

Notice to attend the Annual General Meeting of VITROLIFE AB (publ)

The shareholders of Vitrolife AB (publ) are hereby invited to the Annual General Meeting of shareholders on Tuesday May 10, 2005 at 5 pm on the premises of SE Banken in Gothenburg, Södra Hamngatan 11, 411 14 Gothenburg, Sweden (the Chalmers suite).

Registration

Shareholders who wish to attend the Annual General Meeting must

- be entered in the register of shareholders maintained by VPC AB (the Swedish Securities Register Centre) on Friday April 29, 2005 and

- notify the company no later than 12 o'clock noon on Tuesday May 3, 2005. This can be done through Karin Hårdstedt, either in writing to Vitrolife AB (publ), Faktorvägen 13, 434 37 Kungsbacka, Sweden, by telephone (+46 31 721 80 12), by fax (+46 31 721 80 99) or by e-mail to KHardstedt@vitrolife.com, on which occasion the number of assistants also wishing to attend must be stated.

When registering, shareholders should give their name, personal identity number or corporate identity number, address, telephone number and shareholding. For shareholders who are represented by another party, a proxy should be sent together with the registration. Any party representing a legal entity must produce a copy of the certificate of incorporation or equivalent authorization documents showing the authorized signatory for the company.

In order to be entitled to attend the Annual General Meeting, shareholders whose shares are registered through a bank, a private securities broker or some other nominee must temporarily re-register their shares in their own name with the VPC (Swedish Securities Register Centre). Such re-registration must have been completed by Friday April 29, 2005 at the latest. Accordingly, shareholders should request in good time before this date that the nominee re-register the shares.

Agenda

1. Opening of the meeting.
2. Election of the chairman for the meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Consideration of whether the meeting has been duly convened.
7. Presentation of the Annual Report and the Auditors' Report as well as the Annual Report and the Auditors' Report for the Group.
8. Address given by the CEO.
9. Resolutions
 - a) on the adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet;
 - b) on the treatment of the company's unappropriated earnings or loss in accordance with the adopted balance sheet;
 - c) on the discharge from liability of the Board of Directors and the CEO.
10. Determination of the number of Board members and deputy Board members.
11. Determination of the fees for the Board members and the auditor.
12. Election of the Board.
13. Resolution concerning principles for the appointment of the election committee.
14. The Board's proposal concerning a resolution to authorize the Board to issue shares up to approximately 9.8 percent of the share capital in connection with any company acquisitions etc.
15. Any other business.
16. Closing of the meeting.

Dividend (item 9 b)

The Board and the CEO propose that no dividend be paid for the financial year 2004.

Proposal concerning the number and election of members of the Board, as well as fees for the members of the Board and the auditor (items 10, 11 and 12)

The company's nominations committee has proposed that the number of members of the Board be reduced from six to five, with no deputies, and that the Board consist of the following members: Patrik Tigerschiöld (re-election), Per Båtelson (re-election), Mark Dumenil (re-election), Lars Hamberger (re-election) and Madeleine Olsson-Eriksson (re-election). The member of the Board Claes Glassell has declined re-election. It is proposed that Board fees of SEK 300,000 in total be paid, including SEK 100,000 to the Chairman of the Board and SEK 50,000 to each of the other members of the Board.

The nominations committee proposes that for the period up until the end of the next Annual General Meeting the auditors' fees be paid in accordance with reasonable invoicing. The public accounting firm KPMG Bohlins AB,

with the authorized public accountant Jan Malm as mainly responsible, was elected at the Annual General Meeting in 2003 for a period of four years.

The company has been informed that shareholders representing approximately 37 percent of the shares and votes in the company support the proposal of the nominations committee.

Proposal regarding principles for the appointment of the election committee (item 13)

The Board proposes that the Annual General Meeting adopts a resolution regarding instructions concerning principles for the appointment of the company's election committee. The instructions will also contain rules for the election committee's tasks, meetings and changes to the instructions.

The company has been informed that shareholders representing approximately 37 percent of the shares and votes in the company support the nominations committee's proposal.

Proposal concerning a resolution to authorize the Board to issue shares in connection with any company acquisitions (item 14)

The Board proposes that the Annual General Meeting authorizes the Board, for the time up until the next Annual General Meeting and on one or more occasions, to take a decision on the issue of a maximum of 1,800,000 shares in total, corresponding to approximately 9.8 percent of the company's share capital. The issue may deviate from the shareholders' pre-emptive rights through a non-cash issue. The reason for the possible deviation from the shareholders' pre-emptive rights is to prepare the ground for a possible company acquisition.

Documents

The accounts and the auditors' report as well as the complete proposals in accordance with items 13 and 14 will be available at the company two weeks before the Annual General Meeting. The documents will be sent to the shareholders who so request and state their address.

April 2005
Gothenburg
VITROLIFE AB (publ)
The Board