

The shareholders in

Tobii AB (publ)

are hereby summoned to the annual general meeting on Tuesday, 8 May 2018 at 5 p.m. at
Bygget Fest & Konferens, Norrlandsgatan 11, Stockholm.

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of
Wednesday, 2 May 2018, and

secondly notify the company of their participation in the annual general meeting no later than on
Wednesday, 2 May 2018. The notification shall be in writing to Tobii AB, Karlsrovägen
2D, Box 743, 182 17 Danderyd, Sweden, or via e-mail: generalmeeting@tobii.com.
The notification should state the name, personal/corporate identity number, address,
telephone number and shareholding and, when applicable, information about
representatives, counsels and assistants. When applicable, complete authorization
documents, such as registration certificates and powers of attorney for representatives
and counsels, shall be appended the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or other trust department or
with a private securities broker, must temporarily re-register their shares in their own names with
Euroclear Sweden AB in order to be entitled to participate in the annual general meeting.
Shareholders wishing such re-registration must inform their nominee of this well before Wednesday,
2 May 2018, when such re-registration must have been completed.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If
the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be
divided among different representatives, the representatives, together with information on the number
of shares each representative is entitled to vote for. The proxy is valid for one year from the issuance
or the longer period of validity stated in the proxy, however not more than five years from the
issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or
equivalent authorisation documents, evidencing the authority to issue the proxy, shall be enclosed.
The power of attorney in original and, where applicable, the registration certificate, should be
submitted to the company by mail at the address set forth above well in advance of the annual
general meeting. A proxy form is available on the company's website, www.tobii.com, and will also be
sent to shareholders that so request and inform the company of their postal address.

The shareholders are reminded of their right to ask questions to the Board of Directors and the CEO
at the annual general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies
Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are, as of the day of this notice, 97,304,052 shares in the company. As of the day of this notice, the company holds no own shares.

Proposed agenda

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group.
7. Resolutions regarding:
 - a. Adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
 - b. Allocation of the company's profits or losses in accordance with the adopted balance sheet;
 - c. Discharge of the members of the board of directors and the managing director from liability.
8. Determination of the number of members and deputy members of the board of directors to be elected by the shareholders' meeting and the number of auditors and, where applicable, deputy auditors.
9. Determination of fees for members of the board of directors and auditors.
10. Election of the members of the board of directors.
11. Election of auditors and, where applicable, deputy auditors.
12. Proposal for resolution regarding the principles for the appointment of the nomination committee.
13. Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management.
14. Proposal regarding authorization for the board of directors to resolve to issue new shares.
15. Proposal for resolution regarding incentive programme 2018 and issue of warrants.
16. Closing of the meeting.

Proposal regarding appropriation of the company's result (item 7 b)

The Board of Directors and the managing director propose that the company's results shall be carried forward and thus no dividend will be distributed.

Determination of the number of members and deputy members of the board of directors, fees to the board of directors and election of members of the board of directors (items 8, 9 and 11)

The nomination committee, appointed in accordance with the principles established by the annual general meeting on 9 May 2017, consists of Jan Andersson (appointed by Swedbank Robur Fonder), Carl Cederschiöld (appointed by the Handelsbanken Fonder), Ingemar Skogö (appointed by the company's founders) and Kent Sander (chairman of the board of directors). The nomination committee has appointed Jan Andersson as the nomination committee's chairman. The nomination committee proposes that:

- Attorney at law Jesper Schönbeck is proposed to chair the annual general meeting (item 1).
- The number of members of the board of directors shall be seven (7), with no deputy members. The number of auditors shall be one (1) authorized accounting firm (item 8).
- That the fees to the board of directors shall amount to SEK 1,839,000 to be allocated with SEK 530,000 to the chairman of the board of directors and SEK 210,000 to each other member of the board of directors not employed by the company. Remuneration for committee work shall be paid with in total a maximum of SEK 259,000, whereof SEK 180,000 shall be allocated to the audit committee (whereof SEK 90,000 to the chairman of the committee and SEK 45,000 to each

of the other two members) and SEK 79,000 to the remuneration committee (whereof SEK 37,000 to the chairman of the committee and SEK 21,000 to each of the other two members) (item 9).

- Auditors' fee is proposed to be as per approved current account (item 9).
- Re-election of the members of the board Kent Sander, John Elvesjö, Nils Bernhard, Åsa Hedin Heli Arantola and Jan Wäreby. Election of Charlotta Falvin as new member of the board. Kent Sander is proposed to be re-elected as chairman of the board (item 10).

Charlotta Falvin

Charlotta Falvin has a master of science in business and economics and was born in 1966. She has had various positions within the Axis-group, been the CEO of The Astonishing Tribe (TAT) and been working with board work since 2011, primarily in listed companies. She was appointed honorary doctorate in 2011 at the Faculty of Engineering at Lund University. Charlotta is, per this day, a member of the board in Invisio Communications, Bure Equity, CLX Communications and Netinsight.

- Re-election of the accounting firm PricewaterhouseCoopers AB (item 11).

Proposal for resolution regarding the principles for the appointment of the nomination committee (item 12)

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

Ahead of each annual general meeting, the nomination committee shall be composed of representatives of the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of September 30 each year, together with the chairman of the board of directors. In total the nomination committee shall thus comprise of four members. If a shareholder chooses not to exercise the right to appoint a representative, the right shall pass on to the largest shareholder in respect of voting power who has not appointed a representative. As long as the three founders, Henrik Eskilsson, John Elvesjö and Märten Skogö, directly or indirectly, together hold shares in the company that makes them one of the three largest shareholders, they have the right to jointly nominate one of the three shareholder representatives in the nomination committee. The member representing the largest shareholder shall convene the first meeting of the nomination committee and be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else. However, the chairman of the board of directors may not be chairman of the nomination committee. If earlier than three months prior to the annual shareholders' meeting, one or more of the shareholders having appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Changes to the composition of the nomination committee must be announced immediately.

Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management (item 13)

The board of directors proposes that the annual general meeting resolves to approve the board of directors' proposal regarding guidelines for remuneration and other employment terms for the company's senior managers as follows.

The group managers' terms and remunerations and general principles for remuneration

The company applies market competitive salaries and compensations (on the geographic market the individual lives or works) including both a fixed and a variable component which are compared to an external database with employee compensation data. Compensation to the CEO and other senior managers are comprised of base salary, variable compensation, pension and long-term share price based incentive programs, which can include additional salary compensation. Senior management includes those executives who, including the CEO, form the company's Group Management Team. The variable compensation is based on pre-defined targets, and may for instance be a combination of revenue, income, cash flow and activity targets. The targets will be set annually by the board compensation committee with the intention that they shall be in line with the company's strategy and financial goals.

The variable compensation for members of the company's Group Management Team, including the CEO, is capped at between 0% and 60% of the base salary. This excludes any salary compensation as part of long term share-related incentive programmes.

The company makes provisions in its accounts for the total cost for all variable compensations, including pay-roll costs.

Pension liability

The pension obligation to senior managers amount to between 20% and 30% of the annual base salary. All pension plans are based on the fixed contribution principle.

Redundancy payment

Both the company and the CEO have the obligation to give notice four months before termination of the CEO's employment with the company. In case the employment is terminated by the company, the CEO is entitled to a severance payment amounting to four times the monthly base salary.

For other senior managers, the notice period is between three and six months. Some of the senior managers are entitled to severance payment, corresponding to maximum six times the monthly base salary.

The Board of Directors is entitled to make exception to these guidelines when there are special circumstances.

Resolution regarding authorization for the board of directors to resolve to issue new shares (item 14)

The board of directors proposes that the meeting authorizes the board of directors to resolve to issue of new shares on one or several occasions until the next annual general meeting, without preferential rights for the shareholders, against payment in cash, through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time, being increased by more than a total of 10 per cent. The purpose of the authorization is to enable the board to make acquisitions of companies and products.

Proposal for resolution regarding incentive programme 2018 and issue of warrants (item 15)

The board of directors proposes that the annual general meeting resolves to implement a long term incentive program for employees within the Tobii group ("LTI 2018") in accordance with items 15 (a) – 15 (d) below. The resolutions under items 15 (a) – 15 (d) below are proposed to be conditional upon

each other and for that reason it is proposed that all resolutions are to be passed as one resolution. LTI 2018 is proposed to include up to approximately 120 employees within the Tobii group.

Proposal regarding the adoption of LTI 2018 (item 15 (a))

LTI 2018 comprises two series. Series 1 consists of warrants to be transferred to employees and the warrants have a vesting period of at least 3 years after which the holders is entitled to exercise the warrants to subscribe for shares during a period of six months. Series 2 comprise of employee stock options vested linearly over a period of 3.5-4 years. The employee stock options may following such vesting be exercised for subscription of shares until 31 May 2028.

The board therefore proposes the meeting to resolve to issue new shares of not more than 1,450,000 warrants, of which not more than 1,000,000 may be issued in Series 1 and not more than 450,000 warrants may be issued in Series 2, to be distributed between Series 2A and Series 2B. The subscription right in respect of warrants of Series 1, Series 2A and Series 2B shall be able to be subscribed for by the wholly-owned subsidiary Tobii Technology Options AB, which shall transfer the options of Series 1 to employees of the group and hold warrants of Series 2A and Series 2B to ensure delivery of shares upon exercise of employee stock options in Series 2. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB. Below is a description of the terms and conditions for each of the option series.

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Series 1 – Warrants

The company will transfer the warrants in Series 1 to the participants at a price corresponding to the market value of the warrant (i.e. the warrant premium). Warrants of Series 1 may be transferred to employees not employed by the company's U.S. business. The board of directors may derogate from this limitation if it can be considered beneficial to the company and the participant. The warrants may be transferred to participants, current or new employees, at one or several occasions from and including 20 May 2018 until 30 November 2018.

Each warrant shall, during the period commencing on 1 December 2021 and up to and including 31 May 2022, entitle the holder to subscribe for one new share in Tobii at an exercise price corresponding to 130 per cent of the average volume weighted Tobii share price as quoted on Nasdaq Stockholm during the period 10 trading days calculated as from and including 4 May 2018.

The issued warrants of Series 1 shall, with disapplication from pre-emption rights, be able to be subscribed for by Tobii Technology Options AB – a wholly owned subsidiary to Tobii - whereafter this company shall offer the warrants to the participants. The transfer of the warrants in Series 1 shall be made at a price corresponding to the market value of the warrants (the warrant premium), calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be made by an independent appraiser or auditor firm. The company shall in connection with the transfer of the warrants to the participants reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants.

The transfer of the warrants in accordance with the above-mentioned proposal may take place only to the extent that the total number of warrants does not exceed 1,000,000 warrants.

Series 2 – Employee stock options (with warrants as hedging arrangement)

The company will allot employee stock options to employees within the company's U.S. business. Each option entitles the employee to acquire one share in Tobii in accordance with the following terms and conditions:

- The employee stock options will be granted free of charge.
- The stock options may be transferred to participants, current or new employees, during the period 20 May - 31 July 2018 (the "First Allocation") or the period 10-30 November 2018 (the "Second Allocation").
- Each employee stock option that is transferred within the First Allocation entitles the holder to acquire one share in the company at an exercise price corresponding to the average volume weighted Tobii share price as quoted on Nasdaq Stockholm during the period 10 trading days calculated as from and including 4 May 2018 and each employee stock option that is transferred within the Second Allocation entitles the holder to acquire one share in the company at an exercise price corresponding to the average volume weighted Tobii share price as quoted on Nasdaq Stockholm during the period 10 trading days calculated as from and including 26 October 2018.
- The employee stock options are vested over a period of four years, of which one quarter of the options granted shall be deemed vested on 31 May 2019, 2020, 2021 and 2022, respectively. The employee stock options may, following vesting in accordance with the above, be exercised for subscription of shares until 31 May 2028.
- The employee stock options may not be transferred or pledged.
- The employee stock options shall only be available to be exercised if the holder is still an employee within the group, or for a short period following termination of the employment agreement.

Recalculation due to split, consolidation, new share issue, etc.

The exercise price for Series 1 and Series 2, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each employee stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice. If the warrants are completely exercised the share capital will increase by SEK 10,522.551900.

Allocation of warrants

The right to receive warrants shall accrue to employees not employed by the company's U.S. business, which have entered into a pre-emption agreement with Tobii, and the right to receive employee stock options shall accrue to employees within the company's U.S. business. The board of directors may derogate from this limitation if it can be considered beneficial to the company and the participant. The maximum allocation per person shall be 170,000 warrants or stock options for level 1-employees ("Category 1") and 25,000 warrants or stock options for other employees ("Category 2"), as applicable.

Category	Maximum number of persons	Maximum number of warrants or stock options	Maximum number of warrants or stock options per person within the category
Category 1	8	700.000	170.000
Category 2	112	750.000	25.000

Board members shall not be eligible to participate in LTI 2018.

Costs

The transfer of the warrants in Series 1 shall be made at a price corresponding to the market value of the warrants and therefore no social security contributions are to be paid by the group in relation to the issue and transfer of the warrants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying share corresponding to SEK 35, SEK 7.25 per warrant, assuming an exercise price of SEK 45.50 per share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk free interest of -0.2 per cent and a volatility of 38 per cent.

To encourage participation in the LTI 2018, the intention is that employees who choose to participate in the program will receive a premium subsidy in the form of extra salary of an amount after tax, calculated by applying a tax rate of 50 percent, equivalent to 50 percent of the option premium paid. Tobii costs of above extra salary payments amounts to approximately SEK 9.5 million.

Costs related to the employee stock options in Series 2 will be accounted for in accordance with IFRS 2 which stipulates that the employee stock options should be recorded as a personnel expense in the income statement during the vesting period. The total costs for the employee stock options are expected to amount to SEK 5.1 million during the term of the programme.

The total costs, excluding other expenses for LTI 2018 related to fees to external advisors and costs for administration of the programme, are estimated to amount to approximately SEK 14.6 million during the term of the programme, under the assumption of a share price of SEK 35.

Effect on important key ratios

The costs for LTI 2018 amount to approximately 1.35 per cent of Tobii's revenues for the financial year 2017 and approximately 1.9 per cent of Tobii's planned salary costs for the financial year 2018.

Dilution of existing shares and votes

Based on the number of shares and votes outstanding in the company, LTI 2018 implies, upon exercise of all 1,450,000 warrants in Series 1, Series 2A and Series 2B, a full dilution corresponding to approximately 1.49 per cent of the total number of shares and votes outstanding in the company. In this context, it should be noted that the total number of warrants in Series 2A and Series 2B will not exceed 450,000 warrants which depends on the results from the employee stock options. If all outstanding incentive programmes in the company are included in the calculation, the corresponding maximum level of dilution at the time of the annual general meeting amounts to approximately 5.1 per cent.

Information about Tobii's current incentive programmes is available in the annual report for the financial year 2017, note 8, and on the company's website, www.tobii.com.

The background and rationale for the proposal

The rationale for the proposal is to create opportunities to increase retention and motivation among strategic key employees of the group, and to increase the group's ability to attract top talent to strategic positions. The board of directors considers that the adoption of the incentive programme as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

In accordance with guidelines provided by the board of directors, LTI 2018 has been prepared by the company's management team in consultation with external advisors and has been reviewed by the

remuneration committee held in October 2017 and March 2018 and at the meeting of the board of directors held on 19 March and 4 April 2018 in Danderyd.

Majority Requirement

A resolution to approve LTI 2018 is valid only where supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the Meeting.

Proposal regarding issue of warrants in Series 1 (item 15 (b))

The board of directors proposes that the company shall issue not more than 1,000,000 warrants for subscription of shares, whereby the company's share capital may be increased by not more than SEK 7,256.932345, at full subscription corresponding to approximately 1,03 per cent of the total share capital and the total number of votes in Tobii.

The right to subscribe for warrants for subscription only accrues to the subsidiary Tobii Technology Options AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB. There can be no over-allotment.

Proposal regarding issue of warrants in Series 2A (item 15 (c))

The board of directors proposes that the company shall issue not more than 450,000 warrants for subscription of shares, whereby the company's share capital may be increased by not more than SEK 3,265.619556, at full subscription corresponding to approximately 0.46 per cent of the total share capital and the total number of votes in Tobii.

The right to subscribe for warrants for subscription only accrues to the subsidiary Tobii Technology Options AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB. There can be no over-allotment.

Proposal regarding issue of warrants in Series 2B (item 15 (d))

The board of directors proposes that the company shall issue not more than 450,000 warrants for subscription of shares, whereby the company's share capital may be increased by not more than SEK 3,265.619556, at full subscription corresponding to approximately 0.46 per cent of the total share capital and the total number of votes in Tobii.

The right to subscribe for warrants for subscription only accrues to the subsidiary Tobii Technology Options AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB. There can be no over-allotment.

The annual report, the auditor's report, any complete proposal to the general meeting and the auditor's statement whether the board of directors' guidelines for remuneration to key executives have been applied will not later than on 17 April 2018 be held available at the company's office at Karlsrovägen 2D, 182 53 Danderyd, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.

Danderyd, April 2018
Tobii AB (publ)
The Board of Directors