

Work of the Nomination Committee ahead of 2017 Annual General Meeting of Tobii AB (publ)

In accordance with the principles for the composition of the Nomination Committee adopted by Tobii's Annual General Meeting, the Chairman of the Board contacted the largest shareholders in terms of the number of votes during fall 2016 to form a Nomination Committee comprising three members in addition to the Chairman of the Board of Directors. In accordance with the resolution of the Annual General Meeting, the shareholdings of the Company's three founders (Henrik Eskilsson, John Elvesjö and Mårten Skogö) are added together and they are entitled to appoint a member to sit on the Nomination Committee as long as their joint shareholdings make them one of the three largest owners.

The composition of the Nomination Committee is as follows:

- Jan Andersson, appointed by Swedbank Robur Fonder, also the Chairman of the Nomination Committee
- Mats Lindahl, appointed by the Sixth AP Fund
- Ingemar Skogö, appointed by the Company's founders
- Kent Sander, Chairman of the Board

The members of the Nomination Committee jointly represent a total of 23.42% of the number of votes in the Company.

Prior to the 2017 Annual General Meeting, the Nomination Committee held two recorded meetings and maintained continuous contact between meetings. In order to perform its work, the Nomination Committee studied the Board's internal evaluation and the Chairman's account of the Board's work and the Company's strategies. In addition, the Nomination Committee interviewed individual Board members.

The shareholders were given the opportunity to present proposals to the Nomination Committee, although no proposals were received.

Nomination Committee's proposal regarding the Board of Directors

The Nomination Committee was informed in fall 2016 that Martin Gren would not stand for re-election since he did not have sufficient time to discharge his duties. Given that more than half of the Board members were elected during the past three years, the Nomination Committee prioritized continuity and stability and has thus decided not to nominate a new Board member for election at the 2017 Annual General Meeting. The Nomination Committee proposes the following to the 2017 Annual General Meeting:

- that the Board of Directors shall comprise six members with no deputy Board member (the Board comprised seven members in the preceding year)
- re-election of Board members Heli Arantola, Nils Bernhard, John Elvesjö, Åsa Hedin, Kent Sander and Jan Wäreby. Martin Gren has declined re-election.
- Re-election of Kent Sander as Chairman of the Board

Information about the proposed Board members is available on the Company's website, www.tobii.com.

Nomination Committee's reasoned statement

Choice of Board members. Tobii is a rapidly growing company in the technology sector. This imposes high demands on the Company's Board possessing comprehensive understanding of

technology developments, the use of technology in profitable product development and financial expertise and sound knowledge of structuring organizations in a strong development phase.

The Nomination Committee believes that the proposed Board has broad and complementary know-how and experience in these areas. The Board evaluation indicated that, based on a high level of commitment and regular attendance, the Board members conduct work that supports company management and the development of the Company.

The Nomination Committee also discussed diversity requirements, for example, based on the requirement of the Swedish Corporate Governance Code that a diversity policy be applied. In this respect, the Nomination Committee has decided that as its diversity policy it will apply Section 4.1 of the Corporate Governance Code which states that the Board is to exhibit diversity and breadth of qualifications, experience and background. In addition, gender balance on the Board should be strived for.

The Nomination Committee believes that the proposed Board meets the requirements of diversity and breadth of qualifications and background. It is also noted that the proposed Board comprises four men and two women, resulting in 33% of the Board being women. This is an improvement on the preceding year but is not in line with the Nomination Committee's long-term aim. Accordingly, the Nomination Committee intends to continue its work on creating an even gender balance on the Board.

The requirements regarding the independence of the Board were also analyzed. The Nomination Committee believes that Board members Heli Arantola, Nils Bernhard, Åsa Hedin, Kent Sander and Jan Wäreby are to be considered independent in relation to the Company, management and the largest shareholders. John Elvesjö is considered to be independent in relation to the largest shareholders but since he is employed by the Company he is not considered to be independent in relation to the Company and management. The composition of the Board meets all external independence requirements.

Remuneration matters. Board work in listed Swedish companies has gradually demanded more work and an elevated degree of responsibility. This particularly applies to the role of chairman and the work on a company's audit committee, for example, due to new regulatory requirements. The Nomination Committee does not believe that Tobii's remuneration structure fully reflects the time and the responsibility required to carry out professional Board tasks. For this reason, the Nomination Committee has decided to propose to the Annual General Meeting large increases in remuneration to the Board.

It is proposed that fees to the Chairman be raised by 27% to SEK 500,000. It is proposed that fees to non-executive Board members shall be raised by 8% to SEK 200,000. It is proposed that for Audit Committee work the Committee Chairman receives a fee of SEK 80,000 (SEK 37,000 in the preceding year) and Committee members receive SEK 40,000 (SEK 31,500 in the preceding year). It is proposed that fees for work on the Remuneration Committee remain unchanged.

Election of auditors. The Nomination Committee proposes that Tobii shall have one auditor. The Nomination Committee proposes that accounting firm PwC be re-elected auditor for the period until the conclusion of the 2018 Annual General Meeting. The Audit Committee's recommendation regarding the election of auditors corresponds to the Nomination Committee's proposal.

Nomination committee's other proposals to the 2017 Annual General Meeting

The Nomination committee has decided to propose the following to the 2017 Annual General Meeting:

- Lawyer Jesper Schönbeck, Advokatfirman Vinge, be elected **Chairman of the 2017 Annual General Meeting.**

- **fees to Board members** be paid in the total amount of SEK 1,539,000, with SEK 500,000 paid to the Board Chairman and SEK 200,000 to each non-executive Board member. A fee of SEK 80,000 be paid to the Chairman of the Audit Committee and SEK 40,000 be paid to each of the other two Audit Committee members. A fee of SEK 37,000 be paid to the Chairman of the Remuneration Committee and SEK 21,000 be paid to each of the other two Remuneration Committee members.
- accounting firm PwC be reelected **auditor** for the period until the conclusion of the next Annual General Meeting.
- **Auditors' fee** is proposed to be on current account.

Stockholm, March 2017

NOMINATION COMMITTEE OF TOBII AB (PUBL)