

**The Board's proposal to the Annual General Meeting of Vitrolife AB (publ) on April 28, 2021 concerning authorization of the Board to make a decision on a new share issue (agenda item 15)**

The Board proposes that the Annual General Meeting authorizes the Board, for a period of time up until the next Annual General Meeting and on one or more occasions, to make a decision to issue new shares, thus increasing the Company's share capital by no more than SEK 2,213,400 corresponds to no more than 10,850,000 shares. The issue may deviate from the shareholders' preferential rights and may be carried out through a cash payment, a non-cash issue, through offsetting or in accordance with chapter 2, section 5, items 1-3 and 5 of the Swedish Companies Act.

The issue price shall be set as close to the market value of the Company's share as possible. The Board shall be entitled to decide on the other terms and conditions for new share issues in accordance with this authorization and who shall be entitled to subscribe for the new shares. The reason for the Board being able to make a decision on a new share issue deviating from shareholders' preferential rights and/or against cash payment, via non-cash issue, through an offset or otherwise on terms specified above is that the Company shall be able to issue shares in connection with the acquisition of companies or businesses and be able to carry out private placements with a view to procuring capital for the Company.

Furthermore, the Board proposes that the Board or a person appointed by the Board shall be authorized by the Annual General Meeting to make any small changes to the resolution of the Annual General Meeting that may prove necessary when registering at the Swedish Companies Registration Office and at Euroclear Sweden AB.

If the authorization is fully utilized, this will correspond to dilution of just under 10 percent of the shares and votes in the Company.

The resolution in line with the Board's proposal is only valid if at least two thirds of both the votes cast and the votes represented at the Annual General Meeting have been given in favour of the proposal.

March 2021  
Gothenburg

Vitrolife AB (publ)

*The Board of Directors*