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