

**Item 17: Resolution on authorisation for the Board to resolve to issue shares**

The Board proposes that the Annual General Meeting resolves to authorise the Board to, on one or more occasions during the period up until the next Annual General Meeting, resolve upon the issue of new shares with or without deviation from the shareholders' preferential rights. New issues of shares shall be made under market conditions, taking into account any discount on market terms. Payment may be made in cash, in kind or through set-off. New share issues resolved by the Board using the authorisation shall, in aggregate, represent no more than 10 per cent of the total number of shares in Vitrolife at the time when the Board exercises the authorisation for the first time. The purpose of the authorisation, as well as the reason for any deviation from the shareholders' preferential rights, is to increase the company's financial flexibility, use the shares as purchase consideration (including additional purchase consideration) in connection with the acquisitions or financing of companies or businesses, or to bring in new shareholders of strategic importance to the company.