

## Tobii AB (publ)

**hereby summons to the annual general meeting on Wednesday 28 May 2025 at 10:00 CEST at Tobii's head office, Karlsrovägen 2D, SE-182 53 Danderyd, Sweden.**

### **Registration and 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 Tuesday 20 May 2025 and (ii) notify its intention to participate in the annual general meeting no later than Thursday 22 May 2025. The notification shall be via e-mail: [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or in writing to Tobii AB (publ), att. Carolina Haglund Strömlid, Box 743, SE-182 17 Danderyd, Sweden. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants.

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 of Tuesday 20 May 2025. 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 no later than Thursday 22 May 2025 are taken into account when preparing the register of shareholders.

### **Advance voting**

The shareholders may exercise their voting rights at the annual general meeting by voting in advance, so-called postal voting in accordance with Tobii's Articles of Association. A special form shall be used for advance voting. The form is available on Tobii's website, <https://corporate.tobii.com/>. A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Registration and notification of participation* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

The completed voting form must be received by Tobii no later than Thursday 22 May 2025. The form may be submitted via e-mail to [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or in writing to Tobii AB (publ), att. Carolina Strömlid, 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.

### **Proxy etc.**

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number

of shares each representative is entitled to vote for. The proxy is valid for one year from the issuance or the longer period of validity stated in the proxy, however not more than five years from the issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents, evidencing the authority to issue the proxy, shall be enclosed. The power of attorney in original and, where applicable, the registration certificate, should be submitted to the company by mail at the address set forth above well in advance of the annual general meeting. A proxy form is available on the company's website, <https://corporate.tobii.com/>, and will also be sent to shareholders that so request and inform the company of their postal address.

## **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*).

## **Number of shares and votes**

There are, as of the day of this notice, a total number of 236,572,792 shares in Tobii AB (publ), whereof 233,680,462 ordinary shares and 2,892,330 class C shares, corresponding to a total of 233,969,695 votes. The company's own holding of shares amounts to 0 ordinary shares and 2,892,330 class C shares.

## **Proposed agenda**

1. Opening of the annual general meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes of the meeting.
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 the number of members of the Board of Directors and the number of auditors.
9. Determination of fees to the Board of Directors and the auditors.
10. Election of the members of the Board of Directors.
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. Resolution regarding authorisation for the Board of Directors to resolve to issue new ordinary shares.
15. Closing of the annual general meeting.

## **Proposal regarding allocation of the company's profits or losses in accordance with the adopted balance sheet (item 7b)**

The Board of Directors propose that the company's results shall be carried forward and thus no dividend will be distributed.

## **Proposal regarding election of chairman of the meeting, determination of the number of members of the Board of Directors and the number of auditors, determination of the fees to**

## **the Board of Directors and the auditors and election of members of the Board of Directors, chairman of the Board of Directors and auditors (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 Márten Skogö, Henrik Eskilsson and John Elvesjö, who represent their own holdings, and chairman of the Board of Directors Per Norman. The Nomination Committee has appointed Márten Skogö as the Nomination Committee's chairman. The Nomination Committee proposes that:

- Rikard Lindahl, 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 elected by the general meeting shall be five (5), with no deputy members and that the number of auditors shall be one (1) authorised accounting firm (item 8).
- The fees to the Board of Directors are proposed to remain at the same level as the previous year. The fees to the Board of Directors shall amount to SEK 2,580,000 (2,580,000) to be allocated with SEK 790,000 (790,000) to the chairman of the Board of Directors and SEK 280,000 (280,000) 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 390,000 (390,000), whereof SEK 290,000 (290,000) shall be allocated to the audit committee (whereof SEK 170,000 (170,000) to the chairman of the committee and SEK 60,000 (60,000) to each of the other two members) and SEK 100,000 (100,000) to the Compensation Committee (whereof SEK 50,000 (50,000) to the chairman of the committee and SEK 25,000 (25,000) to each of the other two members) and that the auditors' fee is proposed to be as per approved current account (item 9).
- Re-election of the members of the Board of Directors John Elvesjö, Henrik Eskilsson, Charlotta Falvin, Carl Mellander and Per Norman (item 10). Per Norman is proposed to be re-elected as chairman of the Board of Directors (item 11).
- Election of the accounting firm Öhrlings 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 <https://corporate.tobii.com/>.

## **Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new ordinary shares (item 14)**

The Board of Directors proposes that the annual general meeting authorises the Board of Directors to resolve to issue new ordinary 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 Company's shareholder base.

### **Majority requirement**

A resolution in accordance with item 14 above require approval of at least two thirds (2/3) 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 and sustainability report, the auditor's report, the remuneration report and the auditor's statement regarding whether the Board of Directors' guidelines for remuneration to executive management have been applied will not later than on Wednesday 7 May 2025 be held available at Tobii AB (publ), with registered office in Danderyds kommun, address Karlsrovägen 2D, SE-182 53 Danderyd, Sweden, and on the company's website, <https://corporate.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 <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have questions regarding our processing of your personal data, you can contact us by emailing [carolina.stromlid@tobii.com](mailto:carolina.stromlid@tobii.com).

Danderyd, April 2025  
**Tobii AB (publ)**  
*The Board of Directors*