

Tobii AB (publ)

hereby summons to the annual general meeting on Wednesday 25 May 2022.

The annual general meeting will be carried out through advance voting (postal voting) only pursuant to temporary legislation and Tobii welcomes all shareholders to exercise their voting rights at this annual general meeting through advance voting according to the procedure set out below.

Information on the resolutions passed at the annual general meeting will be published on 25 May 2022, as soon as the result of the voting has been finally confirmed.

Notification of participation

Shareholders who wish to participate in the annual general meeting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 17 May 2022 and (ii) notify its intention to participate in the annual general meeting no later than 24 May 2022 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 Tobii 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 17 May 2022. 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 17 May 2022 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 (2022:121) 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. The advance voting form is considered as the notification of participation.

The completed voting form must be received by Tobii no later than Tuesday 24 May 2022. The form may be submitted via e-mail to generalmeeting@tobii.com or by post to Tobii AB (publ), att. AGM, 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. AGM, Box 743, SE-182 17 Danderyd, Sweden or via email to generalmeeting@tobii.com, no later than on 15 May 2022. 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, no later than on 20 May 2022. 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, a total number of 106,473,603 shares in Tobii AB, whereof 105,659,603 ordinary shares and 814,000 Class C shares, corresponding to a total of 105,741,003 votes in the company.

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, and
 - 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. Heli Arantola,
 - b. Mats Backman,
 - c. Henrik Eskilsson,
 - d. Charlotta Falvin,
 - e. Jörgen Lantto,
 - f. Per Norman, and
 - g. Jan Wäreby.
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 regarding authorisation for the Board of Directors to resolve to issue new shares.
15. Proposal for resolution regarding incentive program 2022.
16. Proposal for resolution on transfer of own shares issued and repurchased under incentive program originally adopted in 2020.
17. Proposal for resolution regarding guidelines for executive remuneration.

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 Helen Fasth Gillstedt (Handelsbanken Fonder), or, if she 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 Handelsbanken Fonder), Henrik Tellving (appointed by the company's founders) and Kent Sander (chairman of the Board of Directors). The Nomination Committee has appointed Helen Fasth Gillstedt 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 (item 1).
- 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) authorised accounting firm (item 8b).
- That the fees to the Board of Directors shall amount to SEK 2,285,000 (2,150,000) to be allocated with SEK 725,000 (650,000) to the chairman of the Board of Directors and SEK 260,000 (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 330,000 (319,000), whereof SEK 240,000 (240,000) shall be allocated to the audit committee (whereof SEK 120,000 (120,000) to the chairman of the committee and SEK 60,000 (60,000) to each of the other two members) and SEK 90,000 (79,000) to the Compensation Committee (whereof SEK 40,000 (37,000) to the chairman of the committee and SEK 25,000 (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 Heli Arantola, Henrik Eskilsson, Charlotta Falvin, Jörgen Lantto and Jan Wäreby (items 10a-e). Kent Sander and Nils Bernhard has declined re-election. Election of Mats Backman and Per Norman as new members of the Board of Directors (items 10f-g). Per Norman is proposed to be elected as chairman of the Board of Directors (item 11).

Mats Backman

Mats Backman was born in 1968 and has a master's degree in economics. He is currently a board member of Gränges AB and has held CFO-roles in Sandvik, Autoliv, Veoneer and Trustly.

Per Norman

Per Norman is a civil engineer, born in 1964. Today he is a consultant and board employee. Per has previously held various positions within the Modern Times Group, including CEO of Boxer TV

Access and Mr Green. He is currently Chairman of the Board of Leo Vegas, Holm Securities and Learnster. He also sits on the Board of Sveriges Television and GHLF Group.

- Re-election of the accounting firm PricewaterhouseCoopers AB. The proposal corresponds to the audit committee's recommendation (item 12).

Information on the proposed members of the Board of Directors is available at www.tobii.com.

Resolution regarding authorisation for the Board of Directors to resolve to issue new shares (item 14)

The Board of Directors proposes that the meeting authorises 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 authorisation 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 2022 (item 15)

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 2022") in accordance with the below.

Proposal for resolution to adopt LTI 2022

The program in brief

LTI 2022 is proposed to include the executive management team (including the CEO), the extended management team and other selected employees and long-term consultants with similar terms and conditions of employment, meaning that LTI 2022 is proposed to include a maximum of 180 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 2022, 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 under the heading *Vesting condition for all participants* below applies to all participants. In addition, for participants in category 1 (the CEO) and category 2 (other members of the executive management team and the extended management team) a condition related to total shareholder return specified under the heading *Condition related to total shareholder return for participants in category 1 and 2* below will apply and for Swedish participants in category 3 (other participants) a different condition related to total shareholder return specified under the heading *Condition related to total shareholder return for Swedish participants in category 3* below will apply.

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 2022 has been designed so that the program includes both current and potential future members of the executive management, other employees and consultants with similar terms and conditions of employment. LTI 2022 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 2022 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.

Vesting condition for all participants

The last date for allotment of Stock Units pursuant to LTI 2022 shall be the day before the annual general meeting in Tobii 2023. The allocated Stock Units will vest in three annual instalments during the period from the start of LTI 2022 and up to and including 31 May 2026. One third (1/3) of the allocated Stock Units shall be deemed vested on each of 31 May 2024, 2025 and 2026, respectively (each a **"Vesting Date"**). Stock Units will vest provided that the participant, with certain exceptions, from the start of LTI 2022 for each participant up to and including the respective Vesting Date, is still employed within the Tobii group.

Condition related to total shareholder return for participants in category 1 and 2

In addition to the requirement of the participant's continued employment in accordance with the above, the final number of Performance Shares for the participants in category 1 and 2, respectively, shall also be conditional on that the annual total shareholder return ("**Total Shareholder Return**" or "**TSR**"), including increase in share price plus reinvestment of any dividends, on Tobii's ordinary share is not less than an increase of 5 per cent of the volume-weighted average share price during the 10 trading days immediately preceding the allotment of the participant's respective Stock Units at the applicable Vesting Date (each, a **"Vesting Period"**).

In the event that the Total Shareholder Return for the company's ordinary share is less than the above described level 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 not less than the above described level. If the Total Shareholder Return for the company's ordinary share is higher than the above described level during for example the first Vesting Period, but lower during for example the second and/or third Vesting Period, Stock Units will still vest if the Total Shareholder Return for the company's ordinary share during a later Vesting Period, or in total for the duration of LTI 2022, is not less than the above described level.

Condition related to total shareholder return for Swedish participants in category 3

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 in category 3, respectively, shall also be conditional on that the Total Shareholder Return on Tobii's ordinary share is positive through the applicable Vesting Period. The development of the share price is measured relative to the volume-weighted average share price during the 10 trading days immediately preceding the allotment of the participant's respective Stock Units.

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.

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 2023.
- 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.
- Additional conditions apply for certain participants in accordance with the above.

Allotment

The participants are divided into three categories; the CEO (category 1), other members of the executive management team and the extended management team (category 2) and other participants (category 3). 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 (Category 1)	1	110,000	110,000
Other members of the executive management team and the extended management team (Category 2)	22	210,000	35,000
Other participants (Category 3)	157	515,000	35,000

In total, a maximum of 835,000 Stock Units may be allocated to the participants in LTI 2022.

Preparation of the proposal, design and administration

In accordance with guidelines provided by the Board of Directors, LTI 2022 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 6 April 2022.

The Board of Directors shall be responsible for preparing the detailed design and administration of LTI 2022, subject to the stipulated terms and guidelines, including provisions on recalculation in the event of changes in Tobii's capital structure such as a 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 2022 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 2022 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.

Costs and effects on key ratios

Assuming a share price of SEK 35 at the time of allocation and a maximum outcome for LTI 2022 and an average annual increase in the share price of 5 per cent, the cost, including estimated charges for social contributions, is estimated to amount to approximately SEK 28 million during the full four-year period. The cost corresponds to approximately 5.6 per cent of the payroll expense for the Tobii group 2021. 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 21.5 million. The market value has been determined by Novare Pay and is calculated according to a so-called Monte Carlo-simulation. LTI 2022 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 2022 was introduced in 2020 instead, it is estimated that the key figure earnings per share for the financial year 2021 would have decreased from SEK 31.36 to approximately SEK 31.29.

Dilution of existing shares and votes

Upon maximum allotment of Performance Shares, up to 835,000 ordinary shares may be allocated to participants pursuant to LTI 2022, and 230,000 ordinary shares may be used to secure social contributions arising as a result of LTI 2022, which would entail a maximum dilution effect of approximately 1 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 5.6 per cent.

Information about Tobii's current incentive programs is available in the annual report for the financial year 2021, note 8, and on the company's website, www.tobii.com.

Delivery of Performance Shares and hedging arrangements

To ensure the delivery of shares under LTI 2022, the Board of Directors proposes, as set out below, that the annual general meeting resolves to authorise the Board to resolve on a directed issue of class C shares to a participating bank and to authorise the Board of Directors to subsequently resolve to repurchase the class C shares from the participating bank. The issued class C shares will then be held by the company and thereafter the appropriate number of class C shares will be reclassified into ordinary shares and subsequently be delivered to the participants in LTI 2022, as well as Tobii's other outstanding equity-based incentive programs, as well as sold in the market in order to cover the cash-flow related to social contribution costs associated with LTI 2022, as well as Tobii's other outstanding equity-based incentive programs.

For this purpose, the Board of Directors proposes, as set out below, that the annual general meeting resolves to transfer not more than 2,135,259 ordinary shares free of charge to participants in

accordance with LTI 2022, as well as Tobii's other outstanding equity-based incentive programs, and that not more than 503,086 ordinary shares may be sold to ensure the company's undertakings, including social security costs in connection with delivery of shares to the participants in LTI 2022, as well as Tobii's other outstanding equity-based incentive programs. The reason for having the resolutions on transfer and sale of own common also comprise other outstanding equity-based incentive programs and the class C shares already issued and the class C shares which may be issued based on existing and proposed authorisations, amounting to no more than 2,638,345 class C shares, is to provide flexibility going forward. This could for example be needed should an increased number of shares be required under one or more incentive programs due to, for example, recalculations made following changes in Tobii's capital structure such as share split, rights issue and/or similar events.

Authorisation 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 2023, to increase the company's share capital by not more than SEK 7,728.6345 by the issue of not more than 1,065,000 class C shares, each with a quota value of approximately SEK 0.007257. With disapplication of the shareholders' preferential rights, a 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 disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of ordinary shares to participants and to cover cash payments, social contributions and/or other costs arising as a result of LTI 2022.

Authorisation to resolve to repurchase own 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 2023, to repurchase its own class C shares. The repurchase may only be effected through a public offer directed to all holders of class C shares and shall comprise all outstanding class C shares. The purchase may be effected at a purchase price corresponding to the quota value of the share. Payment for the class C shares shall be made in cash. The purpose of the repurchase is to ensure the delivery of ordinary shares under LTI 2022.

Resolution on the transfer of own ordinary shares

The Board of Directors proposes that the annual general meeting resolves that class C shares that the company purchases by virtue of the authorisation to repurchase its own class C shares in accordance with what is set out under the heading *Authorisation to resolve to repurchase own class C shares* above, following reclassification into ordinary shares, may be transferred to participants in LTI 2022, as well as Tobii's other outstanding equity based incentive programs, or sold on Nasdaq Stockholm as set out under the heading *Authorisation to resolve on the sale of own ordinary shares* below.

The Board of Directors proposes that the annual general meeting resolves that a maximum of 2,135,259 ordinary share may be transferred to participants in accordance with the terms of LTI 2022, as well as Tobii's other outstanding equity-based incentive programs.

Authorisation to resolve on the sale of own ordinary shares

The Board of Directors proposes that the annual general meeting authorises the Board of Directors to resolve, on one or more occasions, for the period up until the annual general meeting 2023, to sell ordinary shares on Nasdaq Stockholm. The number of ordinary shares to be sold may not exceed the number of ordinary shares that the company holds at the point in time of the Board of Directors' resolution. Sale of ordinary shares may only be in consideration of cash payment at a price within the

share price interval registered at that time, meaning the interval between the highest purchase price and the lowest selling price.

The purpose of the authorisation is to ensure the company's undertakings, including to cover cash payments, social contributions and/or other costs arising as a result of LTI 2022, as well as Tobii's other outstanding equity-based incentive programs, in connection with delivery of shares to the participants in the mentioned incentive programs.

Proposal for resolution on transfer of own shares issued and repurchased under incentive program originally adopted in 2020 (item 16)

The extraordinary general meeting held 25 October 2021 resolved to amend certain existing hedging arrangements related to Tobii's outstanding long-term incentive programs based on stock units originally adopted at the annual general meeting held 12 May 2020 as well as to authorise the Board of Directors to resolve to issue new class C shares to hedge the program in light of the recalculations made following the separation between Tobii and Tobii Dynavox AB. The incentive program originally adopted at the annual general meeting in 2020 and thereafter exchanged at the extraordinary general meeting held 25 October 2021 is hereafter referred to as "**LTI 2020**".

The class C shares issued as hedge for LTI 2020 may under the current authorisation be used to deliver shares to participants and to cover social contributions and Tobii has identified it as beneficial to be able to use the issued class C shares to also cover the payment of any cash payments arising due to the restricted synthetic stock units outstanding under LTI 2020.

The Board of Directors therefore proposes that the annual general meeting resolves that class C shares, that the company has acquired based on the authorisations to repurchase class C shares in accordance with the resolutions of the extraordinary general meeting held 25 October 2021 (including the resolutions referred to in such resolutions) to hedge LTI 2020 may, following the re-classification into ordinary shares, in addition to be transferred free of charge to participants of the LTI 2020 in accordance with the adopted terms and conditions for each program, respectively, and in order to secure possible social contributions as resolved at the extraordinary general meeting held 25 October 2021, also be transferred to secure cash payments arising as a result of LTI 2020. The Board of Directors proposes that the annual general meeting resolves that not more than 437,254 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 and cash payments arising as a result of LTI 2020 in accordance with the terms and conditions. The number of shares to be transferred is subject to re-calculation in the event of a bonus issue, reverse share split, share split, rights issue and/or similar measures.

Proposal for resolution regarding guidelines for executive remuneration (item 17)

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 2022. 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. For more information regarding the company's business strategy, please see www.tobii.com.

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 2022 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 www.tobii.com.

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 to 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 introductory section regarding the guidelines' promotion of the company's business strategy, long-term interests and sustainability is adjusted to reflect the distribution of the previous subsidiary Tobii Dynavox with the related business. During 2021, 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 2021.

Majority requirement

A resolution in accordance with item 14 require 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 15 and 16 above require approval of at least nine-tenths (9/10) of the shares represented and votes cast at the general meeting.

Authorisation

The Board of directors, or the person that the Board of Directors appoints, shall be authorised to make the minor adjustments in the annual general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden.

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 4 May 2022 be held available at Tobii AB (publ), with registered office in Danderyds kommun, address Karlsrovägen 2D, 182 53 Danderyd, Sweden, and on the company's website, 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. Tobii's corporate registration number is 556613-9654.

**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.

Danderyd, April 2022

Tobii AB (publ)

The Board of Directors

Tobii AB (publ)
Box 743
SE-182 17 Danderyd
Sweden

phone: +46 8 663 69 90
fax: +46 8 30 14 00
www.tobii.com