VITROLIFE AB (PUBL)

Vitrolife acquires Igenomix

Creates a global leader in reproductive health

July, 9 2021

TODAY'S PRESENTERS

Thomas Axelsson
CEO

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CFO

AGENDA

1. Transaction Highlights
2. Igenomix in Perspective
3. Transaction Rationale
4. Transaction Terms and Structure
5. Q&A

A UNIQUE COMBINATION ACROSS THE IVF JOURNEY

Vitrolife's best-in-class IVF device portfolio

Igenomix's leadership in reproductive genetic testing services

CREATES A GLOBAL LEADER IN REPRODUCTIVE HEALTH

Vitrolife

+

Igenomix®

Combining talented organizations with proven capabilities to create a leading global reproductive health company

- ✓ **Joins two of the strongest names within reproductive health into one integrated platform**
- ✓ **Creates a global leader in reproductive health technology with sales in excess of SEK 2 billion**
- ✓ **Enables Vitrolife to better serve clinics, professionals and patients across the IVF journey**
- ✓ **Combined offering reduces time to pregnancy through enhanced evaluation tools – the right embryo at the right time**
- ✓ **Forms best-in-class commercial, R&D, and clinical organization, with enhanced capabilities and scope**
- ✓ **Further scale and global network enhancing ability provide IVF treatment services to clinics around the world**
- ✓ **Enhances financial profile, with immediate top-line growth, positive EBITDA impact, and strong cash-flow generation**

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GLOBAL LEADER IN REPRODUCTIVE GENETIC TESTING SERVICES

Leader in women's health and reproductive genetic testing services for IVF clinics

Igenomix

EUR122m
LTM June 2021E
Revenue

EUR36m
LTM June
2021E Adj.
EBITDA

80
Countries
Served Globally

492
Scientific
Publications

26[1]
Labs in
21
Jurisdictions

7
Service Lines
with Clinically
Validated
Genetic Tests

560
Full-time
Employees
Dec 2020

- Testing portfolio covers a wide range of genetic diagnostics in reproductive and personalized medicine
- Market-leading, proprietary PGT-A and Endometrium related tests
- Operates 26[1] labs globally and offers a wide portfolio of clinically validated genetic tests and services
- Underlying strong scientific foundation focused on research and publications, with an attractive product pipeline

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Note: Financials including COVID-19 effect (excl. COVID-19 testing, revenue amounts to EUR 98m and EBITDA of EUR 26m). Forecast based on 11 months actual outcome and 1 month estimate

1. Including Colombia which is a commercial office

DIFFERENTIATED TESTING PORTFOLIO

Testing portfolio covers a wide range of genetic diagnostics in reproductive and personalized medicine

Preconception

CGT
exome based

SAT

Pre / Implantation Analysis

The Right Embryo

Embrace

MitoScore

PGT-A

PGT-M

The Right Timing

ERA

ALICE

EMMA

Endome Trio

Pre / Natal

NACE

POC

GPDx

Rare Diseases

GPDx

PRE-IMPLANTATION EVALUATION TOOLS FOR A SUCCESSFUL TREATMENT OUTCOME

Genetic Evaluation Tools

	PGT-A	ERA
Test	Can analyze all 24 chromosome types in an embryo in order to discard the possibility of the presence of an abnormal number of chromosomes	Proprietary genetic test to determine whether a patient has issues related to the implantation window of the endometrium
Rationale	Valuable service given that a high percentage of the embryos have some kind of chromosomal abnormality Igenomix is in a position to manage the whole PGT-A cycle (from the biopsy until the final result) in less than 1-2 days from most points in the world	Very useful primarily in implantation failure patients (women which have had more than 2 fertility cycles with no success) Analyzes a genetic profile of 238 genes involved in endometrial receptivity from an endometrium sample to find the window of implantation to maximize the pregnancy rate
Outcome	Genetic embryo and endometrial evaluation allows a shorter time to pregnancy	

ROBUST AND EXPANDING TESTING PORTFOLIO

Portfolio of specialized diagnostic tests built on proprietary scientific know-how

	Value Proposition	Key Competitive Advantages
CGT	▪ Determines the genetic risk of a person trying to conceive ▪ Informs whether the parents are carriers of one or more genetic mutations	▪ Significant economies of scale leading to cost advantages and better market access
PGT-A	▪ Increases the reproductive chances by selecting those embryos that are chromosomally normal	▪ Proprietary data / algorithm ▪ Technical expertise provides competitive advantage
Endometrium Related Tests	▪ Determines the optimal time of embryo reception at the endometrium ▪ Significantly improves the pregnancy rate in IVF by c. 24pp (85% vs. 61%)[1]	▪ Proprietary test
GPDx	▪ Technology to understand and diagnose rare diseases	▪ Proximity to customers through local lab presence ▪ Rare disease specific know-how

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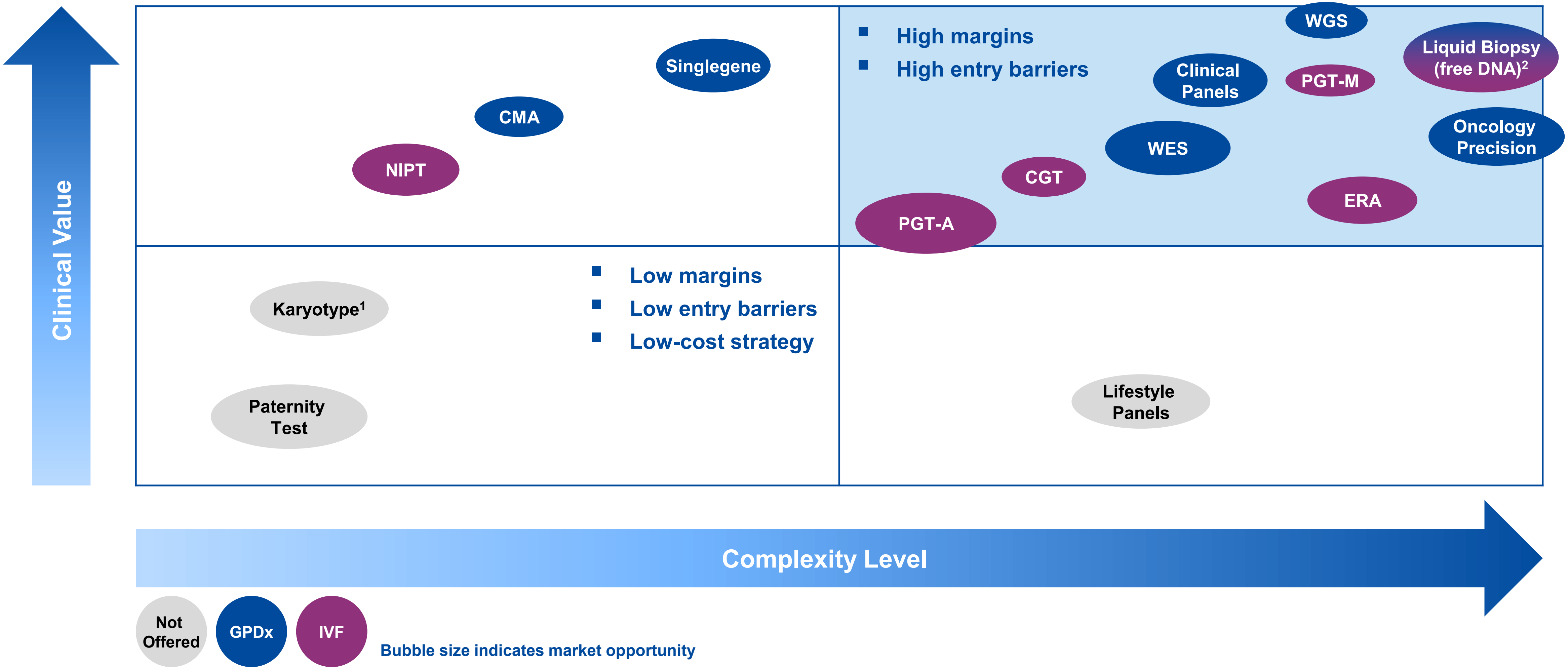
1. Simón et al. (2020)

FOCUS ON HIGH VALUE-ADD, COMPLEX TESTING

Focus on high clinical value and complexity drives attractive margin profile and competitive position



Clinical Value

Singlegene

CMA

NIPT

- High margins
- High entry barriers

WGS

Liquid Biopsy (free DNA)[2]

Clinical Panels

PGT-M

Oncology Precision

WES

CGT

ERA

PGT-A

Karyotype[1]

- Low margins
- Low entry barriers
- Low-cost strategy

Paternity Test

Lifestyle Panels

Complexity Level

Not Offered

GPDx

IVF

Bubble size indicates market opportunity

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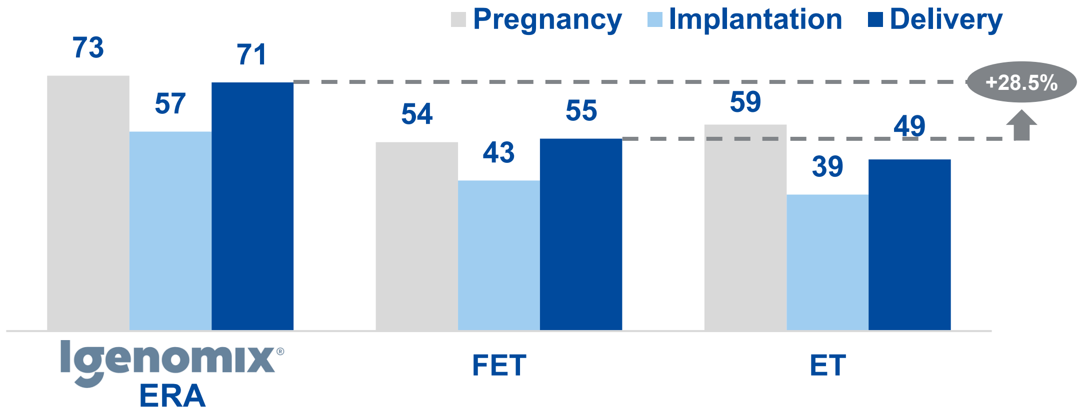
1. Only included in limited markets as a subcontracted service
2. Liquid biopsy is a goal for GPDx and IVF

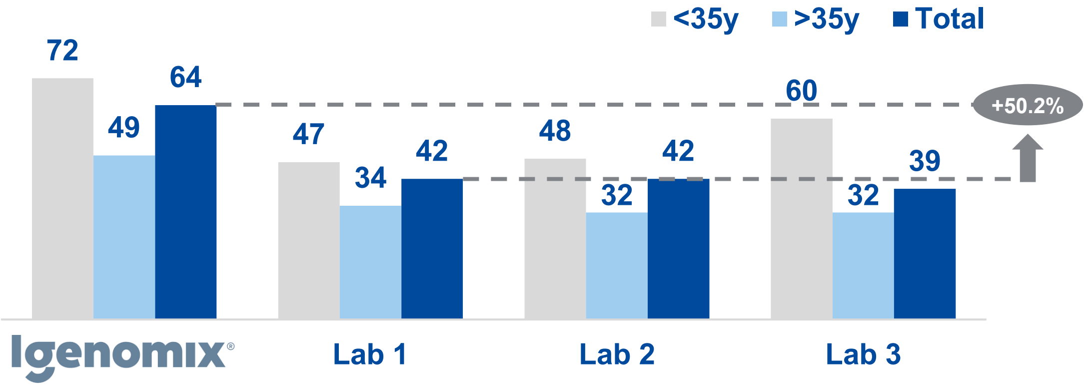
PORTFOLIO BACKED BY SCIENCE

Scientific know-how, specific skill sets and data provide superior results and barriers to entry

ERA Example – Success Rates (%)[1]



PGT-A Example – Euploid Identification Rate (%)[2]



Number of Reproductive Health Publications (2020)[3]

Igenomix has published 492 publications to date, of which 32 last year

The company has published c. 40 times per year for the last 5 years

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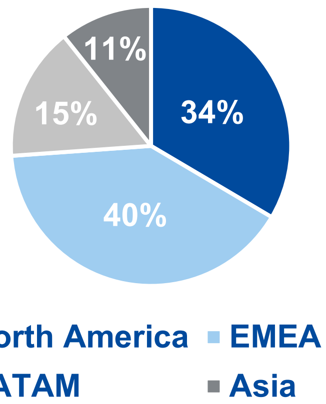
1. Simón et al. (2020)
2. A comparison of diagnostic results of Preimplantation Genetic Testing for Aneuploidy (PGT-A) from reference laboratories during a period of transition; trends and inherences for patient care. D. Ioannou, M. D. Baker, S. D. Jones, I. R. Grass, K. A. Miller. Embryology, IVF Florida Reproductive Associates, Margate, FL
3. As of December 2020.

GLOBAL SCALE SERVING 80 MARKETS AROUND THE WORLD

- **80 countries**
- **26[1] labs**
- **560[2] employees**

Revenue by Region LTM June 21E



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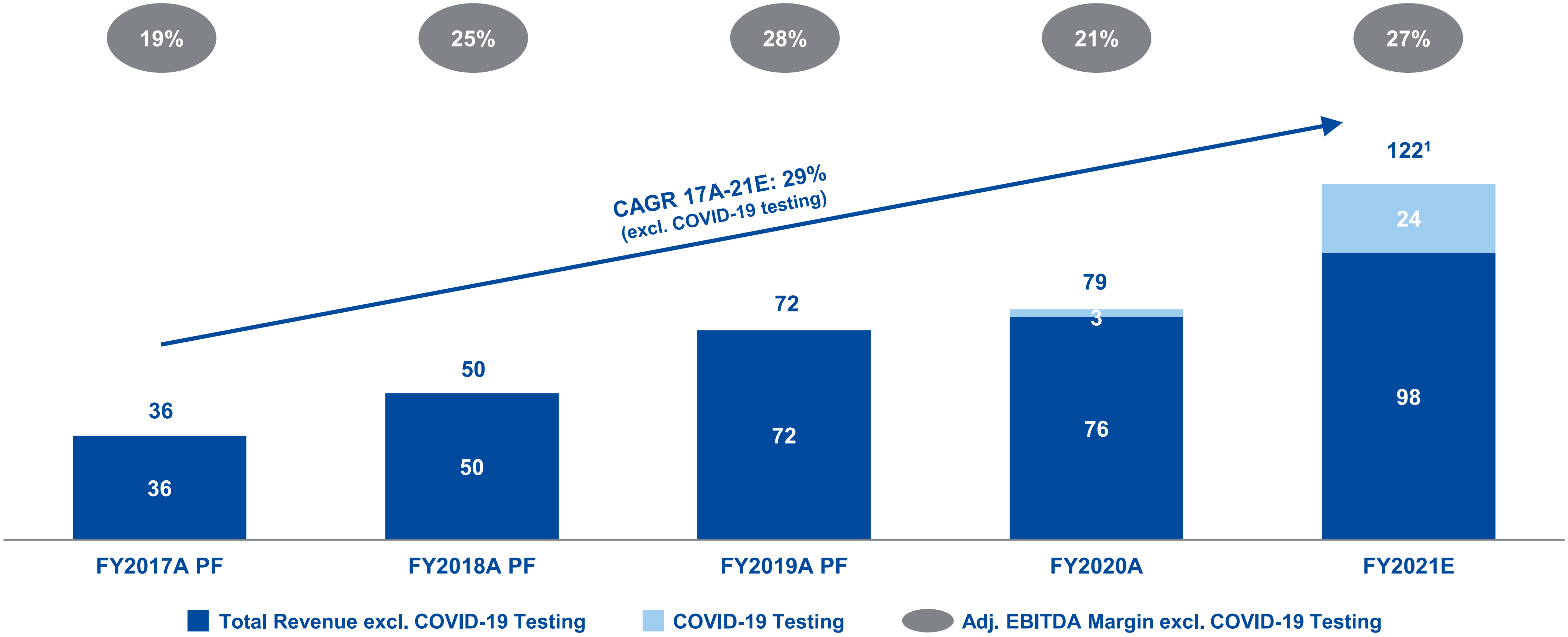
1. Including Colombia which is a commercial office
2. As of December 2020

PROVEN TRACK RECORD OF DRIVING ATTRACTIVE GROWTH AND PROFITABILITY



Note: FY = last twelve months as of June. PF = FY17-19 built based on aggregation of July-June monthly figures from management accounts

1. Forecast based on 11 months actual outcome and 1 month estimate

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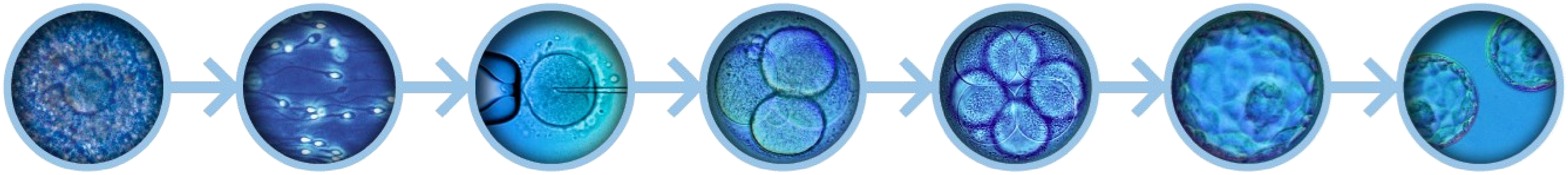
VITROLIFE + IGENOMIX: CLEAR STRATEGIC RATIONALE

- ✓ **Creates a global leader in reproductive health**
  - Pro forma sales in excess of SEK 2 billion, with ambition to deliver long-term profitable growth
- ✓ **Enables Vitrolife to expand further into the high growth IVF diagnostic testing sector**
  - Leader in reproductive genetic testing services for IVF clinics
- ✓ **Expands Vitrolife's commercial network and customer base**
  - Enhances Vitrolife's ability to interact with IVF clinics, professional staff and patients
- ✓ **Strong synergy potential as fully integrated reproductive health service provider**
  - Ability to cross-sell products and offer enhanced solutions to customers
  - Integrated platform for knowledge sharing to drive further innovation
- ✓ **Reduces time to pregnancy through improved evaluation and timing**
  - Delivers on Vitrolife's mission of supporting customers to achieve successful treatment outcomes by providing valued solutions and services for assisted reproduction

THE IVF-PROCESS – VITROLIFE PRODUCTS

HORMONE TREATMENT

Hormone stimulation to increase the number of retrievable eggs



OOCYTE RETRIEVAL

SPERM PREPARATION

FERTILISATION

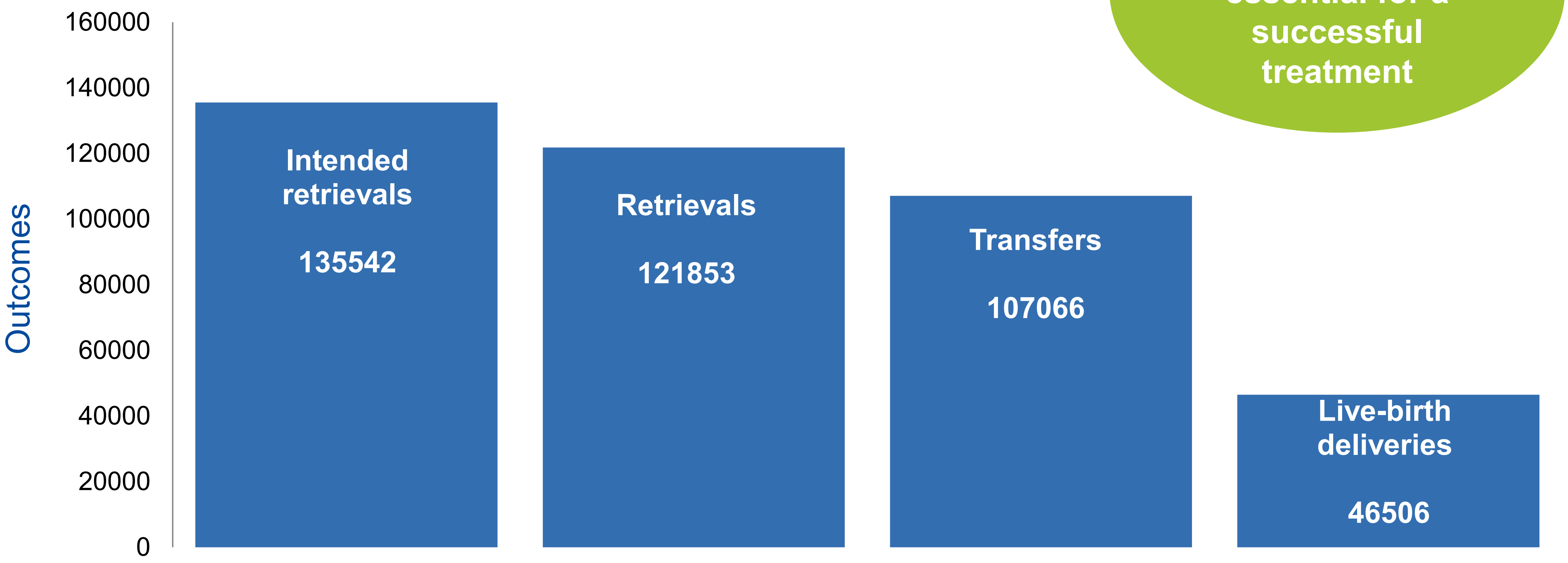
CULTURE

EVALUATION

EMBRYO TRANSFER

CRYOPRESERVATION

SUCCESS RATES “STEP BY STEP”



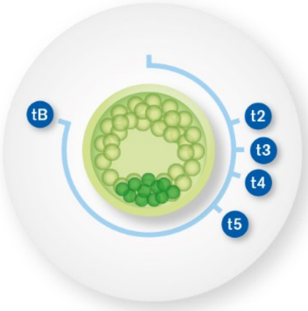
IVF clinics way of working is essential for a successful treatment

2018 Assisted reproductive Technology: Fertility Clinic Success Rates Report

INNOVATIVE EMBRYO EVALUATION AND LEADING DIAGNOSTIC TOOL TO FIND WINDOW OF IMPLANTATION

Two of the strongest names within reproductive health into one platform to achieve successful treatment outcomes

Two methods for embryo evaluation



Algorithms based on the timing of specific events observed by time-lapse technology

DNA sequencing to determine the chromosome complement

Combination improves successful treatment outcomes

Vitrolife

Best-in-class device portfolio

Igenomix®

Leadership in reproductive genetic testing

The Right Embryo

Embrace MitoScore PGT-A PGT-M

The Right Timing

ERA

ALICE EMMA Endome Trio

AGENDA

POSITIVE FINANCIAL IMPACT

- **Expected combined pro forma sales LTM June 2021 of SEK 2,460 million and adj. EBITDA of SEK 864 million (excl. Igenomix Covid-19 testing impact)[1]**
- **Immediate top-line growth with long-term upside potential from enhanced offering**
- **Potential to realize synergies through a range of opportunities**
- **Attractive financial impact**
  - Pro forma top-line growth and positive EBITDA impact
  - Strengthened cash-flow generation and provides additional financial flexibility
- **Net debt / EBITDA to remain below 3x in-line with Vitrolife's financial objectives**
- **Continued potential to explore further opportunities as leading IVF platform**

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1. Figures are only intended as an illustration and do not include the effects of synergies, implementation expenses or depreciation and amortization of assets at fair value as a consequence of allocation of the purchase price for the acquisition

STRUCTURE AND TERMS

- **Acquisition of 100% of the share capital in Igenomix for a total consideration of EUR 1,250 million (SEK 12.7 billion[1]) on a cash and debt free basis, from EQT and other shareholders**
- **Financed through a mix of a share issue in kind directed to the sellers, a directed share issue to institutional investors, current cash balance and new committed debt facilities**
- **Transaction supported by largest shareholders William Demant Invest and Bure Equity as well as new shareholders Fjärde AP-fonden and AMF**
- **Subject to customary closing conditions and regulatory approvals**

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[1] EUR/SEK as per 7 July 2021. Applies throughout the presentation

FINANCING AND SHARE ISSUES

- **The transaction will be financed through a mix of a share issue in kind directed to the sellers, a directed share issue to institutional investors, current cash balance and new committed debt facilities:**
  - EUR 626 million (SEK 6.4 billion) financed through an issue in kind directed to the sellers, representing 12.7% of the total outstanding capital and votes in Vitrolife (the “Consideration Share Issue”)
    - The sellers have subsequently entered into agreements for a sale of Vitrolife shares with William Demant Invest, Bure Equity and Fjärde AP-fonden for a total value of EUR 300 million. After this sale, the sellers will retain a 6.6% interest in the outstanding capital and votes of Vitrolife
  - EUR 350 million (SEK 3.6 billion) financed through a directed share issue to institutional investors through an accelerated bookbuilding procedure
    - The directed share issue is guaranteed by William Demant, Bure Equity, Fjärde AP-fonden and AMF
  - EUR 274 million (SEK 2.8 billion) financed through current cash balance and new committed debt facilities provided by SEB and Nordea
  - The shares held by the sellers, William Demant Invest, Bure Equity and Fjärde AP-fonden following closing of the transaction are subject to a lock-up period of 90 days
- **In total, the number of shares in Vitrolife following the transaction will increase from 108,550,575 to 135,447,190, corresponding to a dilution of approximately 19.9%**
- **The Consideration Share Issue is conditional upon approval by Vitrolife’s EGM**
  - Shareholders representing 47.1% of the capital and votes in Vitrolife have already committed to vote in favour of the proposed Consideration Share Issue at the EGM

TRANSACTION TIMETABLE

- Announcement of Transaction: 8 July 2021
- Guaranteed Directed Share Issue: 8 July 2021
- EGM to Resolve on Consideration Share Issue: Autumn 2021
- Closing of Transaction: Q4 2021

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Vitrolife

TOGETHER. ALL THE WAY™

DISCLAIMER

This presentation contains estimates and forward-looking statements, which reflect the Management's current views with respect to the market, certain future events and financial performance. Although the statements are based upon estimates the Management believes to be reasonable, there is no assurance that these statements are correct or will be achieved. The most important strategic and operative risks regarding Vitrolife's business and field are described in the Management report, in the Annual Report. These are primarily constituted by macro-economic risks, operational risks and financial risks.