text of the Regulations of the Supervisory Board of the Company, constituting an annex to this resolution.

§2

The resolution comes into force upon its adoption.

Annex:

Consolidated text of the Regulations of the Supervisory Board of the Company.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by open ballot.

Resolution No. 8/17/01/2023
of the Extraordinary General Meeting
of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki
dated January 17, 2023
on amendments to the Regulations of the General Meeting

§1

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki, pursuant to § 16(3) of the Company's Articles of Association, resolves to amend the Regulations of the General Meeting, adopted by Resolution No. 25 of the Ordinary General Meeting of the Company dated 5 May 2014, as follows:

- 1) the title of the Regulations of the General Meeting shall read as follows:
"REGULATIONS OF THE GENERAL MEETING OF VIGO PHOTONICS S.A. with its registered office in Ożarów Mazowiecki adopted by Resolution No. 25 of the Ordinary General Meeting of 5 May 2014, as amended by Resolution No. 8/17/01/2023 of the Extraordinary General Meeting of 17 January 2023."
- 2) § 1(1)(1) of the Regulations of the General Meeting shall read as follows:
"1) "Best Practices" - shall mean the content of the Annex to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021, as amended;"
- 3) § 1(1)(7) of the Regulations of the General Meeting shall read as follows:
"7) "Company" - shall mean VIGO PHOTONICS S.A. with its registered office in Ożarów Mazowiecki;"
- 4) § 2(1) of the Regulations of the General Meeting shall read as follows:
"These Regulations are adopted by the General Meeting of the Company pursuant to § 16(3) of the Company's Articles of Association."
- 5) § 5 (2) sentence 1 of the Regulations of the General Meeting shall read as follows:
"The detailed rules for conducting the General Meeting by means of electronic communication shall be laid down by the Supervisory Board in the form of rules of procedure."
- 6) § 21 (3) sentence 2 of the Regulations of the General Meeting shall read as follows:
"In the event of any irregularity found in the course of voting, the Ballot-Counting Committee is obliged to immediately inform the Chairperson thereof and at the same time make a proposal as to how to proceed."
- 7) the paragraphs in § 23 of the Regulations of the General Meeting shall be renumbered as 1 to 4
- 8) § 24(2) of the Regulations of the General Meeting shall read as follows:
"Before the General Meeting elects members of the Supervisory Board by voting in separate groups, the Chairperson, on the basis of the attendance list, informs the General Meeting of the state of (i) attendance, (ii) the number of shares held by the Participants at the General Meeting, and (iii) the number of shares required to form a group capable of electing a member of the Supervisory Board."

§2

The Extraordinary General Meeting of VIGO Photonics Spółka Akcyjna, with its registered office in Ożarów Mazowiecki, resolves to adopt the consolidated text of the Regulations of the General Meeting, which is attached to this resolution.

§3

The resolution comes into force upon its adoption.

Annex:

Regulations of the General Meeting.

Number of shares under which valid votes were cast:

Percentage of shares under which valid votes were cast in the share capital:

Total number of valid votes:

Number of votes "in favour":

Number of votes "against":

Number of votes abstaining:

The resolution was adopted by open ballot.