

MINUTES

**of the Annual General Meeting of Vitrolife AB (publ),
corporate identity number 556354–3452,
held on 27 April 2023 in Göteborg**

§ 1

The meeting was opened by Patrik Tigerschiöld.

§ 2

Resolution adopted to elect Patrik Tigerschiöld as chairman of the meeting.

The lawyer Olof Thorsell was elected as secretary to record the minutes of the meeting.

§ 3

Resolution adopted to approve the voting list, Appendix 1.

§ 4

Resolution adopted to approve the agenda as proposed in the notice of the meeting, Appendix 2.

§ 5

Resolution adopted that Martin Lewin, representing Eccenovo AB (publ), and the chairman shall verify these minutes.

§ 6

Meeting was informed that the notice of the meeting had been published in the Swedish Official Gazette (Post- och Inrikes Tidningar) on 24 March 2023. It was announced in Dagens Industri on the same day that the notice of the meeting had been published. The notice of the meeting was also published in a press release submitted on 22 March 2023 and has been available on the Company's website since then.

Resolution adopted that the meeting had been duly convened.

§ 7

The CEO of the Company made a presentation, after which shareholders were given the opportunity to ask questions in connection with the presentation.

§ 8

The annual accounts and the audit report for 2022 as well as the consolidated accounts and the audit report for the Group were presented, [Appendix 3](#). Furthermore, the auditors' statement regarding the Company's compliance with the guidelines for remuneration to the executive management in effect since the previous Annual General Meeting was presented, [Appendix 4](#).

It was noted that documents concerning the accounts and the audit report had been made available to shareholders at the Company three weeks before the Annual General Meeting and on the Company's website since 2 February 2023. Furthermore, the printed version of the annual report has been sent to all shareholders who have stated that they wished to receive the annual report. The annual report was also made available at the Annual General Meeting.

The authorised public accountant Harald Jagner from Deloitte AB presented the audit report and the auditors' statement regarding the Company's compliance with the guidelines for remuneration to the executive management in effect since the previous Annual General Meeting, after which shareholders were given the opportunity to ask questions in connection with the presentation.

§ 9 a)

The meeting passed a resolution to adopt the income statements and balance sheets included in the annual accounts and consolidated annual accounts.

§ 9 b)

Consideration was given to the question of allocation of Company profits at the disposal of the meeting. The Board's proposal concerning dividend and its reasoned statement in this connection were presented, [Appendix 5](#).

The Board's proposal was that profits at the disposal of the Annual General Meeting, SEK 14,568,144,768, should be allocated as follows:

A dividend of SEK 0.85 per share be paid to the shareholders	115,130,112
To be carried forward	14,453,014,656
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Total	14,568,144,768

Furthermore, the Board proposed 2 May 2023 as the record date for dividend.

The Annual General Meeting passed a resolution to adopt the Board's proposal concerning dividend and record date for dividend.

§ 9 c)

The Annual General Meeting adopted a resolution discharging the members of the Board and the CEO from liability vis-à-vis the Company for the period of time to which the annual accounts apply.

It was noted that the members of the Board and the CEO did not take part in the adopting of this resolution.

§ 10

Patrik Tigerschiöld presented the work of the Election Committee and its proposals to the Annual General Meeting.

§ 11

A resolution was adopted in accordance with the proposal of the Election Committee that the Board shall consist of six members for the period up until the next Annual General Meeting.

§ 12

A resolution was adopted in accordance with the proposal of the Election Committee that remuneration totalling SEK 3,600,000 shall be paid to the Board: SEK 1,200,000 to the Chairman of the Board, SEK 400,000 to each of the other members of the Board, SEK 100,000 to the chairman of the Audit Committee, SEK 100,000 to the chairman of the Remuneration Committee and SEK 50,000 kronor to each of the other members of these committees.

§ 13

A resolution was adopted in accordance with the proposal of the Election Committee to re-elect Henrik Blomquist, Lars Holmqvist, Vesa Koskinen, Karen Lykke Sørensen, Pia Marions and Jón Sigurdsson as members of the Board for a period of time up until the end of the next Annual General Meeting.

The meeting elected Henrik Blomquist as Chairman of the Board.

It was noted that the Annual General Meeting of 2020 elected Deloitte AB, with Harald Jagner as lead auditor, as the Company's auditor for three years and, furthermore, that fees to the auditors will be paid during the mandate period in accordance with invoices approved by the Audit Committee.

§ 14

It was resolved to amend the Articles of Association in accordance with Appendix 6.

§ 15

A resolution was adopted, in accordance with the proposal of the Election Committee as presented in Appendix 7, to establish an Election Committee ahead of the 2024 Annual General Meeting.

§ 16

A resolution was adopted, in accordance with the proposal of the Board in accordance with Appendix 8, to authorise 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 no more than 13,544,719 new shares.

It was noted that the resolution was supported by shareholders with at least 2/3 of both the votes cast and the votes represented at the Annual General Meeting.

§ 17

A resolution was adopted, in accordance with the proposal of the Board as presented in Appendix 9, to authorise 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 acquire shares in the Company so that after each acquisition the Company holds no more than 10 percent of all the shares in the Company. The Company may only acquire shares traded on Nasdaq Stockholm at a price per share that is within the quoted price interval for shares at any given time.

The purpose of the authorization is to allow the Company to buy shares 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.

It was noted that the resolution was supported by shareholders with at least 2/3 of both the votes cast and the votes represented at the Annual General Meeting.

§ 18

A resolution was adopted to approve the Board's remuneration report for 2022, Appendix 10.

It was noted that the resolution was supported by shareholders with more than 1/2 of the votes cast.

It was noted that the Annual General Meeting of 2021 established the guidelines for remuneration to the executive management to apply until the Annual General Meeting 2025, unless a General Meeting decides otherwise.

§ 19

It was decided to approve the Board's proposal in accordance with Appendix 11, items A.1 to A.5.

It was noted that the resolution was supported by shareholders with more than 1/2 of the votes cast.

It was decided to approve the Board's proposal in accordance with Appendix 10, item B.

It was noted that the resolution was supported by shareholders with more than 1/2 of the votes cast.

It was decided to approve the Board's proposal in accordance with Appendix 10, items C.1 to C.3.

It was noted that the resolution was supported by shareholders with at least 9/10 of both the votes cast and the shares represented at the Annual General Meeting.

§ 20

The chairman declared the Annual General Meeting closed.

Minutes drawn up by:

Olof Thorsell

Verified by:

Martin Lewin

Patrik Tigerschiöld