

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 attend the Extraordinary General Meeting of shareholders on Monday September 24, 2012 at 3 p.m. at the Company's premises at Gustaf Werners gata 2 in Göteborg, Sweden.

Registration

Shareholders who wish to attend the Extraordinary General Meeting (EGM) must:

- be entered in the register of shareholders maintained by Euroclear Sweden AB (formerly VPC AB) on Tuesday September 18, 2012 and
- notify their attendance so that the Company is in receipt thereof no later than 12 o'clock noon on Tuesday September 18, 2012. Notification of attendance shall be sent to Anita Ahlqvist, either in writing to Vitrolife AB (publ), Box 9080, SE-400 92 Gothenburg, Sweden, by telephone +46 31 721 80 83, by fax +46 31 721 80 99 or by e-mail to aahlqvist@vitrolife.com.

When notifying, shareholders should state their name, personal identity number or corporate identity number (or the equivalent), address, telephone number, shareholding, details of any advisors and where appropriate details of a representative or proxy. For shareholders who are represented by another party, a proxy signed and dated by the shareholder should be sent together with the notification. A proxy form is available at www.vitrolife.com. Any party representing a legal entity must produce a witnessed 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 EGM, 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 in the share register maintained by Euroclear Sweden AB. In order for such re-registration to be entered in the register of shareholders on Tuesday September 18, 2012, shareholders should well in advance before this date instruct their nominees to effect such re-registration.

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.
6. Consideration of whether the meeting has been duly convened.
7. Resolution on the distribution of dividends in the form of all shares in the company's subsidiary Xvivo Perfusion AB.
8. Resolution on new issue of shares with deviation from the shareholders' pre-emption rights
9. Closing of the meeting.

Resolution on distribution of shares in Xvivo Perfusion AB (item 7)

The board of directors proposes that the general meeting resolves to distribute all of the Company's shares in its subsidiary Xvivo Perfusion AB as dividends to the shareholders on the principal terms and conditions set out below:

- One (1) share in Vitrolife AB (publ) entitles to one (1) share in Xvivo Perfusion AB as dividend. The booked value of Xvivo Perfusion AB in the Company at the time

of the EGM is SEK 118 757, which corresponds to an amount per share of less than SEK 0.01.

- Records date shall be 1 October 2012. If the general meeting resolves in accordance with the proposal, it is estimated that distributed shares in Xvivo Perfusion AB will be available in each shareholder's account through the assistance of Euroclear Sweden AB in approximately three business days following the record date.
- Save for the distribution of dividends resolved upon at the annual general meeting, the board of directors has since the annual general meeting resolved to make a shareholder's contribution from Vitrolife AB to Xvivo Perfusion AB in the amount of 65.4 MSEK in order to settle group internal claims and debts between Vitrolife AB and Xvivo Perfusion AB and to finance Xvivo Perfusion AB's acquisition of shares in Xvivo Perfusion Inc from Vitrolife AB. It has also been resolved to make a shareholder's contribution in the amount of 16.6 MSEK from Vitrolife Inc to Xvivo Perfusion Inc in order to finance the acquisition of transplant assets from Vitrolife Inc to Xvivo Perfusion Inc. In addition thereto, no resolutions on value transfers from the company have been made nor have any changes in the company's restricted capital occurred since the accounts date. The booked value of Xvivo Perfusion AB after the shareholder contribution is estimated to SEK 65 518 757, which corresponds to an amount per share of ca SEK 3.35. Therefore, out of the amount available to the general meeting according to Chapter 17 Section 3 in the Swedish Companies Act, there remains SEK 113 799 910.

Resolution on new issue (item 8)

The board of directors proposes that the general meeting resolves on a new issue of shares on the principal terms and conditions set out below:

- The board of directors of the Company, or a person appointed by the board of directors from among its members, is authorized to determine, prior to the commencement of the subscription period, the amount by which the Company's share capital shall be increased, the number of shares which shall be issued and the amount to be paid for each new share.
- The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong to the persons, and with the allocation, as stated below:

Person / Person	Fördelning / Percentage
Dr. Csaba Pribenszky	28 %
Miklós László Molnár	27 %
Dr. Gábor Vajta	4 %
STCOM Szervező és Tanácsadó Kft.	30 %
Eszter Ács	1 %
Levente Ficsór	1 %
Attila Biletzky	1 %
Gábor Juhász	7 %
Total/Total	100 %

- The reason for the deviation from the shareholders pre-emption rights is to enable the Company to use new shares in the Company as part payment for its purchase of Cryo Management Ltd. The value of the new issue of shares is EUR 1 352 315. The board of directors estimates that the maximum dilution will be ca 2 percent.

- Subscription shall be made on a subscription list not earlier than 25 October 2012 and not later than 26 October 2012. The board of directors shall have the right to extend the subscription period.
- The new shares are issued at subscription price per share equal to the average closing share price on the fifteen trading days immediately after the date the Company's share is traded without Xvivo Perfusion AB and based on the average EUR/SEK currency exchange rate on these trading days.
- Payment for new shares shall be made not later than 26 October 2012 through set-off of claims against the company in connection with subscription. The board of directors shall have the right to extend the payment period.

A resolution in accordance with the proposal of the board of directors is valid only if supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the meeting.

Miscellaneous

The proxy form, the accounts and the auditor's report, and the complete proposals in accordance with items 7 and 8, will be available (in Swedish) at the premises of the Company and on the Company website, www.vitrolife.com/sv/corporate, at the latest three weeks before the EGM. The documents will be sent to shareholders upon request provided that shareholders state their address. The documents will also be available at the Extraordinary General Meeting.

At the time of the issue of this notice the total number of shares and votes in the Company amounts to 19,562,769, all of the same class. The Company does not hold any treasury shares.

Shareholders have the right to ask questions at the EGM about the Company, the Company's financial position and about the items and proposals which will be dealt with at the EGM.

August 2012
Gothenburg, Sweden

VITROLIFE AB (publ)
The Board of Directors



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