

The nomination committee of Tobii AB (publ)'s motivated opinion regarding proposals of the board of directors at the annual general meeting 2016

The nomination committee, which was appointed in accordance with the principles established by the annual general meeting on 11 June 2015, consists of Mikael Johnsson (appointed by Amadeus Capital Partners), Mats Lindahl (appointed by the Sixth AP Fund), Örian Odenbro (appointed by the company's founders) and Kent Sander (chairman of the board of directors). The nomination committee has appointed Mikael Johnsson as the nomination committee's chairman.

The nomination committee has met eight times and has had several interactions via e-mail. Particular focus has been given to the board composition and how the board of directors functions as a team. At these meetings and interactions, the nomination committee has discussed the selection process of new board members having the requested additional skills and capabilities. The nomination committee has also evaluated the level of remuneration of the board of directors.

The nomination committee's proposals

The nomination committee makes the following proposals:

- Attorney at law Jesper Schönbeck is proposed to chair the annual general meeting.
- 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.
- That the fees to the board of directors shall amount to SEK 1,725,500 to be allocated with SEK 395,000 to the chairman of the board of directors and SEK 185,000 to each other member of the board of directors. Remuneration for committee work shall be paid with in total a maximum of SEK 220,500, whereof SEK 141,500 shall be allocated to the audit committee (whereof SEK 47,000 to the chairman of the committee and SEK 31,500 to each of the other three 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).
- Auditors' fee is proposed to be on current account.
- Re-election of the members of the board Kent Sander, John Elvesjö, Nils Bernhard, Åsa Hedin and Martin Gren and election of Heli Arantola and Jan Wäreby as new members of the board. Anders Ösund has declined re-election. Kent Sander is proposed to be re-elected as chairman of the board.
- Re-election of the accounting firm PricewaterhouseCoopers AB.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at www.tobii.com and a presentation of the person proposed for election follows below.

Presentation of Heli Arantola

Born 1969.

Education: Doctor (Economic Sciences) from HANKEN Swedish School of Economics and Business Administration.

Experience: Senior Vice President, Head of Strategy and Renewal, at the Fazer Group. Member of the board of directors in S-Bank, member of the innovation committee of the Confederation of

Finnish Industries and member of the Steering Group for Bio-economy within VTT Technical Research Center of Finland. Formerly member of the board of directors in Motiva Oy, Gateau AB and HRM Partners Oy.

Heli Arantola holds no shares in Tobii. Heli Arantola is considered to be independent of the company and its executive management and is also to be considered independent in relation to the company's major shareholders.

Presentation of Jan Wäreby

Born 1956.

Education: MS.c. in E.E. from Chalmers University of Technology.

Experience: Senior Vice President and Head of Group Function Sales & Marketing at Ericsson. Chairman of the board of L M Ericsson International AB and formerly board member at Sony Ericsson Mobile Communications AB. Formerly Senior Vice President and Head of Business Unit Multimedia, and Executive Vice President and Head of Sales and Marketing at Sony Ericsson Mobile Communications. Member of the board of directors in Fingerprint Cards AB.

Jan Wäreby holds no shares in Tobii. Jan Wäreby is considered to be independent of the company and its executive management and is also to be considered independent in relation to the company's major shareholders.

Motivated opinion

The nomination committee has been given a positive impression of the board of directors' work. The nomination committee is of the opinion that the board members complement each other well as regards qualifications and experiences. The number of board members and its composition as regards, *inter alia*, experience of the industry and qualification has been discussed. Moreover, it is the opinion of the nomination committee that diversity and equality perspectives are of significant importance in the board composition. Consequently, the nomination committee has resolved to continue the process to, in a longer perspective, further strengthen the diversity of the board.

Based on the evaluation, the nomination committee proposes that the annual general meeting 2016 re-elects Kent Sander, John Elvesjö, Nils Bernhard, Åsa Hedin and Martin Gren as board members and elects Heli Arantola and Jan Wäreby as new members of the board. The nomination committee has assessed that the proposed seven member strong board, represents adequate competencies and capacity, but will continue to evaluate the need and opportunities to complement the board to further strengthen the board's collective competence. The nomination committee has further resolved to propose that Kent Sander is re-elected as chairman of the board of directors.

Danderyd, April 2016
Tobii AB (publ)
The nomination committee