

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 to acquire the Company's own shares (agenda item 16)

Purpose

In order to be able to purchase shares so as to adapt the Company's capital structure to the Company's capital requirements from time to time and to secure the Company's obligations of incentive programs resolved by the Annual General Meeting, the Board proposes that the Annual General Meeting of April 28, 2021, authorizes the Board, for a period up until the next Annual General Meeting, to make a decision to acquire the Company's own shares in accordance with what is stated below.

Authorization to make a decision to acquire the Company's own shares

The Board is authorized, for a period up until the next Annual General Meeting, to make a decision to acquire shares in the Company as follows:

1. The Company may only acquire shares so that after each acquisition the Company holds no more than 10 percent of all the shares in the Company.
2. The Company may only acquire shares traded on Nasdaq Stockholm (the "Stock Exchange").
3. Shares may only be acquired through the Stock Exchange at a price per share that is within the price interval current at the time.
4. The shares shall be paid for in cash.
5. Shares may be acquired on one or more occasions.

The resolution 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

Statement of the Board of Directors pursuant to Chapter 19 Section 22 of the Swedish Companies Act regarding the proposed authorization for acquisition of the Company's own shares

On the basis of what is stated in the Board's reasoned statement regarding the proposed dividend, agenda item 9 b), the Board finds – provided that the Annual General Meeting does not adopt a resolution on dividend over and above what has been proposed by the Board in the above-mentioned appendix – that the proposed acquisition of the Company's own shares is justifiable taking into account the parameters stated in chapter 17 section 3, paragraphs two and three of the Swedish Companies Act (that is the demands that the nature, scope and risks of the business place on the Company's and the Group's equity, and also the Company's and the Group's consolidation needs, liquidity and general financial position).

In addition to this, the Board recognizes that – before the proposed authorization is utilized by the Board – it is obliged, pursuant to chapter 19 section 29 of the Swedish Companies Act, to draw up a new reasoned statement regarding whether the acquisition of the Company's own shares at the time is justifiable taking into account the parameters stated in chapter 17 section 3, paragraphs two and three of the Swedish Companies Act given the prevailing conditions.

March 2021
Gothenburg

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