

Articles of Association for Tobii AB (publ)

(Reg. No. 556613-9654)

Adopted at an extraordinary shareholders' meeting on 9 March 2015.

Note: The English translation is an unofficial translation and in the event of any discrepancies the Swedish language version shall prevail.

1 § Name

The company's name is Tobii AB (publ).

2 § Registered office

The company's registered office shall be in the Stockholm County, Danderyd municipality.

3 § Object of the company's business

The object of the company's business is to conduct research, development and sales of computer software and computer related hardware and any other activities compatible therewith.

4 § Share capital

The company's share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000.

5 § Number of shares

The company shall have at least 50,000,000 and not more than 200,000,000 shares.

6 § Board of directors

The board of directors shall consist of at least three and not more than nine members without deputy members.

7 § Auditor

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, an authorized public accountant or a registered public accounting firm shall be elected.

8 § Notice of shareholders' meeting

Notice of shareholders' meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

9 § Place for shareholders' meetings

The shareholders' meeting shall be held in Danderyd or in Stockholm.

10 § Participation in shareholders' meetings

A shareholder, who wants to participate in a shareholders' meeting must be registered as shareholder in such a transcription or report of the entire share register as referred to in Chapter 7 Section 28 third paragraph of the Swedish Companies Act (2005:551), as regards the fact five weekdays prior to the meeting, and notify the Company not later than on the day specified in the notice of the meeting. The aforementioned day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting. If a shareholder wishes to be joined by counsel (not more than two counsels) at the shareholders' meeting, the number of counsels must be stated in the notice of participation.

11 § Business at annual shareholders' meetings

The following business shall be addressed at annual shareholders' meetings:

- 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) Other matters, which should be resolved by the shareholders' meeting according to the Swedish Companies Act or the company's articles of association.

12 § Opening of the shareholders' meeting

The shareholders' meeting shall be opened, and its discussions led, by the chairman of the board or the person appointed to do so by the board of directors until a chairman is elected.

13 § Financial year

The company's financial year shall be the calendar year (1 January–31 December).

14 § Euroclear company

The Company's shares shall be registered in a central securities depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).