

Item 14: Proposal of the Board of Directors to the Annual General Meeting on 27 April 2023 of Vitrolife AB (publ) on amendment of the Articles of Association

In order to be able to utilise the alternatives that the Swedish Companies Act sets out to decide upon the use of postal voting and on the presence of third parties at General Meetings, the Board of Directors proposes to add two new sub-paragraphs to § 8 of the Articles of Association in accordance with the details given below.

Current wording	Proposed amended wording
<p>8.</p> <p>Notice of a General Meeting of shareholders shall be given to shareholders through an announcement in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website. That notice has been given shall be announced in Dagens Industri (a Swedish national daily newspaper).</p> <p>Notice of the Annual General Meeting of shareholders and notice of an Extraordinary General Meeting where the question of changes in the Articles of Association will be considered shall be given no more than six weeks and no less than four weeks before the General Meeting. In other cases, notice of an Extraordinary General Meeting of shareholders shall be given no more than six weeks and no less than three weeks before the General Meeting.</p> <p>To be able to participate in a General Meeting, shareholders shall give the company notice of their intention to attend not later than 12 o'clock noon on the day stated in the notice convening the General Meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth working day before the General Meeting.</p>	<p>8.</p> <p>Notice of a General Meeting of shareholders shall be given to shareholders through an announcement in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website. That notice has been given shall be announced in Dagens Industri (a Swedish national daily newspaper).</p> <p>Notice of the Annual General Meeting of shareholders and notice of an Extraordinary General Meeting where the question of changes in the Articles of Association will be considered shall be given no more than six weeks and no less than four weeks before the General Meeting. In other cases, notice of an Extraordinary General Meeting of shareholders shall be given no more than six weeks and no less than three weeks before the General Meeting.</p> <p>To be able to participate in a General Meeting, shareholders shall give the company notice of their intention to attend not later than 12 o'clock noon on the day stated in the notice convening the General Meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth working day before the General Meeting.</p> <p><i>The Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before a General Meeting in accordance with what is stated in Chapter 7, Section 4a of the Swedish Companies Act.</i></p> <p><i>The Board of Directors may decide that a person who is not a shareholder in the company shall, under the terms determined by the Board of Directors, have the right to attend or otherwise follow the proceedings at the General Meeting.</i></p>

Majority requirement for resolution

A resolution to amend the Articles of Association requires approval by the shareholders with at least two thirds of both the votes cast and the shares represented at the General Meeting.

Gothenburg, Sweden March 2023

Vitrolife AB (publ)
The Board of Directors