

## Tobii AB (publ)

hereby summons to the annual general meeting on Tuesday 18 May 2021.

In order to mitigate the spread of Covid-19, the Board of Directors has decided that the annual general meeting will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties. Tobii welcomes all shareholders to exercise their voting rights at this annual general meeting through advance voting on the basis of temporary statutory rules, according to the procedure set out below. Information on the resolutions passed at the annual general meeting will be published on 18 May 2021, as soon as the result of the voting has been finally confirmed. As a service to Tobii's shareholders, Tobii will arrange a digital Q&A on 18 May 2021 concerning the business year 2020. For further information regarding the Q&A, which formally is separated from the annual general meeting, please refer to the company's website, [www.tobii.com](http://www.tobii.com).

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued annual general meeting, which cannot be conducted solely by way of advance voting. Such continued annual general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so request.

### **Notification of participation**

Shareholders who wish to participate in the annual general meeting must (i) be included in the shareholders' register maintained by Euroclear Sweden AB as of 7 May 2021 and (ii) notify its intention to participate in the annual general meeting no later than 17 May 2021 by casting their advance vote in accordance with the instructions under the heading *Advance voting* below, so that the advance voting form is received by Euroclear Sweden AB no later than that day.

To be entitled to participate in the annual general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the shareholders' register as at 7 May 2021. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed not later than the second banking day after 7 May 2021 are taken into account when preparing the register of shareholders.

### **Advance voting**

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Tobii's website, [www.tobii.com](http://www.tobii.com). The advance voting form is considered as the notification of participation.

The completed voting form must be received by Tobii no later than Monday 17 May 2021. The form may be submitted via e-mail to [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or by post to Tobii AB, Box 743, SE-182 17 Danderyd, Sweden. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed

to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

Further instructions and conditions are included in the form for advance voting.

## Right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen). A request for such information shall be made in writing to Tobii AB (publ), att. Årsstämman, Box 743, SE-182 17 Danderyd, Sweden or via email to [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com), no later than on 8 May 2021. Information relating to such requests will be made available at Tobii AB (publ), Karlsrovägen 2D, SE-182 53 Danderyd, Sweden and on the company's website, [www.tobii.com](http://www.tobii.com), no later than on 13 May 2021. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

## Number of shares and votes

There are, as of the day of this notice, 99,369,972 shares and votes in the company. In addition, the Board of Directors' has resolved to issue not more than 900,000 C shares, corresponding to 90,000 votes, which, as of the day of this notice, have not yet been registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

## Proposed agenda

1. Election of a chairman of the meeting.
2. Election of one or two persons to approve the minutes of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the meeting has been duly convened.
6. Submission of the annual report and the auditors' report and 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 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 CEO from liability.
8. Determination of:
  - a. the number of members of the Board of Directors, and
  - b. the number of auditors.
9. Determination of fees to:
  - a. the Board of Directors, and
  - b. the auditors.
10. Election of the members of the Board of Directors:
  - a. Kent Sander,
  - b. Nils Bernhard,
  - c. Åsa Hedin,
  - d. Heli Arantola,
  - e. Jan Wäreby,
  - f. Charlotta Falvin, and
  - g. Jörgen Lantto.
11. Election of the chairman of the Board of Directors.
12. Election of auditors and, where applicable, deputy auditors.
13. Presentation of the Board of Directors' remuneration report for approval.
14. Proposal for resolution regarding guidelines for executive remuneration.
15. Proposal regarding authorization for the Board of Directors to resolve to issue new shares.

16. Proposal for resolution regarding incentive program 2021.

### **Election of one or two persons to approve the minutes of the meeting (item 2)**

As persons to approve the minutes of the annual general meeting together with the chairman, the Board of Directors proposes Staffan Ringvall (Handelsbanken Fonder), or, if he is prevented, the person instead appointed by the Board of Directors. The task of approving the minutes of the annual general meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list drawn up by the company, based on the annual general meeting's shareholders' register and advance votes received, as verified and recommended by the persons approving the minutes of the annual general meeting.

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

The Board of Directors and the CEO 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 1, 8, 9, 10, 11 and 12)**

The Nomination Committee, appointed in accordance with the principles established by the annual general meeting on 8 May 2018, consists of Jan Andersson (appointed by Swedbank Robur Fonder), Helen Fasth Gillstedt (appointed by the Handelsbanken Fonder), Henrik Tellving (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:

- Jesper Schönbeck, member of the Swedish Bar Association, from Advokatfirman Vinge, or, if he has an impediment to attend, the person proposed by the Nomination Committee, is elected as chairman of the annual general meeting.
- The number of members of the Board of Directors shall be seven (7), with no deputy members (item 8a). The number of auditors shall be one (1) authorized accounting firm (item 8b).
- That the fees to the Board of Directors shall amount to SEK 2,150,000 to be allocated with SEK 650,000 to the chairman of the Board of Directors and SEK 250,000 to each other member of the Board of Directors not employed by the company. Remuneration for committee work shall be paid with a maximum total of SEK 319,000, whereof SEK 240,000 shall be allocated to the audit committee (whereof SEK 120,000 to the chairman of the committee and SEK 60,000 to each of the other two members) and SEK 79,000 to the Compensation Committee (whereof SEK 37,000 to the chairman of the committee and SEK 21,000 to each of the other two members) (item 9a).
- Auditors' fee is proposed to be as per approved current account (item 9b).
- Re-election of the members of the Board of Directors Kent Sander, Nils Bernhard, Åsa Hedin, Heli Arantola, Jan Wäreby, Charlotta Falvin and Jörgen Lantto (items 10a-g). Mårten Skogö has declined re-election. Kent Sander is proposed to be re-elected as chairman of the Board of Directors (item 11).
- Re-election of the accounting firm PricewaterhouseCoopers AB. The proposal corresponds to the audit committee's recommendation (item 12).

Information on the members of the Board of Directors proposed for re-election is available at [www.tobii.com](http://www.tobii.com).

## **Proposal for resolution regarding guidelines for executive remuneration (item 14)**

The Board of Directors proposes that the annual general meeting resolves to adopt the following guidelines for executive remuneration.

The company's group management, including the CEO, fall within the provisions of these guidelines. To the extent a board member conducts work for the company, in addition to the board work, consulting fees and other compensation for such work may be paid. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2021. These guidelines do not apply to any remuneration decided or approved by the general meeting.

### *The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

Tobii's mission is to improve the world with technology that understands human attention and intent. To address the great number of uses for eye tracking within diverse industries with different customer needs and different stages of market development, Tobii's business is based on independent operating units. Each of Tobii's three business units is run by CEOs with their own management teams and include business-critical functions. Strategy and targets are set at the business unit level based on the market conditions within each field. For more information regarding the company's business strategy, please see <https://www.tobii.com/group/>.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Long-term share-related incentive plans have been implemented in the company. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines. The long-term share-related incentive plan proposed by the Board of Directors and submitted to the annual general meeting 2021 for approval is excluded for the same reason. The incentive plans include, among others, the CEO and group management in the company. The outcome of the plans are directly linked to the company's share price development and thereby to the company's long-term value creation. For more information regarding these incentive plans, please see <https://www.tobii.com/group/>.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

### *Types of remuneration, etc*

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The variable cash remuneration may amount to not more than 100 per cent of the total fixed cash salary under the measurement period for such criteria. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 per cent

of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Compensation Committee.

Pension benefits, including health insurance (Sw: *sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than 10 per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines. Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 50 per cent of the fixed annual cash salary.

#### *Termination of employment*

The notice period may not exceed six months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the fixed cash salary for one year. The period of notice may not exceed six months without any right to severance pay when termination is made by the executive.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions and be paid during the time the non-compete undertaking applies, however not for more than 24 months following termination of employment.

#### *Criteria for awarding variable cash remuneration, etc.*

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The objectives for the CEO are determined annually by the Board of Directors' Compensation Committee with the intention to align the objectives with the company's business strategy and performance targets. The objectives for the other members of the group management who fall within the provisions of these guidelines are determined annually by the CEO, in accordance with these guidelines and based on more detailed frameworks as established by the Board of Directors' Compensation Committee.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be determined when the measurement period has ended. The Compensation Committee is responsible

for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation.

### *Salary and employment conditions for employees*

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Compensation Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### *The decision-making process to determine, review and implement the guidelines*

The Board of Directors has established a Compensation Committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Compensation Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the Compensation Committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### *Derogation from the guidelines*

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Compensation Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

### *Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration*

The Compensation Committee and the Board of Directors has resolved to propose adjustments to the company's remuneration guidelines, entailing that the variable cash remuneration to the CEO may amount to not more than 100 per cent of the total fixed cash salary under the relevant measurement period. This is the level that according to the guidelines already previously applies to other senior executives. In addition, some minor non-material adjustments of the remuneration guidelines are proposed. During 2020, neither the Compensation Committee nor the Board of Directors received any comments or questions from the shareholders on the remuneration guidelines adopted at the annual general meeting on May 12, 2020.

## **Resolution regarding authorization for the Board of Directors to resolve to issue new shares (item 15)**

The Board of Directors proposes that the meeting authorizes the Board of Directors to resolve to issue 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 percent. The purpose of the authorization is to increase the financial flexibility of the company and the acting scope of the Board of Directors as well as to potentially broaden the shareholder base.

## **Proposal for resolution regarding incentive program 2021 (item 16)**

The Board of Directors proposes that the annual general meeting resolves to implement a new long-term incentive program for employees and consultants with similar terms and conditions as permanent employees within the Tobii group ("**LTI 2021**") in accordance with the below. LTI 2021 is proposed to include not more than 140 persons within the Tobii group.

### ***Proposal for resolution to adopt LTI 2021***

#### *The program in brief*

LTI 2021 is proposed to include the CEO of the group and each division, respectively, other senior executives and selected other employees and long-term consultants with similar terms and conditions of employment, meaning that LTI 2021 is proposed to include a maximum of 140 individuals within the Tobii group. The participants will be given the opportunity to receive ordinary shares ("**Performance Shares**") in accordance with the terms and conditions set out below.

Within the scope of LTI 2021, the company will allot participants stock units, entailing the right to, subject to certain conditions being met, receive a Performance Share free of charge ("**Stock Units**").

The vesting conditions specified below applies to all participants. For Swedish participants, regardless of the participant category to which a participant belongs, a rate of return condition also applies as specified below. In addition, for Swedish participants in participation category 1 and 2 (see further under the heading *Assignment*) performance conditions applies as specified below.

#### *Vesting condition*

The last date for allotment of Stock Units pursuant to LTI 2021 shall be the day before the annual general meeting in Tobii 2022. The allocated Stock Units will vest in three annual instalments during the period from the start of LTI 2021 and up to and including 31 May 2025. One third (1/3) of the allocated Stock Units shall be deemed vested on each of 31 May 2023, 2024 and 2025, respectively (each a "**Vesting Date**"). For Swedish participants in participation category 1 and 2 the allotted Stock Units shall instead be deemed vested on 31 May 2025 (with certain exceptions where the time for vesting may be accelerated for so-called *good leavers*) which will thus be the relevant Vesting Date for these participants.

Stock Units will vest provided that the participant, with certain exceptions, from the start of LTI 2021 for each participant up to and including the respective Vesting Date, is still employed within the Tobii group.

#### *Rate of return condition*

In addition to the requirement of the participant's continued employment in accordance with the above, the final number of Performance Shares for the Swedish participants, respectively, shall also be conditional on that the total shareholder return (*Total Shareholder Return, TSR*), including increase in share price plus reinvestment of any dividends, on Tobii's ordinary share is positive through the applicable Vesting Date (each, a "**Vesting Period**"). The development of the share price is measured relative to a share price of SEK 58.36, which is the volume-weighted share price during the period from 1 January 2021 to 9 April 2021.

In the event that the total shareholder return for the company's ordinary share is negative during a Vesting Period, the Stock Units that are subject to vesting during such Vesting Period will not vest. Any such Stock Units will instead be eligible to vest at a later Vesting Date if the total shareholder return for the company's ordinary share during a later Vesting Period is positive.

## *Performance conditions*

For Swedish participants in participation category 1 and 2, business-related performance conditions applies that are linked to the business area in which each participant is employed within or at group level as regards Tobii's group management, including the CEO. The performance conditions will be clear, measurable and set to reflect a fundamental value growth for the business. The Board of Directors is responsible for determining the detailed performance conditions and the outcome of the performance conditions will be reported in connection with the reporting of the outcome of LTI 2021.

## *The Stock Units*

The Stock Units shall, in addition to what is set out above, be governed by the following terms and conditions:

- The Stock Units are allotted free of charge no later than the day before the annual general meeting in Tobii 2022.
- The Stock Units may not be transferred or pledged.
- In order to align the interests of the participants and the shareholders', the company will also compensate the participants for dividends paid by recalculating the number of Performance Shares that each unvested Stock Unit entitle to after the Vesting Period.
- For some participation categories additional conditions apply in accordance with the above.

## *Allotment*

The participants are divided into three categories; *the CEO of the group and each division, respectively, Other senior executives* and *Other participants*. The number of Stock Units a participant may be allocated is subject to which category such participant belongs. The allocation within each category is illustrated in the table below.

Category	Maximum number of participants	Maximum number of Stock Units	Maximum number of Stock Units per participant
CEO of the group and each division, respectively (Category 1)	4	180,000	60,000
Other senior executives (Category 2)	25	250,000	30,000
Other participants (Category 3)	120	250,000	10,000

In total, a maximum of 500,000 Stock Units may be allocated to the participants in LTI 2021. Thus, the above described maximum number of Stock Units may not be allocated in all categories and the table above only describe the maximum outcome for each category but in total no more than a maximum of 500,000 Stock Units will be allocated under LTI 2021. Stock Units can be issued by the company or other group companies.

### *Delivery of ordinary shares*

Participants whose Stock Units have vested in accordance with the vesting conditions above will receive Performance Shares within 90 days after each Vesting Date.

### *Preparation of the proposal, design and administration*

The Board of Directors shall be responsible for preparing the detailed design and administration of LTI 2021, subject to the stipulated terms and guidelines, including provisions on recalculation in the event of changes in Tobii's capital structure such as an in-between bonus issue, reverse share split, share split, rights issue and/or similar events. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. If significant changes in the Tobii group or in its environment would result in a situation where the adopted terms and conditions for allocation and vesting of Stock Units pursuant to LTI 2021 no longer are appropriate, the Board of Directors shall be entitled to make other adjustment including, among other changes, that adjustments may be decided with respect to the terms and conditions for measuring the Performance Conditions applicable to some participation categories as stated above. Prior to the Board of Directors' determination of the vesting and settlement in accordance with the terms and conditions for the Stock Units, the Board of Directors shall assess if the outcome of LTI 2021 is reasonable. This assessment is made in relation to the company's financial result and position, the conditions on the stock market and in general. If the Board of Directors, in its assessment, deems that the outcome is unreasonable, the Board of Directors shall decrease the number of ordinary shares allocated.

### *Receiving Performance Shares under LTI 2021 and hedging arrangements*

The Board of Directors has considered different methods for transfer of ordinary shares to participants who have been allocated Stock Units in order to implement LTI 2021 in a cost-effective and flexible manner. The Board of Directors has found the most cost-effective alternative to be, and thus proposes that the annual general meeting resolves (a) to authorise the Board of Directors to resolve on a directed share issue of not more than 600,000 class C shares to the participating bank, of which not more than 100,000 class C shares may be issued to secure social contributions arising as a result of LTI 2021 and (b) to authorise the Board of Directors to resolve on the repurchase of all issued class C shares in accordance with the below.

Following conversion of the class C shares to ordinary shares, the ordinary shares are intended to be both transferred to LTI 2021 participants as well as sold in the market in order to cover the cash-flow related to social contribution costs associated with LTI 2021. For this purpose, the Board of Directors proposes that the annual general meeting resolves (c) to transfer not more than 500,000 ordinary shares free of charge to participants in accordance with LTI 2021 and that not more than 100,000 ordinary shares may be sold to cover social contribution costs arising as a result of LTI 2021.

## *Costs and effects on key ratios*

Assuming a share price of SEK 60 at the time of allocation and a maximum outcome for LTI 2021 and an average annual increase in the share price of 10 per cent, the cost, including estimated charges for social contributions, is estimated to amount to approximately SEK 32.8 million during the full four-year period. The cost corresponds to approximately 3.8 per cent of the payroll expense for the Tobii group 2020. The aggregated maximum cost for the company depends on the development in value of the Tobii share price. The Market Value of the Stock Units is calculated to be SEK 22 million. The market value has been determined by Optio Incentives and is calculated according to a so-called Monte Carlo-simulation.

LTI 2021 will be reported in accordance with IFRS 2, which means that the Stock Units will be expensed as personnel costs and accrued over the Vesting Period.

Given the above assumptions regarding scope and costs, and that LTI 2021 was introduced in 2019 instead, it is estimated that the key figure earnings per share for the financial year 2020 would have decreased from SEK -1.36 to approximately SEK -1.43.

## *Dilution of existing shares and votes*

Upon maximum allotment of Performance Shares, up to 500,000 ordinary shares may be allocated to participants pursuant to LTI 2021, and 100,000 ordinary shares may be used to secure social contributions arising as a result of LTI 2021, which would entail a maximum dilution effect of approximately 0.6 per cent of the existing number of shares in the company. If all outstanding incentive programs in the company are included in the calculation, the maximum dilution amounts 4.2 per cent.

Information about Tobii's current incentive programs is available in the annual report for the financial year 2020, note 8, and on the company's website, [www.tobii.com](http://www.tobii.com).

## *Authorisation for the Board of Directors to issue new class C shares*

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2022 on one or more occasions, to increase the company's share capital by not more than SEK 4,354.16 by the issue of not more than 600,000 class C shares, each with a quota value of SEK 0.0073. With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to participants under the long-term incentive program, as well as to secure potential social contributions arising as a result of LTI 2021.

## *Authorisation for the Board of Directors to repurchase class C shares*

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2022, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure

delivery of Performance Shares under LTI 2021 and to secure possible social contributions arising as a result of LTI 2021.

### *Decision to transfer own ordinary shares*

The Board of Directors proposes that the annual general meeting resolves that class C shares that the company acquires based on the authorisation to repurchase class C shares in accordance with the above, may, following the re-classification into ordinary shares, be transferred free of charge to participants of LTI 2021 in accordance with the adopted terms and conditions in order to secure possible social contributions arising as a result of LTI 2021.

The Board of Directors therefore proposes that the annual general meeting resolves that not more than 500,000 ordinary shares may be transferred to participants in accordance with the terms and conditions of LTI 2021 and that not more than 100,000 ordinary shares shall be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of LTI 2021. The number of shares to be transferred is subject to re-calculation in the event of an in-between bonus issue, reverse share split, share split, rights issue and/or similar measures.

### *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 and consultants with similar terms and conditions of employment in the group, and to increase the group's ability to attract top talents to strategic positions. The Board of Directors considers that the adopting of the incentive program as described above is in the favor of the group and the shareholders in the company. LTI 2021 has been designed so that the program includes both current and future members of the executive management, other employees and consultants with similar terms and conditions of employment. LTI 2021 also rewards employees' and consultants with similar terms and conditions of employment continued loyalty and thus the long-term value growth of the company. After these considerations, the Board of Directors considers that LTI 2021 will have a positive effect on the future development of the Tobii group and will consequently be beneficial for both the company and its shareholders.

### *Preparation of the proposal*

In accordance with guidelines provided by the Board of Directors, LTI 2021 has been prepared by the company's Compensation Committee, group management and external advisors and has been reviewed at the meeting of the Board of Directors held on 14 April 2021.

### *Majority requirement*

A resolution to approve LTI 2021 is valid only where supported by shareholders holding not less than nine-tenths (9/10) of both the shares voted and of the shares represented at the general meeting.

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### **Majority requirement**

A resolution in accordance with item 15 requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting. A resolution in accordance with item 16 above requires approval of at least nine-tenths (9/10) of the shares represented and votes cast at the general meeting.

## **Other**

The annual report, the auditor's report, the remuneration report and the auditor's statement whether the Board of Directors' guidelines for remuneration to executive management have been applied will not later than on 27 April 2021 be held available at Tobii AB (publ), Reg. No. 556613-9654, with registered office in Danderyds kommun, address Karlsrovägen 2D, 182 53 Danderyd, Sweden, and on the company's website, [www.tobii.com](http://www.tobii.com), and will be sent to the shareholders who so request and inform the company of their postal address. The Nomination Committee's full proposal and motivated statement is available on the above mentioned address and website.

## **Processing of personal data**

For information on how your personal data is processed, please see the integrity policy that is available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

Danderyd, April 2021  
**Tobii AB (publ)**  
*The Board of Directors*