

Notice to attend the Extraordinary General Meeting of VITROLIFE AB (publ)

The shareholders of Vitrolife AB (publ), corporate identity number 556354-3452 ("the Company"), are hereby invited to the Extraordinary General Meeting ("EGM") on October 20, 2021.

Structure of the meeting

The EGM will be held only by advance voting (postal voting). Shareholders may request, in the advance voting form, that a resolution in one or more of the matters on the proposed agenda below should be postponed to a so-called continued general meeting, which may not be conducted solely by advance voting meeting. Such a continued general meeting shall take place if the EGM so resolves or if the owners of at least one tenth of all shares in the Company so requests.

Registration

Shareholders who wish to attend the EGM must:

- be entered as a shareholder in the share register maintained by Euroclear Sweden AB on October 12, 2021 and
- notify their intention to attend by submitting their postal votes in accordance with the instructions under the heading "**Postal voting**" below.

Nominee-registered shares

Shareholders whose shares are nominee-registered must in order to be entitled to participate in the general meeting, in addition to giving notice by submitting a postal vote, also re-register their shares in their own name so that the shareholder is registered in the share register as of the record date, October 12, 2021. Such registration may be temporary (so-called voting rights registration) and is requested to the nominee in accordance with the nominee's routines in such time in advance that the nominee decides. Voting rights registrations that has been completed by the nominee no later than October 14, 2021 will be taken into account in the preparation of the share register as of the record date.

Postal voting

The shareholders will only be able to exercise their voting rights by postal voting in accordance with section 22 of the Act on temporary exemptions to facilitate the execution of general meetings in companies and other associations. Shareholders who are natural persons may submit their postal votes electronically by using the digital service offered by Euroclear Sweden AB at <https://anmalan.vpc.se/euroclearproxy>. The service requires the shareholder to identify himself with BankID.

Shareholders who do not have a BankID must instead use the postal voting form that Euroclear Sweden AB provides for download on its website, <https://anmalan.vpc.se/euroclearproxy>. Access to the form does not require login with BankID. The completed voting form should be sent to Euroclear Sweden AB:

- by post, Vitrolife AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm, alternatively

- via email, GeneralMeetingService@euroclear.com. This alternative shall be used by shareholders who are legal persons and their representatives. State "Extraordinary General Meeting Vitrolife AB" in the subject line.

The postal votes and thus also registration for the meeting must be received by Euroclear Sweden AB no later than October 19, 2021.

For questions about postal voting, or to have a postal voting form or proxy form sent by post, please contact Euroclear Sweden on telephone number +46 8-402 91 33 or at the address Vitrolife AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm.

Request for information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board considers that this can be done without significant harm to the Company, provide information on circumstances that may affect the assessment of a matter on the agenda.

Requests for such information must be submitted in writing to Vitrolife AB (publ), c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Mark the envelope "Extraordinary General Meeting".

Requests for information can also be submitted by email to GeneralMeetingService@euroclear.com. State "Vitrolife AB EGM " in the subject line.

Questions must be received by the Company, through Euroclear Sweden AB, no later than October 10, 2021.

Requested information will be made available on the Company's website no later than October 15, 2021.

The information will also be available at the Company's office, Gustaf Werners gata 2, 421 32 Västra Frölunda.

Agenda

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes together with the chairman.
6. Consideration of whether the meeting has been duly convened.
7. Resolution on the number of Board members.
8. Election of Board member and resolution on Board remuneration.
9. Resolution to issue new shares.
10. Closing of the meeting.

Chairman (item 2)

The Election Committee proposes Patrik Tigerschiöld, chairman of the Election Committee, as chairman of the meeting.

Preparation and approval of the voting list (item 3)

The voting list that is proposed to be approved is the voting list prepared by the Company, based on the share register for the EGM and the received postal votes, and has been verified and approved by the person verifying the minutes.

Election of one or two persons to verify the minutes together with the chairman (item 5)

Martin Lewin, representing Eccenovo AB (publ), or the person appointed by the Board of Directors in the event of his absence, is proposed as a person to verify the minutes from the EGM together with the Chairman.

Resolution on the number of Board members (item 7)

The Election Committee proposes that the Board should be extended with one Board member and consist of six Board members.

Decisions pursuant to items 7 and 8 are conditional on decisions pursuant to item 9 being registered with the Swedish Companies Registration Office.

Election of Board member and resolution on Board remuneration (item 8)

Remuneration to the Board members is proposed to be SEK 2,440,000, of which SEK 825,000 to the Chairman of the Board, SEK 275,000 to each of the other members of the Board, SEK 60,000 to the Chairman of the Audit Committee, SEK 60,000 to the Chairman of the Remuneration Committee and SEK 30,000 to the other members of these committees. The proposal entails an increase of SEK 275,000 due to the proposed increased number of Board members.

The Election Committee proposes election of Vesa Koskinen as a Board member. Vesa Koskinen was born in 1979 and joined EQT in 2004, where he is a Partner and member of the global healthcare sector team. Vesa Koskinen is currently a board member in Igenomix, kfzteile24, Touhula, Desotec and ELEVATE. Previous experience of board assignments in listed companies includes Terveystalo, Musti Group and Karo Pharma. EQT has been the largest owner in Igenomix and will become a shareholder in Vitrolife through the non-cash issue. The Election Committee assesses that Vesa Koskinen will provide the Board with knowledge in the strategy and finance area as well as experience from the work of the Board in Igenomix. Vesa Koskinen is independent in relation to the Company, Company management and the Company's major shareholders. Vesa Koskinen and his related parties do not own any shares or other financial instruments in Vitrolife.

Decisions pursuant to items 7 and 8 are conditional on decisions pursuant to item 9 being registered with the Swedish Companies Registration Office.

Resolution to issue new shares (item 9)

On July 8, 2021, the Company entered into an agreement with the shareholders (the "Sellers") of Mendel Holdco S.L. and New Genetics.S.L. according to which Vitrolife AB will acquire all shares in Mendel Holdco S.L. Mendel Holdco S.L. is the holding company that owns Igenomix S.L. Information about the transaction has been published in a press release on July 8, 2021.

The agreed purchase price for the shares in Mendel Holdco S.L. and New Genetics S.L. has been calculated to EUR 1,250,000,000 on a cash and debt free basis (see press release dated July 8). The purchase price will be paid partly through a new issue of 17,251,312 shares in the Company to the Sellers (calculated at a value of EUR 626,000,000 based on the agreed subscription price of SEK 368.92 per share and the EUR / SEK price at the time of the transaction) and partly through cash for the remaining amount.

The board of directors therefore proposes that the general meeting resolves to carry out a rights issue in respect of not more than 17,251,312 shares, entailing an increase in the share capital of not more than SEK 3,519,267.65. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Mendel Topco, S.à r.l., Endometrial Didi, S.L., David Jiménez Moreno, ADO AF 26.02.2004 ApS, Roland Daniel Diggelmann, Charme III, Yamanote Srl, Globe UK Nominees Limited, Charme III Nominee 1 Limited, Charme III Nominee 2 Limited, Matteo Cordero di Montezemolo and HC3BI Srl.
2. A subscription price of SEK 368.92 shall be paid for each share subscribed for. Payment shall be made by way of contribution of non-cash consideration in accordance with the Board's report.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription for the newly-issued shares shall take place within three weeks of the date of the board of directors' announcement that all required approvals have been obtained, however not later than 8 April 2022.
5. The board of directors shall be entitled to extend the subscription period and the time for payment.
6. Payment for the issued shares shall be made by way of contribution of a total of 2 613 543 shares in Mendel Holdco, S.L, and 300 000 shares in New Genetics, S.L. The non-cash consideration is estimated, to the extent corresponding to the newly issued shares in the company, to be valued at EUR 626,000,000 (SEK 6,364,354,023.04) in the Company's balance sheet and the non-cash consideration in total is estimated will be valued at EUR 1,250,000,000 (SEK 12,708,374,646.65) in the Company's balance sheet (on a cash and debt free basis).
7. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.

8. The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

A valid resolution requires that the resolution is supported by shareholders with at least half of both the votes cast and the shares represented at the EGM.

Documents according to chapter 13, Sections 6-8 of the Swedish Companies Act have been drawn up and are kept available at the Company.

Other information

Complete proposals and other documents in accordance with the Swedish Companies Act are available at the Company's office at Gustaf Werners gata 2, Västra Frölunda and on the Company's website, www.vitrolife.com, no later than three weeks prior to the EGM. The documents will be sent to shareholders upon request provided that shareholders state their address.

At the time of the issue of this notice the total number of shares and votes in the Company amounts to 118,195,878.

Shareholders have the right to ask questions at the EGM about the items and proposals which will be dealt with at the EGM. The forms for such a request for information are set out in the section " Request for information " in the introductory section of the notice.

Processing of personal data

For information on how personal data is processed, please visit

www.vitrolife.com/customer-service/privacy-policy and

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

September 2021
Gothenburg, Sweden
VITROLIFE AB (publ)
The Board of Directors