

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

The shareholders of Vitrolife AB (publ) are hereby invited to the Annual General Meeting of the shareholders on Monday April 27, 2009 at 5 pm on the company's premises in Gothenburg, Gustaf Werners gata 2, Gothenburg, Sweden.

Registration

Shareholders who wish to attend the Annual General Meeting must

- be entered in the register of shareholders maintained by Euroclear Sweden AB (formerly the Swedish Securities Register Centre) on Tuesday April 21, 2009 and

- notify the company no later than Tuesday April 21, 2009. This can be done through Anita Ahlqvist, either in writing to Vitrolife AB (publ), Box 9080, 400 92 Gothenburg, Sweden, by telephone (+46 31 721 80 83), by fax (+46 31 721 80 90) or by e-mail to aahlqvist@vitrolife.com, on which occasion the number of advisors also wishing to attend must be stated.

When registering, shareholders should give their name, personal identity number or corporate identity number, address, telephone number and shareholding. For shareholders who are represented by another party, a proxy should be sent together with the registration. A proxy form is available at www.vitrolife.com. Any party representing a legal entity must produce a copy of the certificate of incorporation or equivalent authorization documents showing the authorized signatory for the company.

In order to be entitled to attend the Annual General Meeting, shareholders whose shares are registered through a bank, a private securities broker or some other nominee must temporarily re-register their shares in their own name with Euroclear Sweden AB. Such re-registration must have been completed by Tuesday April 21, 2009 at the latest. Accordingly, shareholders should request in good time before this date that the nominee attends to this re-registration.

Agenda

1. Opening of the meeting.
2. Election of the Chairman for the meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Consideration of whether the meeting has been duly convened.
7. Address given by the CEO.
8. Presentation of the Annual Report and the Auditor's Report as well as the Annual Report and the Auditor's Report for the Group.
9. Resolutions
 - a) on the adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet,
 - b) on the treatment of the company's unappropriated earnings in accordance with the adopted balance sheet and a resolution on the record day, should the meeting approve a dividend,
 - c) on the discharge from liability of the Board of Directors and the CEO.
10. Report from the election committee on its work.
11. Resolution on the number of members of the Board.
12. Resolution on fees to be paid to the members of the Board and the auditor.
13. Election of members of the Board and the Chairman of the Board.
14. Resolution on the election committee for the next Annual General Meeting.
15. Resolutions on
 - a) a decrease in the share capital through cancellation of bought back shares,
 - b) an increase in the share capital through a bonus issue of shares.
16. Resolution to authorize the Board to take a decision on a new share issue.
17. Resolution to authorize the Board to take a decision on the acquisition and transfer of the company's own shares.
18. Resolution on guidelines for remuneration of the senior management.
19. Closing of the meeting.

Chairman (item 2)

The election committee proposes Patrik Tigerschiöld as Chairman of the meeting.

Dividend (item 9 b)

The Board of Directors proposes a dividend of SEK 0.40 per share and Thursday April 30, 2009 as the record day for dividend, which means that the last day for trading of shares including dividend is Monday April 27, 2009. It is expected that the dividend will be received by shareholders on Wednesday May 6, 2009.

Resolution on the number and election of members of the Board, as well as fees for the members of the Board and the auditor (items 11, 12 and 13)

The company's election committee proposes that the members of the Board shall be six in number and that the Board shall consist of the following members: Patrik Tigerschiöld (re-election), Madeleine Olsson-Eriksson (re-election), Semmy Rulf (re-election), Fredrik Mattsson (re-election), Maris Hartmanis (re-election) and Tord Lendau (re-election). It is proposed that Patrik Tigerschiöld be re-elected as Chairman of the Board. It is proposed that Board fees of SEK 700,000 (700,000) in total be paid, with SEK 200,000 (200,000) to the Chairman of the Board and SEK 100,000 (100,000) to each of the other members of the Board.

The election committee proposes that for the period up until the end of the next Annual General Meeting the auditor's fees be paid in accordance with reasonable invoicing. Öhrlings PricewaterhouseCoopers, with the authorized public accountant Birgitta Granquist as mainly responsible, was elected at the Annual General Meeting in 2007 for a period of four years.

Resolution on the election committee for the next Annual General Meeting (item 14)

The election committee proposes that the meeting approves that a new election committee be appointed for the 2010 Annual General Meeting by the Chairman of the Board – at the latest by the end of the third quarter of 2009 – contacting the three largest registered or otherwise known shareholders and asking them to appoint one member of the election committee each. If one of the three shareholders refrains from appointing a member of the election committee, the next shareholder in percentage terms is contacted so that they can appoint a member of the election committee. The term of office shall run until a new election committee has taken over.

The composition of the election committee shall be published no later than six months before the company's Annual General Meeting.

The responsibility of the election committee regarding the 2010 Annual General Meeting includes proposing (i) a Chairman for the meeting, (ii) the number of members of the Board, (iii) fees to be paid to the members of the Board and the auditor, (iv) election of members of the Board and the Chairman of the Board and, where appropriate, an auditor and (v) the process for appointment of a new election committee.

Resolutions on a) a decrease in the share capital through cancellation of bought back shares and b) an increase in the share capital through a bonus issue of shares (item 15)

The Board of Directors proposes that the meeting approves a decrease of SEK 247,300 in the company's share capital through cancellation of 247,300 shares. The shares that it is proposed to cancel have been bought back by the company in accordance with the authorization of the General Meeting of the shareholders. Furthermore, the Board proposes that the sum of the decrease be allocated to a fund, to be used to buy back the company's own shares.

The Board of Directors proposes, provided that the meeting adopts the proposal of the Board as specified in item 15 a), that the meeting approves an increase in the company's share capital of SEK 391,057.14 by means of a transfer from non-restricted equity to the share capital (bonus issue). The increase in the share capital is to be done without issuing any new shares, which gives a new quota value per share of SEK 1.02. The purpose of the bonus issue is that if the company transfers a sum that is at least equivalent to the sum by which the share capital decreases in accordance with the proposal of the Board of Directors as specified in item 15 a), the approved decrease can be done without seeking the permission of the Swedish Companies Registration Office or, in contentious cases, a Court of Law.

For a resolution in accordance with the Board's proposals as specified in item 15 a), it is necessary that the decision of the meeting is supported by shareholders representing at least two thirds of both the votes cast and of the shares represented at the meeting.

Resolution to authorize the Board to take a decision on a new share issue (item 16)

The Board proposes that the Annual General Meeting authorizes the Board, for the time up until the next Annual General Meeting and on one or more occasions, to take a decision on the issue of a maximum of 1,950,000 shares. The issue may or may not deviate from the shareholders' pre-emptive rights and may be through payment in cash, a non-cash issue, through offsetting or may otherwise be subscribed for in accordance with chapter 13 § 5, paragraph one, item 6, of the Swedish Companies Act. The purpose of the authorization is for the company to be able to issue shares to enable payment of the purchase sum in the event of the acquisition of a company or business.

If the authorization is made use of in its entirety, this will correspond to a dilution of approximately 10 percent of the shares and votes in the company, based on the number of shares in the company after the cancellation of the shares bought back in accordance with the proposal of the Board as specified in item 15 a).

For a resolution in accordance with the Board's proposal, it is necessary that the decision of the meeting is supported by shareholders representing at least two thirds of both the votes cast and of the shares represented at the meeting.

Resolution to authorize the Board to take a decision on the acquisition and transfer of the company's own shares (item 17)

The Board proposes that the Annual General Meeting authorizes the Board, up until the next Annual General Meeting and on one or more occasions, to take a decision to acquire at the most so many shares that the company's shareholding at any given time does not exceed 10 percent of all the shares in the company, and to transfer the number of the company's own shares that the company holds at any given time, with a deviation from the shareholders' pre-emptive rights. The purpose of the authorization is for the company to be able to buy shares so as to adapt the capital structure of the company to the capital requirements at any given time and to be able to transfer shares in connection with the acquisition of a company or business.

For a resolution in accordance with the Board's proposal, it is necessary that the decision of the meeting is supported by shareholders representing at least two thirds of both the votes cast and of the shares represented at the meeting.

Resolution on guidelines for remuneration of the senior management (item 18)

Remuneration of the CEO and other members of the senior management is constituted by a basic salary, variable remuneration and pension. The senior management team at present consists of nine people, three women and six men.

The division between basic salary and variable salary is to be in proportion to the responsibility and authority of the senior executive. The variable salary of the CEO has a ceiling of six monthly salaries. For other members of the senior management the variable salary has a ceiling of one-three monthly salaries. The variable salary of the CEO and the other members of the senior management is based on the outcome of various parameters compared to predetermined objectives. The parameters are linked to the company's sales, results and individually set objectives. Remuneration levels are to be in line with going rates on the market. Each year the Board is to evaluate whether some form a share-related incentives program is to be proposed to the Annual General Meeting.

Miscellaneous

The accounts and the auditor's report as well as the complete proposals in accordance with items 9b), 15, 16, 17 and 18, as well as the auditor's statement in accordance with 8 chap. 54 § of the Swedish Companies Act and the election committee's explanatory statement regarding the proposal for the Board, will be available at the company and on the company website, www.vitrolife.com, at the latest two weeks before the Annual General Meeting. The documents will be sent to the shareholders who so request and state their address.

The total number of shares and votes in the company at the time of the issue of this notice amounts to 19,800,157. Of these shares, 247,300 are at present the company's own bought back shares which cannot be represented at the meeting (as can be seen in item 15 a) it is proposed that these bought back shares be cancelled).

March 2009
Gothenburg, Sweden
VITROLIFE AB (publ)
The Board



Vitrolife is required under the Swedish Securities Market Act to publish the information in this press release. The information was submitted for publication on 27 March 2009 at 8:30 am CET.

This is a translation of the Swedish version of the notice. When in doubt, the Swedish wording prevails.