



PRESS RELEASE

Danderyd, 11 December 2024

Tobii summons to Extraordinary General Meeting

Tobii AB (publ) hereby summons to an Extraordinary General Meeting on Friday 10 January 2025 at 11:00 at Tobii's head office, Karlsrovägen 2D, SE-182 53 Danderyd, Sweden.

Registration and notification of participation

Shareholders who wish to participate in the Extraordinary General Meeting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 30 December 2024 and (ii) notify its intention to participate in the Extraordinary General Meeting no later than 3 January 2025. The notification shall be via e-mail: generalmeeting@tobii.com, or in writing to Tobii AB (publ), att. Carolina 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 Extraordinary 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 3 January 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 not later than the second banking day after 3 January 2025 are taken into account when preparing the register of shareholders.

Advance voting

The shareholders may exercise their voting rights at the Extraordinary 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 Extraordinary 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 Friday 3 January 2025. The form may be submitted via e-mail to generalmeeting@tobii.com or by post to Tobii AB (publ), att. Carolina Haglund 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 Extraordinary 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

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

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 2,892,330 class C shares. The company may not vote its own shares.

Proposed agenda

1. Opening of the Extraordinary General Meeting and election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes of the meeting.
5. Determination of whether the Extraordinary General Meeting has been duly convened.
6. Determination of the number of members of the Board of Directors.
7. Determination of fees to the Board of Directors.
8. Election of the members of the Board of Directors.
9. Proposal for resolution regarding share investment program 2025 for members of the Board of Directors and delivery of shares and hedging arrangements (item 9a–b).
10. Proposal for resolution regarding share investment program 2025 for employees and delivery of shares and hedging arrangements (item 10a–c).
11. Closing of the Extraordinary General Meeting.

Election of a chairman of the meeting (item 1)

The Board of Directors 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 Board of Directors, is elected as chairman of the Extraordinary General Meeting.

Proposal for resolution regarding the number of members of the Board of Directors, fees to the Board of Directors and election of members of the Board of Directors (items 6–8)

The Nomination Committee, appointed in accordance with the principles established by the annual general meeting on 8 May 2018, consists of Erik Durhan (appointed by Lannebo Kapitalförvaltning), John Elvesjö (appointed by Mårten Skogö), Henrik Eskilsson (appointed by Henrik Eskilsson) and Per Norman (chairman of the Board of Directors in Tobii). The Nomination Committee proposes:

- that the Board of Directors, for the period until the end of the next annual general meeting, shall consist of five members with no deputies (item 6),
- that the fees to the Board of Directors, including remuneration for committee work, shall remain in accordance with the decision of the annual general meeting on 23 May 2024, meaning that the fees shall amount to SEK 790,000 to the chairman of the Board of Directors, and SEK 280,000 to each other member of the Board of Directors not employed by the company, and SEK 170,000 to the chairman of the audit committee, and SEK 60,000 to each other member of the audit committee, and SEK 50,000 to the chairman of the remuneration committee, and SEK 25,000 to each other member of the remuneration committee. However, compensation shall

only be granted for each member's period of service during the period from the annual general meeting 2024 until the end of the next annual general meeting, meaning that the remuneration of the members of the Board of Directors who are newly elected or resign as a result of the resolution of the annual general meeting on 10 January 2025 shall be reduced accordingly (item 7), and

- that Henrik Eskilsson is elected as new member of the Board of Directors and thereby replaces Sarah Eccleston and Jörgen Lantto, who have announced their resignation from their respective positions. If the general meeting resolves in accordance with the proposal, the Board of Directors will thus, for the period until the end of the next annual general meeting, consist of Per Norman (chairman of the Board of Directors), Charlotta Falvin, John Elvesjö, Carl Mellander and Henrik Eskilsson (item 8).

Information on the proposed new member

Henrik Eskilsson

Year of birth: 1974

Nationality: Swedish.

Board assignments: Board member of Dynavox Group AB since 2021.

Professional experience and previous assignments: Co-founder and CEO of Tobii between 2001-2021. Since then, Henrik has been board member of the company and worked in the role as Head of Corporate Development but resigned from both assignments in 2024. Henrik has an extensive entrepreneurial background, including founding the sports equipment company Trampolinspecialisten AB, and deep technical expertise in sensor technology.

Education: M.Sc. in Industrial Engineering and Management, with international focus, from Linköping University.

Shareholding in Tobii: 13,897,654

Independent in relation to the company and its management: No

Independent in relation to the company's major shareholders: Yes

Proposal for resolution regarding share investment program 2025 for members of the Board of Directors and delivery of shares and hedging arrangements (item 9a–b)

The Nomination Committee proposes that the Extraordinary General Meeting resolves on the adoption of a new share investment program for members of the Board of Directors in Tobii AB ("ESPP 2025 Board") in accordance with item 9a. The Nomination Committee also proposes that the Extraordinary General Meeting resolves on delivery of shares and hedging arrangements in accordance with item 9b. The resolutions under item 9a and 9b are proposed to be conditional upon each other.

Background and rationale for the proposal

The rationale for the proposal is to create opportunities for motivating and attracting competent members of the Board of Directors. ESPP 2025 Board has been designed so that the program includes the current members of the Board of Directors as well as members that are elected by the Annual General Meeting in 2025, provided that they are not employees of the Tobii Group. After these considerations, the Nomination Committee considers that ESPP 2025 Board 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.

ESPP 2025 Employees has been prepared by the company's Nomination Committee in consultation with external advisors.

Proposal to resolve on the adoption of ESPP 2025 Board (item 9a)

1. The ESPP 2025 Board is addressed to the current members of the Board of Directors and the members of the Board of Directors to be elected by the Annual General Meeting 2025, but not to

members of the Board of Directors who are also employees of the Tobii Group (the "Participants").

2. The Participants will, on a monthly basis, invest a portion of their board fees and/or remuneration for committee work (gross) and receive ordinary shares in Tobii ("Investment Shares") for a corresponding amount. In connection with the transfer of Investment Shares, and as an incentive to invest board fees, Tobii will transfer additional shares ("Incentive Shares") corresponding to 15 percent of the value of the transferred Investment Shares.
3. The maximum number of Investment Shares that each Participant may invest in, by way of monthly savings through investment of board fees, is dependent on the Participants determined board fee. Investment Shares may be acquired by Participants for an amount corresponding to a minimum of 2.5 percent and a maximum of 100 percent of the of the board fee determined by the general meeting.
4. The possibility to receive Investment Shares and Incentive Shares is conditional upon the Participant continuing to be a member of the Board of Directors of the Tobii group at each individual time of transfer of Investment Shares and Incentive Shares.
5. Investment Shares and Incentive Shares under ESPP 2025 Board will be transferred on two (2) occasions in respect of the periods February 2025 – July 2025 and August 2025 – January 2026 (each of the periods a "Vesting Period"). Investment Shares and Incentive Shares will thus be transferred as soon as possible after the publication of the interim report following the respective Vesting Period. Upon transfer, the number of Investment Shares will be rounded down to the nearest whole number and reduce the Participant's board fee investment by the difference.
6. The Investment Shares and Incentive Shares are not subject to any transfer restrictions once transferred to the Participants.
7. The Investment Shares and Incentive Shares will be transferred based on a share price calculated on Tobii's average volume-weighted share price ten (10) trading days prior to the date of the respective transfer.
8. In the event that Participants invest board fees, paid in a currency other than Swedish Krona, for investment in Investment Shares, the portion of the board fees invested during a Vesting Period will, after the end of a Vesting Period, be revalued in Swedish Krona based on the average exchange rate between the first and last business day of the Vesting Period.
9. If significant changes occur in the Tobii group or in the market which, in the opinion of the Nomination Committee, would result in a situation where the conditions for transfer under ESPP 2025 Employees become unreasonable, the Nomination Committee shall also be entitled to resolve on a reduced transfer.
10. ESPP 2025 Board shall in total comprise no more than 1,335,000 ordinary shares in Tobii, corresponding to approximately 0.52 percent dilution. If the participation in ESPP 2025 Board could result in a maximum outcome that exceeds the above maximum number of shares comprised by ESPP 2025 Board, the Board of Directors shall resolve on a proportional reduction of the number of (shares). To the extent the transfer to Participants is reduced, the investment of board fees will be reduced to a corresponding extent.
11. Assuming that the number of members of the Board of Directors in Tobii AB during the term of the program is five (5) and that all members of the Board of Directors participate by investing 100 percent of their board fee (gross) and a share price increase corresponding to 20 percent during the term of ESPP 2025 Board, the total dilution will correspond to approximately 0.52 percent. Assuming an average of 30 percent social security costs, 30,000 shares, corresponding to 0.01 percent dilution, may be sold on the market to finance the cash flow for social security costs.

12. The Nomination Committee's assessment is that a shorter term than three years is justified as the Participants allocate part of their board fees for the benefit of participation in ESPP 2025 Board.

Scope and costs

The maximum cost of ESPP 2025 Board depends on the value development of the company's ordinary share, the number of participants and the proportion of board fees that are invested by Participants. The Nomination Committee has made a preliminary cost calculation for ESPP 2025 Board based on (i) that the number of members of the Board of Directors will be five during the term of ESPP 2025 Board, (ii) that the determined board fee will remain unchanged during the term of the ESPP 2025 Board, (iii) that each member of the Board of Directors chooses to participate by investing 100 percent of his or her board fee (gross) on a monthly basis and (iv) that the share price at the time of the implementation of the program is SEK 1.90. In total, this results in a cost for ESPP 2025 Board of approximately SEK 430,000 including estimated social security costs, which corresponds to approximately 19.5 percent of the Board fee for 2023. Given the above assumptions regarding scope and costs for ESPP 2025 Board, it is estimated that the key figure earnings per share for the financial year 2023 would have been essentially unchanged, -1.87. The costs for ESPP 2025 Board are based on the accounting standard IFRS 2 and are accrued over the vesting period.

Dilution of existing shares and votes

Upon maximum transfer of Investment Shares and Incentive Shares, up to 1,335,000 ordinary shares may be transferred to participants pursuant to ESPP 2025 Board, and 30,000 ordinary shares may be used to secure any social contributions arising as a result of ESPP 2025 Board, which would entail a maximum dilution effect of approximately 0.52 percent of the existing number of shares in the company. If all outstanding incentive programs are included in the calculation, excluding ESPP 2025 Employees under item 10 in the notice, the maximum dilution amounts to 1.26 percent. If ESPP 2025 Employees under item 10b in this notice is included in the calculation, the maximum dilution amounts to 9.99 percent.

Information about Tobii's current incentive programs is available in the Annual and Sustainability Report for the financial year 2023, Note 8, and on the company's website, <https://corporate.tobii.com>.

Delivery of shares and hedging arrangements (item 9b)

To ensure the delivery of shares under ESPP 2025 Board, the Nomination Committee proposes, as set out below, that the meeting resolves to authorise the Board of Directors 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 ESPP 2025 Board, as well as sold in the market in order to cover the cash-flow related to social contribution costs associated with ESPP 2025 Board.

For this purpose, the Nomination Committee proposes, as set out below, that the meeting resolves to transfer not more than 1,335,000 ordinary shares free of charge to participants in accordance with ESPP 2025 Board, and that not more than 30,000 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 ESPP 2025 Board.

Authorisation to issue new class C shares

The Nomination Committee proposes that the meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, to increase the company's share capital by not more than SEK 9,905.714618 by the issue of not more than 1,365,000 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 social contributions and/or other costs arising as a result of ESPP 2025 Board.

Authorisation to resolve to repurchase own class C shares

The Nomination Committee proposes that the meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, 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 ESPP 2025 Board.

As of 31 December 2023, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 362,754,502. At the company's Annual General Meeting on 23 May 2024, it was resolved that the company's profit be carried forward and that no dividend be paid. Aside from the Board of Directors' resolution on 12 June 2024 to repurchase 794,429 class C shares at a price corresponding to the quota value of approximately SEK 0.007257 per share, no dividend or other value transfer has been resolved after the annual report for 2023 was submitted. During the second quarter of 2024, a rights issue was completed whereby the company's share capital was increased by approximately SEK 924,670 and the company received net proceeds of approximately SEK 267,000,000. As of 30 September 2024, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 471,754,014.

Resolution on the transfer of own ordinary shares

The Nomination Committee proposes that the 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 under this item, following reclassification into ordinary shares, may be transferred to participants in ESPP 2025 Board, or sold on Nasdaq Stockholm as set out under the heading *Authorisation to resolve on the sale of own ordinary shares* below under this item.

The Nomination Committee proposes that the meeting resolves that a maximum of 1,335,000 ordinary shares may be transferred to participants in accordance with the terms of ESPP 2025 Board.

Authorisation to resolve on the sale of own ordinary shares

The Nomination Committee proposes that the meeting authorises the Board of Directors to resolve, on one or more occasions, for the period up until the annual general meeting 2025, 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 social contributions and/or other costs arising as a result of ESPP 2025 Board in connection with delivery of shares to the participants in the mentioned incentive program.

Proposal for resolution regarding share investment program 2025 for employees and delivery of shares and hedging arrangements (item 10a–c)

The Board of Directors proposes that the Extraordinary General Meeting resolves on the adoption of a new share investment program for employees within the Tobii group ("ESPP 2025 Employees") and on delivery of shares and hedging arrangements in accordance with the alternative proposals below.

Background and rationale

The rationale for the proposal is to create opportunities to increase retention and motivation among employees in the Tobii group. The Board of Directors considers that the adoption of the incentive program is in the favor of the group and the shareholders in the company. ESPP 2025 Employees has been designed so that the program includes both current and future employees. ESPP 2025 Employees also rewards employees' continued loyalty and thus the long-term value growth of the company. After these considerations, the Board of Directors considers that ESPP 2025 Employees 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.

In accordance with guidelines provided by the Board of Directors, ESPP 2025 Employees 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 in December 2024.

The Board of Directors shall be responsible for preparing the detailed design and administration of ESPP 2025 Employees, subject to the stipulated terms and guidelines. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions.

Proposal to resolve on the adoption of ESPP 2025 Employees (item 10a)

1. ESPP 2025 Employees is addressed to all employees in the Tobii group (the "Participants"), entailing a category of participants comprising a maximum of 600 persons.
2. The Participants will, on a monthly basis, invest a portion of their gross salary and receive ordinary shares in Tobii ("Investment Shares") for a corresponding amount. In connection with the transfer of Investment Shares, and as an incentive to invest gross salary, Tobii will transfer additional shares ("Incentive Shares") corresponding to 15 percent of the value of the transferred Investment Shares.
3. The maximum number of Investment Shares that each Participant may invest in, by way of monthly savings through investment of gross salary, is dependent on the employee's gross salary. Investment Shares may be acquired by Participants for an amount corresponding to a minimum of 2.5 percent and a maximum of 100 percent of the annual gross fixed salary regardless of employment category.
4. The possibility to receive Investment Shares and Incentive Shares is conditional upon the Participant continuing to be employed within the Tobii group at each individual time of transfer of Investment Shares and Incentive Shares.
5. Investment Shares and Incentive Shares under ESPP 2025 Employees will be transferred on two (2) occasions in respect of the periods February 2025 – July 2025 and August 2025 – January 2026 (each of the periods a "Vesting Period"). Investment Shares and Incentive Shares will thus be transferred as soon as possible after the publication of the interim report following the respective Vesting Period. Upon transfer, the number of Investment Shares will be rounded down to the nearest whole number and reduce the Participant's gross salary investment by the difference.
6. The Investment Shares and Incentive Shares are not subject to any transfer restrictions once transferred to the Participants.
7. The Investment Shares and Incentive Shares will be transferred based on a share price calculated on Tobii's average volume-weighted share price ten (10) trading days prior to the date of the respective transfer.
8. In the event that Participants invest gross salary, paid in a currency other than Swedish Krona, for investment in Investment Shares, the portion of the gross salary invested during a Vesting Period will, after the end of a Vesting Period, be revalued in Swedish Krona based on the average exchange rate between the first and last business day of the Vesting Period.

9. If significant changes occur in the Tobii group or in the market which, in the opinion of the Board of Directors, would result in a situation where the conditions for transfer under ESPP 2025 Employees become unreasonable, the Board of Directors shall also be entitled to resolve on a reduced transfer.
10. Participation in ESPP 2025 Employees presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.
11. ESPP 2025 Employees shall in total comprise no more than 22,101,638 ordinary shares in Tobii, corresponding to approximately 8.48 percent dilution. The Board of Directors is entitled to resolve on a proportional reduction of the number of (shares) in the event that the participation in ESPP 2025 Employees could result in a maximum outcome that exceeds the above maximum number of shares comprised by ESPP 2025 Employees. To the extent the transfer to Participants is reduced, the investment of salary will be reduced to a corresponding extent.
12. Assuming that all 600 persons in the Tobii group participate by waiving 5.0 percent of their gross salary each month and a share price increase corresponding to 20 percent during the term of ESPP, the total dilution will correspond to approximately 7.3 percent. The dilution assumes an employee turnover of 0 percent. Assuming an average of 30 percent social security costs, 653,362 shares, corresponding to 0.25 percent dilution, may be sold on the market to finance the cash flow for social security costs.
13. The Board of Director's assessment is that a shorter term than three years is justified as the Participants allocate part of their gross salary for the benefit of participation in ESPP 2025 Employees.

Scope and costs

The maximum cost of ESPP 2025 Employees depends on the value development of the company's ordinary share, the number of participants and the proportion of the gross salary that are invested by Participants. The Board of Directors has made a preliminary cost calculation for ESPP 2025 Employees based on (i) that all 600 persons in the Tobii group choose to participate by waiving 5.0 percent of their salary on a monthly basis, (ii) that the share price at the time of the implementation of the program is SEK 1.90 and (iii) that the employee turnover is 0 percent. In total, this results in a cost for ESPP 2025 Employees of approximately SEK 5.7 million including estimated social security costs, which corresponds to approximately 1.1 percent of the Tobii group's salary costs for 2023. Given the above assumptions regarding scope and costs, it is estimated that the key figure earnings per share for the financial year 2023 would have decreased from -1.87 to approximately -1.92 SEK. The costs for ESPP 2025 Employees are based on the accounting standard IFRS 2 and are accrued over the vesting period.

Dilution of existing shares and votes

Upon maximum transfer of Investment Shares and Incentive Shares, up to 22,101,638 ordinary shares may be transferred to participants pursuant to ESPP 2025 Employees, and 653,362 ordinary shares may be used to secure social contributions arising as a result of ESPP 2025 Employees, which would entail a maximum dilution effect of approximately 8.73 percent of the existing number of shares in the company. If all outstanding incentive programs are included in the calculation, excluding ESPP 2025 Board under item 9, are included in the calculation, the maximum dilution amounts to 9.46 percent. If ESPP 2025 Board under item 9 is included in the calculation, the maximum dilution amounts to 9.99 percent.

Information about Tobii's current incentive programs is available in the Annual and Sustainability Report for the financial year 2023, Note 8, and on the company's website, <https://corporate.tobii.com>.

Delivery of shares and hedging arrangements (item 10b)

Provided that the proposal above in item 9 obtains the required majority, the Board of Directors proposes delivery of shares and hedging arrangements under ESPP 2025 Employees in accordance with item 10b. The resolutions under item 10a and 10b are proposed to be conditional upon each other.

To ensure the delivery of shares under ESPP 2025 Employees, the Board of Directors proposes, as set out below, that the meeting resolves to authorise the Board of Directors 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 ESPP 2025 Employees, 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 ESPP 2025 Employees, 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 meeting resolves to transfer not more than 23,590,086 ordinary shares free of charge to participants in accordance with ESPP 2025 Employees, as well as Tobii's other outstanding equity-based incentive programs, and that not more than 1,079,997 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 ESPP 2025 Employees, as well as Tobii's other outstanding equity-based incentive programs. The reason for having the resolutions on transfer and sale of own shares 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 or proposed authorisations, amounting to not more than 24,670,083 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 meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, to increase the company's share capital by not more than SEK 158,039.711520 by the issue of not more than 21,777,753 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 social contributions and/or other costs arising as a result of ESPP 2025 Employees.

Authorisation to resolve to repurchase own class C shares

The Board of Directors proposes that the meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, 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 ESPP 2025 Employees.

As of 31 December 2023, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 362,754,502. At the company's Annual General Meeting on 23 May 2024, it was resolved that the company's profit be carried forward and that no dividend be paid. Aside from the Board of Directors' resolution on 12 June 2024 to repurchase 794,429 class C shares at a price corresponding to the quota value of approximately SEK 0.007257 per share, no

dividend or other value transfer has been resolved after the annual report for 2023 was submitted. During the second quarter of 2024, a rights issue was completed whereby the company's share capital was increased by approximately SEK 924,670 and the company received net proceeds of approximately SEK 267,000,000. As of 30 September 2024, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 471,754,014.

Resolution on the transfer of own ordinary shares

The Board of Directors proposes that the 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 under this item, following reclassification into ordinary shares, may be transferred to participants in ESPP 2025 Employees, 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 under this item.

The Board of Directors proposes that the meeting resolves that a maximum of 23,590,086 ordinary shares may be transferred to participants in accordance with the terms of ESPP 2025 Employees, 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 meeting authorises the Board of Directors to resolve, on one or more occasions, for the period up until the annual general meeting 2025, 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 social contributions and/or other costs arising as a result of ESPP 2025 Employees, 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.

Delivery of shares and hedging arrangements (item 10c)

Provided that the proposal above in item 9 does not obtain the required majority, the Board of Directors proposes delivery of shares and hedging arrangements under ESPP 2025 Employees in accordance with item 10c. The resolutions under item 10a and 10c are proposed to be conditional upon each other. In the event that resolutions on hedging arrangements for ESPP 2025 Employees are proposed under item 10c, it also means that the scope of the program is expanded. The proposal under item 10c entails the following changes to the scope and costs of the program described in item 10a:

1. ESPP 2025 Employees shall in total comprise no more than 23,436,638 ordinary shares in Tobii which may be transferred to participants, corresponding to approximately 8.99 percent dilution.
2. Assuming an average of 30 percent social security costs, a maximum of 683,362 shares, corresponding to 0.26 percent dilution, may be sold on the market to finance the cash flow for social security costs, entailing a maximum dilution effect of approximately 9.25 percent of the existing number of shares in the company.
3. If all outstanding incentive programs, excluding ESPP 2025 Board according to item 9, are included in the calculation, the maximum dilution amounts to 9.99 percent.

To ensure the delivery of shares under ESPP 2025 Employees, the Board of Directors proposes, as set out below, that the meeting resolves to authorise the Board of Directors 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 ESPP 2025 Employees, 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 ESPP 2025 Employees, 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 meeting resolves to transfer not more than 24,925,086 ordinary shares free of charge to participants in accordance with ESPP 2025 Employees, as well as Tobii's other outstanding equity-based incentive programs, and that not more than 1,109,997 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 ESPP 2025 Employees, as well as Tobii's other outstanding equity-based incentive programs. The reason for having the resolutions on transfer and sale of own shares 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 or proposed authorisations, amounting to not more than 26,035,083 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 meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, to increase the company's share capital by not more than SEK 167,945.426137 by the issue of not more than 23,142,753 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 social contributions and/or other costs arising as a result of ESPP 2025 Employees.

Authorisation to resolve to repurchase own class C shares

The Board of Directors proposes that the meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2025, 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 ESPP 2025 Employees.

As of 31 December 2023, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 362,754,502. At the company's Annual General Meeting on 23 May 2024, it was resolved that the company's profit be carried forward and that no dividend be paid. Aside from the Board of Directors' resolution on 12 June 2024 to repurchase 794,429 class C shares at a price corresponding to the quota value of approximately SEK 0.007257 per share, no dividend or other value transfer has been resolved after the annual report for 2023 was submitted. During the second quarter of 2024, a rights issue was completed whereby the company's share capital was increased by approximately SEK 924,670 and the company received net proceeds of approximately SEK 267,000,000. As of 30 September 2024, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 471,754,014.

Resolution on the transfer of own ordinary shares

The Board of Directors proposes that the 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 under this item, following reclassification into ordinary shares, may be transferred to participants in ESPP 2025 Employees, 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 under this item.

The Board of Directors proposes that the meeting resolves that a maximum of 24,925,086 ordinary shares may be transferred to participants in accordance with the terms of ESPP 2025 Employees, 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 meeting authorises the Board of Directors to resolve, on one or more occasions, for the period up until the annual general meeting 2025, 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 social contributions and/or other costs arising as a result of ESPP 2025 Employees, 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.

Special majority requirements

A resolution in accordance with item 9 and 10 above requires the approval of at least nine-tenths (9/10) of the shares represented and votes cast at the Extraordinary General Meeting.

Documentation etc.

Documents pursuant to the Swedish Companies Act shall be made available at the office of Tobii AB (publ), address Karlsrovägen 2D, SE-182 53 Danderyd, Sweden, and on the company's website, www.tobii.com, and will be sent to shareholders who so request and inform the company of their postal address. 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 website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Danderyd, December 2024

Tobii AB (publ)

The Board of Directors