

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 Thursday May 4, 2006 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 Thursday April 27, 2006 and

- notify the company no later than 12 o'clock noon on Tuesday May 2, 2006. This can be done through Karin Hårdstedt, either in writing to Vitrolife AB (publ), Faktorvägen 13, 434 37 Kungälv, 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 Thursday April 27, 2006 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. Proposal for a resolution concerning changes in the Articles of Association.
14. The Board's proposal concerning a resolution to authorize the Board to issue shares up to approximately 9.6 percent of the share capital in connection with any company acquisitions etc.
15. 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 2005.

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 election committee has proposed that the members of the Board shall be five in number, without any deputies, and that the Board shall consist of the following members: Patrik Tigerschiöld (re-election), Per Båtelson (re-election), Madeleine Olsson-Eriksson (re-election) and Semmy Rulf (new election). A proposal for one further member of the Board will be communicated by April 20 at the latest. At the same time a presentation will also be made of both of the members of the Board who are proposed for new election. The member of the Board Lars Hamberger has declined re-election. It is proposed that Board fees of SEK 360,000 (250,000) be paid, with SEK 120,000 (100,000) to the Chairman of the Board and SEK 60,000 (50,000) to each of the other members of the Board.

The election 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 35 percent of the shares and votes in the company support the proposal of the election committee.

Proposal for a resolution concerning changes in the Articles of Association (item 13)

The Board proposes changes in the Articles of Association due to the fact that a new Companies Act (2005:551) came into force on January 1, 2006 as well as changes of an editorial nature. The changes in the Articles of Association primarily involve the following:

§ 5 This section's present text is deleted as the par value of a share has been abolished and is replaced by a provision concerning the lowest and highest number of shares.

§ 6 The provision that Board members are elected for a period of time up until the end of the next Annual General Meeting is deleted.

§ 8 Changed so that notice is to be given through advertisements in the Swedish Official Gazette and in Dagens Industri. The term "ordinarie bolagsstämma" is replaced by "årsstämma" (The two Swedish terms both mean "Annual General Meeting"). The sentence concerning notification of shareholders is deleted. The sentence concerning notification by shareholders of their intention to attend the meeting of the shareholders is transferred to this § from the former § 10. The sentence is changed so that the day when notification is to be given by is not to fall earlier than the fifth working day before the meeting.

§ 9 The term "ordinarie bolagsstämma" is replaced by "årsstämma" (The two Swedish terms both mean "Annual General Meeting"). Approval of the agenda is included as a new item in the business that is to be covered at the meeting of the shareholders.

§ 10 The sentence concerning notification by shareholders of their intention to attend the meeting of the shareholders is transferred to § 8. The rest of this § is deleted.

§ 13 The sentence is changed to refer to the Financial Instruments Act (1998:1479).

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 2,100,000 shares in total, corresponding to approximately 9.6 percent of the company's share capital. The issue may deviate from the shareholders' pre-emptive rights through a non-cash issue, through offsetting or may otherwise be subscribed for in accordance with chapter 13 § 5, paragraph one, 6, of the Companies Act. The reason for the possible deviation from the shareholders' pre-emptive rights is to prepare the ground for a possible company acquisition.

Other business (item 15)

The Board proposes that the meeting appoints Lars Hamberger as honorary chairman for a period of two years, with an annual fee of SEK 60,000, and that the meeting otherwise delegates to the Board the further regulation of the Company's and the Board's collaboration with Hamberger.

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 2006
Gothenburg
VITROLIFE AB (publ)
The Board