



# Articles of Association for Tobii AB (publ)

(Reg. No. 556613-9654)

Proposed to be adopted at the annual general meeting on 12 May 2020.

*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 § Shares

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

Two classes of shares may be issued, ordinary shares and class C shares. The ordinary shares shall carry one vote each and the class C shares shall carry one tenth of a vote each. Shares of either class may be issued up to an amount corresponding to the entire share capital.

Class C shares do not entitle to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and class C shares, against payment other than contribution in kind, owners of ordinary shares and class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (*primary preferential rights*). Shares which are not subscribed for under the primary preferential rights shall be offered to all shareholders for subscription (*subsidiary preferential rights*). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers' pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or class C shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or class C shares, shall have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to preferential rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures, and shall not limit the right to resolve upon an issue with deviation from the shareholders' preferential rights.



In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the articles of association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, after resolution by the company's board of directors, take place through redemption of all class C shares. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per class C share shall be the quota value of such shares.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. *Bolagsverket*) or a court is required, following the receipt of notice that the final and effected decision has been registered.

Class C shares held by the company may, upon decision of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification to the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification been reflected in the central securities depository register.

## 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 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 Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).