

**EXPLANATORY MEMORANDUM TO DRAFT RESOLUTIONS
OF THE ANNUAL GENERAL MEETING**

Resolution No. 1/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 regarding election of the Chairperson of the General Meeting

Pursuant to Article 409 § 1 sentence 1 of the Commercial Companies Code and § 10 of the Regulations of the General Meeting, the Chairperson of the General Meeting shall be elected from among persons entitled to participate in the General Meeting.

Resolution No. 2/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on the adoption of the agenda of the Annual General Meeting

Pursuant to Article 402² § 2 of the Commercial Companies Code, the notice convening the General Meeting should specify, inter alia, the date, time and place of the General Meeting and the detailed agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of the persons present has objected to the adoption of the resolution.

Resolutions Nos. 3/13/06/2023, 4/13/06/2023, and 5/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on the election of the Ballot-Counting Committee

Election of the Ballot-Counting Committee is conducted on the basis of § 21 of the Regulations of the General Meeting.

Resolution No. 6/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on approval of the Management Board's report on the operations of VIGO Photonics Spółka Akcyjna in the 2022 financial year

The Management Board's report is subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 393 Section 1 and Article 395 § 2 Section 1 of the Commercial Companies Code and § 15 Section 3 Item 1 of the Company's Articles of Association.

The report of the Management Board on the Company's operations in the 2022 fiscal year was passed by the Management Board on April 17, 2023.

On April 17, 2023, the Supervisory Board positively assessed the report in question, stating that it was prepared fairly and correctly, as well as in accordance with the books and documents and with the factual situation known to the Supervisory Board. The financial data presented by the Management Board is consistent with the data contained in the financial statements.

The Supervisory Board requested that it be approved by the Annual General Meeting.

Resolution No. 7/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on approval of the Management Board's report on the operations of the VIGO Photonics S. A. Group in the 2022 financial year

The Management Board's report on the operations of the VIGO Photonics S.A. Group is subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 393 Section 1 and Article 395 § 2 Section 1 of the Commercial Companies Code and § 15 Section 3 Item 1 of the Company's Articles of Association.

The report of the Management Board on the Group's operations in the 2022 fiscal year was passed by the Management Board on April 17, 2023.

On April 17, 2023, the Supervisory Board positively assessed the report in question, stating that it was prepared fairly and correctly, as well as in accordance with the books and documents and with the factual situation known to the Supervisory Board. The financial data presented by the Management Board is consistent with the data contained in the financial statements.

The Supervisory Board requested that it be approved by the Annual General Meeting.

Resolution No. 8/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on approval of the separate financial statements of VIGO Photonics Spółka Akcyjna for the 2022 financial year

The financial statements are subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 393 Section 1 and Article 395 § 2 Section 1 of the Commercial Companies Code and § 15 Section 3 Item 1 of the Company's Articles of Association.

The separate financial statements of VIGO Photonics S.A. for the 2022 financial year were passed by the Management Board on April 17, 2023, and signed by all Members of the Management Board as well as the Chief Accountant.

On April 17, 2023, the Supervisory Board, taking into account the independent auditor's report on the audit, positively assessed the report in question, stating that it was prepared fairly and correctly, as well as in accordance with the books and documents as well as with the factual situation known to the Supervisory Board. The financial data presented by the Management Board is consistent with the data contained in the financial statements.

The Supervisory Board requested that it be approved by the Annual General Meeting.

Resolution No. 9/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on approval of the consolidated financial statements of the VIGO Photonics S.A. Group for the 2022 financial year

The financial statements are subject to review and approval by the Company's General Meeting of Shareholders in accordance with Article 395 § 5 of the Commercial Companies Code and § 15 Section 3 Item 1 of the Company's Articles of Association.

The consolidated financial statements of VIGO Photonics S.A. Group for the 2022 financial year were passed by the Management Board on April 17, 2023, and signed by all Members of the Management Board as well as the Chief Accountant.

On April 17, 2023, the Supervisory Board, taking into account the independent auditor's report on the audit, positively assessed the report in question, stating that it was prepared fairly and correctly, as well as in accordance with the books and documents as well as with the factual situation known to the Supervisory Board. The financial data presented by the Management Board is consistent with the data contained in the financial statements.

The Supervisory Board requested that it be approved by the Annual General Meeting.

Resolution No. 10/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on the distribution of profit for the 2022 fiscal year and payment of dividends

Pursuant to Article 395 § 2 Section 2 of the Commercial Companies Code, the subject of the Annual General Meeting of Shareholders is the adoption of a resolution to distribute profit or cover loss.

In accordance with the dividend policy update, announced on June 16, 2021 in current report No. 12/2021, the Company does not expect to pay dividends during the Strategy period. Considering the prospects for the Company's future operations, the amount of profits to be earned in the future, the Company's financial situation, the rapid growth of the market and the significant investment needs (both for the development of new products and further automation of production as well as expansion of technological capabilities), the Management Board requests that no dividend be paid and that the entire profit for the 2022 fiscal year be allocated to the Company's reserve capital.

In June 2021, the Company's Management Board adopted a new strategy for the years 2021-2026. The strategy assumes that the Company's primary goal of multiplying its capital and increasing shareholder value through 2026 will be achieved by continuing to grow in the global photonics market, including supporting the development of the market segments in which the Company is active and expanding the Company's business into new areas.

The Management Board identifies a number of potential business opportunities available to the Company within the photonics market, the exploitation of which may allow it to realize its growth ambitions in the 2026 perspective.

The implementation of the VIGO 2026 Strategy is divided into two stages.

2021-2023 Perspective

In Phase I, covering 2021-2023, the Company intends to focus on:

- 1) Continuation of development projects initiated, including photonic integrated circuit technology, III-V material detectors, semiconductor material epitaxy, infrared source technology,
- 2) Development of the technological and technical base common to key pro-growth initiatives through investment in R&D and universal infrastructure,
- 3) Selecting the most promising growth initiatives, based, among other things, on the results of R&D projects and analysis of the market situation, followed by the preparation of an investment plan necessary for their implementation.

The company exceeded its revenue target in 2021, while in 2022, due to negative macroeconomic factors and below-planned order growth, the target was not achieved. In 2022, sales revenue reached PLN 68.6 million, compared to PLN 71.5 million in 2021. Subsidy-adjusted EBITDA

amounted to PLN 19.4 million, against PLN 29.1 million in 2021. EBIT was PLN 13.2 million (PLN 24.7 million in 2021). Meanwhile, deferred tax-adjusted net income amounted to PLN 12.1 million in 2022, compared to PLN 24.4 million earned in the previous year. In 2023, the Company expects to identify growth initiatives that will provide the Company with sustained, dynamic growth in the following years of the VIGO 2026 Strategy.

2024-2026 Perspective

In Phase II, the Company will focus on implementing and executing the most promising growth initiatives selected in Phase I of the Strategy. In addition, the Company intends to continue its expansion into new geographic and product markets, including by investing in the development of its own sales structures in key markets. The Company's ambition is to maintain a revenue growth rate of 20-30% per year and high profitability of its core operations, including gross margin on sales above 60% and EBITDA profitability above 40%.

In view of the above, the Management Board requests that no dividend be paid and that the entire profit for the 2022 fiscal year be allocated to the Company's reserve capital.

Resolution No. 11/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on approval of the report of the Company's Supervisory Board for the 2022 financial year

In accordance with Article 382 § 3 of the Commercial Companies Code, the specific duties of the Supervisory Board include:

- 1) evaluation of the reports referred to in Article 395 § 2 Section 1, in terms of their compliance with the books, documents and factual situation;
- 2) evaluating the Management Board's motions regarding the distribution of profit or coverage of loss;
- 3) preparing and submitting to the General Meeting an annual written report for the previous fiscal year (Supervisory Board report).

Resolutions Nos. 12/13/06/2023 and 13/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13, 2023 on granting a vote of acceptance to Members of the Management Board for the discharge of their duties in the financial year 2022

Pursuant to Article 393 Section 1 and Article 395 § 2 Section 3 of the Commercial Companies Code, the subject of the Annual General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board, having analysed and evaluated the financial statements and the reports on the Company's and the Group's operations, in a resolution dated May 12, 2023, requested the Company's General Meeting of Shareholders to grant a discharge to Mr. Adam Piotrowski, the President of the Management Board and Mr. Lukasz Piekarski, a Member of the Management Board, for the performance of their duties in 2022.

Resolutions Nos. 14/13/06/2023, 15/13/06/2023, 16/13/06/2023, 17/13/06/2023, 18/13/06/2023, 19/13/06/2023, and 20/13/06/2023 of the Annual General Meeting of VIGO Photonics Spółka Akcyjna with its registered office in Ożarów Mazowiecki dated June 13,

2023 on granting a vote of acceptance to Members of the Supervisory Board for the discharge of their duties in the financial year 2022

Pursuant to Article 393 Section 1 and Article 395 § 2 Section 3 of the Commercial Companies Code, the subject of the Annual General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of VIGO Photonics S.A. supervised the Company in all areas of its operations. Supervisory and control activities included, among other things: evaluation of the Company's financial statements and analysis of the Company's current and periodic results, as well as supervision of the Company's current and prospective operations. The Supervisory Board analysed current and periodic results, periodic information on the Company's current and prospective activities in the most important areas of the Company's operation. The Supervisory Board monitored the Management Board's activities regarding the Company's operations. The Supervisory Board carried out its tasks in accordance with applicable laws, the Company's Articles of Association and the Good Practices of Companies Listed on the WSE.

The Supervisory Board adopted the Report on the activities of the Supervisory Board in 2022, including, among other things, a brief assessment of the Company's situation, an assessment of the internal control system, the risk management system, reports on the activities of the Audit Committee.