



N.B. The English text is an in-house translation.

Documents to Tobii AB's (publ) extraordinary general meeting Monday 25 October 2021

1. The Board of Directors' statement pursuant to Chapter 18 Section 4 of the Swedish Companies Act
2. The Board of Directors' statement pursuant to Chapter 18 Section 6 and Chapter 19 Section 24 of the Swedish Companies Act
3. The auditor's statement pursuant to Chapter 18 Section 6 and Chapter 19 Section 24 of the Swedish Companies Act
4. The Board of Directors' statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act

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



The Board of Directors' statement pursuant to Chapter 18 Section 4 of the Swedish Companies Act

The Board of Directors of Tobii AB ("**Tobii**" or the "**Company**") has proposed that the extraordinary general meeting to be held on 25 October 2021 resolves to distribute all common shares in the wholly-owned subsidiary Tobii Dynavox AB, reg. no. 556914-7563 ("**Tobii Dynavox**"), to Tobii's shareholders of common shares. The Board of Directors further proposes that the extraordinary general meeting authorises the Board of Directors of Tobii AB to determine the record date for the right to receive common shares in Tobii Dynavox. The latest date for the record date shall be the day before the annual general meeting 2022. However, the Board of Directors' intention is that the listing shall occur around the year-end 2021. On account hereof, the Board of Directors hereby makes the following statement according to Chapter 18 Section 4 of the Swedish Companies Act.

The value of the distribution of the common shares in Tobii Dynavox is determined based on the book value at the time of the distribution of the common shares to Tobii's shareholders of common shares by application of the relevant accounting rules. Tobii estimates the book value at the time of the distribution to SEK 68,084,580, which hence is the total value that is proposed to be distributed to the shareholders.

As of 31 December 2020, Tobii's non-restricted equity amounted to MSEK 1,303.6, which thus constitutes the amount available for distribution under Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act.

If financial instruments currently valued at fair value in accordance with Chapter 4 Section 14a of the Swedish Annual Accounts Act instead had been valued according to the lower of cost or net realisable value, including cumulative revaluation of external shares, the equity of the Company would decrease by MSEK 38, according to the most recently adopted balance sheet.

The Board of Directors finds that there will be full coverage for the restricted equity of the Company in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act, after distribution of the proposed dividend in the form of Tobii Dynavox. It is the Board of Directors' assessment that after distribution of the proposed dividend, the equity of the Company and the group will be sufficient with respect to the kind, extent, and risks of the operations. In making this assessment, the Board of Directors has considered, among other things, the effect of the division of the group into two companies where assets and liabilities are divided, the Company's and the group's historical development, the budgeted development and the state of the market.

After the proposed distribution, the financial strength of the Company and the group is assessed to continue to be good in relation to the industry in which the group is operating. The execution of the proposal will not affect the ability of the Company and the group to comply with its payment obligations in the short or in the long term. The Board of Directors finds that the Company and the group are well prepared to handle any changes in respect of liquidity, as well as unexpected events.

The Board of Directors is of the opinion that the Company and the group have the ability to take future business risks and also cope with potential losses. Execution of the proposal will not negatively affect the Company's and the group's ability to make further commercially motivated investments in accordance with the strategy of the Board of Directors. In addition to what has been stated above, the Board of Directors has considered other known circumstances which may be of importance for the Company's and the group's financial position. In doing so, no circumstance has appeared to the Company that does not justify the proposal.



Reflecting this, the Board of Directors considers the proposed dividend distribution of all the common shares in Tobii Dynavox to be compatible with the rules of reason expressed in Chapter 17, Section 3, Paragraphs 2-3 of the Swedish Companies Act.

Danderyd 29 September 2021

Tobii AB (publ)

The Board of Directors

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Box 743
SE-182 17 Danderyd
Sweden

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

The Board of Directors' statement pursuant to Chapter 18 Section 6 and Chapter 19 Section 24 of the Swedish Companies Act

In view of the proposal from the Board of Directors of Tobii AB ("Tobii" or the "Company") to distribute all common shares in the wholly-owned subsidiary Tobii Dynavox AB and on an exchange of the incentive programs adopted at the annual general meeting held 12 May 2020 and the extraordinary general meeting held 21 June 2021, the Board of Directors hereby issues the following statement pursuant to Chapter 18, Section 6, item 3 and Chapter 19 Section 24 item 3 of the Swedish Companies Act. Since 31 December 2020, no value transfers have occurred. Since 31 December 2020, the following changes in the Company's restricted equity have occurred.

- On 4 March 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 257 900 common shares were issued which increased the Company's share capital with approximately SEK 1,871.58.
- On 23 March 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 10,500 common shares were issued which increased the Company's share capital with approximately SEK 76.198.
- On 23 March 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 10,500 common shares were issued which increased the Company's share capital with approximately SEK 76.198.
- On 23 March 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 5,110 common shares were issued which increased the Company's share capital with approximately SEK 37.083.
- On 23 March 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 21,875 common shares were issued which increased the Company's share capital with approximately SEK 158.749.
- On 14 April 2021, the Company's board of directors resolved on a share issue of 900,000 class C shares, which increased the Company's share capital with approximately SEK 6,531.24.
- On 7 June 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 315,507 common shares were issued which increased the Company's share capital with approximately SEK 2,289.613.
- On 7 June 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 1,750 common shares were issued which increased the Company's share capital with approximately SEK 12.7.
- On 7 June 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 3,500 common shares were issued which increased the Company's share capital with approximately SEK 25.399.
- On 7 June 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 4,375 common shares were issued which increased the Company's share capital with approximately SEK 31.749.
- On 3 September 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 20,875 common shares were issued which increased the Company's share capital with approximately SEK 151.488.
- On 3 September 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 31,169 common shares were issued which increased the Company's share capital with approximately SEK 226.193.
- On 3 September 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 27,125 common shares were issued which increased the Company's share capital with approximately SEK 196.844.

- On 3 September 2021, the Swedish Companies Registration Office registered an exercise of warrants, entailing that 26,250 common shares were issued which increased the Company's share capital with approximately SEK 190.495.

Subsequent to the presentation of the annual report for the financial year 2020, no events of material significance for the Company's financial position have occurred other than as stated in the interim reports for the periods January – March 2021 and January – June 2021, and in the press releases that have been made public by the Company and that are available on the Company's website www.tobii.com. The interim reports and press releases are set out in Appendix A.

Danderyd on 29 September 2021
Tobii AB (publ)
The Board of Directors



Revisorns yttrande enligt 18 kap. 6 § aktiebolagslagen (2005:551) över styrelsens redogörelse och förslag vid efterutdelning

Till bolagsstämman i Tobii AB (publ), org.nr 556613-9654

Vi har granskat styrelsens redogörelse och förslag daterade den 30 september 2021.

Styrelsens ansvar för redogörelsen och förslaget

Det är styrelsen som har ansvaret för att ta fram redogörelsen och förslaget enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen och förslaget utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Revisorns ansvar

Vår uppgift är att uttala oss om efterutdelningen på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQC 1 (International Standard on Quality Control) och har därmed ett allsidigt system för kvalitetskontroll vilket innefattar dokumenterade riktlinjer och rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Tobii AB (publ) enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse och förslag. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen och förslaget, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen och förslaget i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

Uttalande

Vi anser att redogörelsen är rättvisande och vi tillstyrker att bolagsstämman disponerar vinsten i enlighet med styrelsens förslag.

Övriga upplysningar

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 18 kap. 6 § aktiebolagslagen och får inte användas för något annat ändamål.

Stockholm den 4 oktober 2021
PricewaterhouseCoopers AB

Johan Engstam
Auktoriserad revisor



Revisorns yttrande enligt 19 kap. 24 § aktiebolagslagen (2005:551) över styrelsens redogörelse och förslag vid beslut om förvärv av egna aktier på bolagsstämma där årsredovisning inte behandlas

Till bolagsstämman i Tobii AB (publ), org.nr 556613-9654

Vi har granskat styrelsens redogörelse och förslag daterade den 30 september 2021.

Styrelsens ansvar för redogörelsen och förslaget

Det är styrelsen som har ansvaret för att ta fram redogörelsen och förslaget enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen och förslaget utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Revisorns ansvar

Vår uppgift är att uttala oss om förvärv av egna aktier på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar ISQC 1 (International Standard on Quality Control) och har därmed ett allsidigt system för kvalitetskontroll vilket innefattar dokumenterade riktlinjer och rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Tobii AB (publ) enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse och förslag. Revisor väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen och förslaget, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen och förslaget i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

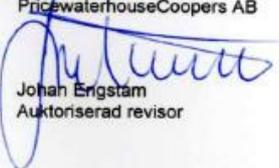
Uttalande

Vi anser att redogörelsen är rättvisande och vi tillstyrker att bolagsstämman beslutar i enlighet med styrelsens förslag.

Övriga upplysningar

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 19 kap. 24 § aktiebolagslagen och får inte användas för något annat ändamål.

Stockholm den 4 oktober 2021
PricewaterhouseCoopers AB


Johan Engstam
Auktoriserad revisor



The Board of Directors' statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act

The Board of Directors has proposed that the extraordinary general meeting to be held on 25 October 2021 resolves to authorise the Board of Directors to acquire 2,074,200 own class C shares of Tobii AB (publ). The Board of Directors considers, in view of what is stated below, that the resolution to acquire own shares is justifiable with respect to the requirements that the business' nature, scale and risk place on the amount of equity, as well as the need for Tobii to strengthen the balance sheet, liquidity and position as a whole. The Board of Directors has also taken into account the requirements of the group's business, scope and risk place on the group's equity requirement and need for the group to strengthen its balance sheet, liquidity and position as a whole.

Equity

The Board of Directors considers that the equity of Tobii will be of sufficient amount after the proposed acquisitions, taking into account the business, scope and the risks that the business is associated with and the current economic situation, historical development and forecasts for Tobii as well as for the market.

Need of strengthening of the balance sheet, liquidity and position as a whole

The Board of Directors has made a comprehensive assessment of Tobii's financial position and its ability to, in the long term, fulfil its undertakings. As stated in Tobii's annual report for the financial year of 2020, the non-restricted equity of Tobii as per 31 December 2020 was MSEK 1,303.6.

The proposed acquisitions do not affect Tobii's ability to in due time fulfil its present and anticipated financial obligations or Tobii's ability to implement planned investments.

The Board of Directors has also considered other known matters that may affect Tobii's financial position and that have not been considered within the scope of the above mentioned. No other matter that would make the proposed acquisitions unjustifiable has been identified during such analysis.

Danderyd on 29 September 2021
Tobii AB (publ)
The Board of Directors