

Minutes

**from the Annual General Meeting of Vitrolife AB (publ)
company registration number 556354-3452
5 May 2026 at 17.00-17.50 in Gothenburg.**

§ 1 Opening of the Annual General Meeting

Patrik Tigerschiöld, who had been appointed by the Board to open the Annual General Meeting, welcomed the shareholders and thereafter declared the Annual General Meeting open.

§ 2 Election of Chairman of the Annual General Meeting

The meeting resolved, in accordance with the Nomination Committee's proposal, to elect Patrik Tigerschiöld as Chairman of the Annual General Meeting.

It was noted that the General Counsel, Jakob Hedén, had been asked to keep the minutes of the Annual General Meeting.

It was further noted that the Board had resolved that shareholders would also be able to exercise their voting rights at the Annual General Meeting by postal voting in advance in accordance with the provisions of the Articles of Association.

The meeting resolved that employees of the Company and other guests were welcome to attend the Annual General Meeting, but without the right to address the meeting or participate in the meeting's resolutions.

§ 3 Preparation and approval of the voting list

The meeting resolved that the list set forth in [Appendix 1](#), which on behalf of the Company had been prepared by Euroclear Sweden AB, of shareholders notified for and participating at the Annual General Meeting, including shareholders who had cast postal votes, should serve as the voting list at the Annual General Meeting.

§ 4 Approval of the agenda

It was noted that the agenda proposed by the Board, [Appendix 2](#), had been included in the notice convening the Annual General Meeting.

The meeting resolved to approve the agenda.

It was noted that the complete proposals of the Board and the Nomination Committee, the Annual Report and the Auditor's Report as well as the consolidated accounts and the Group Auditor's Report for the financial year 2025, the Board's remuneration report, as well as other documents for the Annual General Meeting, had been made available in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code. The documents were declared presented at the meeting.

§ 5 Election of one or two persons to verify the minutes

The meeting elected Martin Lewin, representing Eccenovio, to check and verify the minutes together with the Chairman.

§ 6 Determination of whether the Annual General Meeting has been duly convened

The Chairman noted that notice convening the Annual General Meeting had been given in accordance with the Swedish Companies Act and the provisions of the Articles of Association.

The meeting approved the notice procedure and declared the Annual General Meeting duly convened.

§ 7 Presentation by the Chief Executive Officer

The Company's Chief Executive Officer Bronwyn Brophy O'Connor reported on the Company's operations during the past financial year and the first quarter of 2026.

The shareholders were then given the opportunity to ask questions.

§ 8 Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Accounts and the Group Auditor's Report

The Chairman noted that the Annual Report and the Auditor's Report as well as the Consolidated Accounts and the Group Auditor's Report for the financial year 2025 had been presented.

The Company's Auditor in charge, Anneli Pihl, Deloitte AB, commented on the audit work and reported on the conclusions in the Auditor's Report.

§ 9 (a) Adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet

The meeting resolved to adopt the Income Statement for 2025 and the Balance Sheet as of 31 December 2025 for the parent company and the group.

(b) Resolution on disposition of the Company's profits in accordance with the adopted Balance Sheet and determination of the record date for dividend

The meeting resolved, in accordance with the Board's proposal, that the earnings at the disposal of the Annual General Meeting should be distributed through a dividend of SEK 1.10 per share, that Thursday, 7 May 2026 shall be the record date for the dividend, and that the remaining earnings shall be carried forward.

It was noted that the estimated payment date for the dividend is Tuesday, 12 May 2026.

(c) Resolution on discharge from liability for the Board members and the Chief Executive Officer

The meeting resolved to discharge the Board members and the Chief Executive Officer from liability for the management of the Company's business during the financial year 2025.

It was noted that all shareholders participating in the resolution voted in favour of the resolution with the

exception of those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that neither the Board members nor the Chief Executive Officer participated in the resolution as regards themselves.

§ 10 Presentation and resolution on approval of the Board's remuneration report

The Chairman noted that the Board's remuneration report for 2025 had been presented at the Annual General Meeting.

The meeting resolved to approve the Board's remuneration report, [Appendix 3](#).

§ 11 Report on the work of the Nomination Committee and its proposals

The Chairman, who is also the Chairman of the Nomination Committee, reported on the work of the Nomination Committee and presented the Nomination Committee's proposals.

§ 12 Determination of the number of Board members and the number of Auditors and any Deputy Auditors

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Board, for the period until the end of the next Annual General Meeting, shall consist of six Board members.

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Company shall have a registered accounting firm as Auditor.

§ 13 Determination of remuneration to the Board members and the Auditor

The meeting resolved, in accordance with the Nomination Committee's proposal, that remuneration to the Board members for the period until the next Annual General Meeting shall amount to SEK 1,350,000 to the Chairman of the Board, SEK 450,000 to each of the other Board members, SEK 160,000 to the Chairman and SEK 80,000 to each of the other members of the Audit Committee, and SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Remuneration Committee.

The meeting resolved, in accordance with the Nomination Committee's proposal, that remuneration to the Auditor shall be paid in accordance with approved invoices.

§ 14 Election of Board members and the Chairman of the Board as well as Auditor and any Deputy Auditors

The Chairman provided information to the meeting regarding the assignments held by the proposed Board members in other companies.

The meeting resolved, in accordance with the Nomination Committee's proposal, for the period until the end of the next Annual General Meeting, to re-elect the Board members Henrik Blomquist, Karen Lykke Sørensen, Pia Marions and Jón Sigurdsson and to elect Nicklas Hansen and David T. Hansen as new Board members.

The meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect Jón Sigurdsson as Chairman of the Board.

The meeting resolved, in accordance with the Nomination Committee's proposal and the Audit Committee's recommendation, to re-elect the registered accounting firm Deloitte AB as Auditor for the period until the end of the next Annual General Meeting. It was noted that the authorised public

accountant Anneli Pihl will continue as Auditor in charge.

§ 15 Approval of the procedure of the Nomination Committee

The meeting resolved, in accordance with the Nomination Committee's proposal, to approve the instruction for the Nomination Committee, [Appendix 4](#).

§ 16 Resolution on a long-term share incentive plan for 2026

(a) Adoption of the plan

The meeting resolved, in accordance with the Board's proposal, to adopt a long-term share incentive plan for key employees within the Vitrolife group, [Appendix 5](#).

(b) Issue of warrants and transfer of warrants to the participants or to a third party

The meeting resolved, in accordance with the Board's proposal, on the issue and transfer of warrants to the participants or to a third party, [Appendix 6](#).

It was noted that all shareholders participating in the resolution voted in favour of the resolution, with the exception for those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was adopted by the requisite majority.

§ 17 Resolution on authorisation for the Board to resolve to issue shares

The meeting resolved, in accordance with the Board's proposal, to authorise the Board to resolve on a new issue of shares, [Appendix 7](#).

It was noted that all shareholders participating in the resolution voted in favour of the resolution, with the exception of those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was adopted by the requisite majority.

§ 18 Resolution on authorisation for the Board to resolve on acquisitions of own shares

The meeting resolved, in accordance with the Board's proposal, to authorise the Board to resolve on acquisitions of own shares, [Appendix 8](#).

It was noted that all shareholders participating in the resolution voted in favour of the resolution, with the exception of those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was adopted by the requisite majority.

§ 19 Resolution on amendments to the Articles of Association

The meeting resolved, in accordance with the Board's proposal, to amend the Articles of Association, [Appendix 9](#).

The complete Articles of Association are set forth in [Appendix 10](#).

It was noted that all shareholders participating in the resolution voted in favour of the resolution, with the exception of those shareholders who had notified in advance, or cast postal votes, against or abstained from voting, and that the resolution thus was adopted by the requisite majority.

§ 20 Closing of the Annual General Meeting

The Chairman declared the Annual General Meeting closed.

At the minutes

Approved by

Jakob Hedén

Patrik Tigerschiöld

Martin Lewin