

The shareholders in

Tobii AB (publ)

are hereby summoned to the annual general meeting on Tuesday 12 May 2020 at 5 p.m. at Tobii's office, Karlsrovägen 2D, SE-182 53 Danderyd.

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of 6 May 2020, and

secondly notify the company of their participation in the annual general meeting no later than on 6 May 2020. The notification shall be in writing to Tobii AB, Box 743, SE-182 17 Danderyd, Sweden, or via e-mail: generalmeeting@tobii.com. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended to the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Shareholders wishing such re-registration, which may be temporary, must inform their nominee of this well before 6 May 2020, when such re-registration must have been completed.

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 authorization 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, www.tobii.com, and will also be sent to shareholders that so request and inform the company of their postal address.

Advance voting

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Tobii encourages the shareholders to use this opportunity in order to minimize the number of participants attending the general meeting in person and thus reduce the spread of infection.

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A special form shall be used for advance voting. The form is available on the company's website, www.tobii.com. A shareholder who is exercising its voting right through advance voting do not need to notify the company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be submitted to Tobii no later than on Wednesday 6 May 2020. The completed and signed form shall be sent to the address stated under "Notification etc." above. A completed form may also be submitted electronically and is to be sent to generalmeeting@tobii.com. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions is included in the form for advance voting

Information in relation to the Corona virus (Covid-19)

In view of the recent developments of the spread of the Corona virus (Covid-19), Tobii has taken certain precautionary measures in relation to the annual general meeting on 12 May 2020. The measures are being taken to reduce the risk of spread of contagion.

- Shareholders should carefully consider the possibility to vote in advance, please see above, as well as the possibility of participating by way of proxy. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. A form for advance voting and proxy form is available at www.tobii.com.
- No external guests will be invited.
- No refreshments will be served prior to or after the annual general meeting.
- Merely a shorter speech will be held by the CEO on the annual general meeting.
- The annual general meeting will be conducted in the shortest possible time without limiting the rights of the shareholders.
- Shareholders are offered the opportunity to observe the annual general meeting live via a webcast, however without the possibility of formally attending as a shareholder. In order to observe the webcast, shareholders must notify Tobii of his or her interest in doing so no later than on 6 May 2020 via e-mail to: generalmeeting@tobii.com.
- Kindly review the information and recommendations issued by the Swedish Public Health Authority (Sw. *Folkhälsomyndigheten*).

The continued spread of the Corona virus (Covid-19) and its effects are still difficult to assess with certainty and Tobii is closely following the developments. If any further precautionary measures in relation to the annual general meeting must be taken, information thereof will be published on the company's website www.tobii.com.

Right to request information

The shareholders are reminded of their right to ask questions to the Board of Directors and the CEO at the annual general meeting 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, 99,064,087 shares and votes in the company. As of the day of this notice, the company holds no own shares.

Proposed agenda

1. 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 meeting has been duly convened.
6. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
7. Resolutions regarding:
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
 - b. allocation of the company's profits or losses in accordance with the adopted balance sheet;
 - c. discharge of the members of the Board of Directors and the CEO from liability.
8. Determination of:
 - a. the number of members of the Board of Directors, and
 - b. the number of auditors.
9. Determination of fees to:
 - a. the Board of Directors, and
 - b. the auditors.
10. Election of the members of the Board of Directors:
 - a. Kent Sander,
 - b. Nils Bernhard,
 - c. Åsa Hedin,
 - d. Heli Arantola,
 - e. Jan Wäreby,
 - f. Charlotta Falvin,
 - g. Jörgen Lantto, and
 - h. Mårten Skogö.
11. Election of the chairman of the Board of Directors.
12. Election of auditors and, where applicable, deputy auditors.
13. Proposal for resolution regarding guidelines for executive remuneration.
14. Proposal for resolution regarding the amendment of the articles of association.
15. Proposal regarding authorization for the Board of Directors to resolve to issue new shares.
16. Proposal for resolution regarding incentive program 2020.
17. Closing of the 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 8, 9, 10, 11 and 12)

The Nomination Committee, appointed in accordance with the principles established by the annual general meeting on 8 May 2018, consists of Jan Andersson (appointed by Swedbank Robur Fonder), Helen Fasth Gillstedt (appointed by the Handelsbanken Fonder), Henrik Tellving (appointed by the company's founders) and Kent Sander (chairman of the Board of Directors). The Nomination Committee has appointed Jan Andersson as the Nomination Committee's chairman. The Nomination Committee proposes that:

- Attorney at law Jesper Schönbeck, or the one proposed by the Nomination Committee if he has an impediment to attend, is proposed to be elected chairman of the annual general meeting (item 1).
- The number of members of the Board of Directors shall be eight (8), with no deputy members (item 8a). The number of auditors shall be one (1) authorized accounting firm (item 8b).
- That the fees to the Board of Directors shall remain unchanged from the previous year and amount to SEK 2,429,000 to be allocated with SEK 575,000 to the chairman of the Board of Directors and SEK 225,000 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 279,000, whereof SEK 200,000 shall be allocated to the audit committee (whereof SEK 100,000 to the chairman of the committee and SEK 50,000 to each of the other two members) and SEK 79,000 to the Compensation Committee (whereof SEK 37,000 to the chairman of the committee and SEK 21,000 to each of the other two members) (item 9a).
- Auditors' fee is proposed to be as per approved current account (item 9b).
- Re-election of the members of the Board of Directors Kent Sander, Nils Bernhard, Åsa Hedin, Heli Arantola, Jan Wäreby, Charlotta Falvin, Jörgen Lantto and Mårten Skogö (items 10a-h). Kent Sander is proposed to be re-elected as chairman of the Board of Directors (item 11).
- Re-election of the accounting firm PricewaterhouseCoopers AB. The proposal corresponds to the audit committee's recommendation (item 12).

Information on the members of the Board of Directors proposed for re-election is available at www.tobii.com.

Proposal for resolution regarding guidelines for executive remuneration (item 13)

The Board of Directors proposes that the general meeting adopts guidelines for remuneration to executive managers in the company.

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.

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. For the CEO, the variable cash remuneration may amount to not more than 50 per cent of the total fixed cash salary under the measurement period for such criteria. The objective of variable cash remuneration which falls within the provisions of the guidelines is to promote the company's business strategy and long-term interests, including its sustainability.

The complete proposal for resolution regarding guidelines for executive remuneration is available at the company's website, www.tobii.com.

Proposal for resolution regarding the amendment of the articles of association (item 14)

The Board of Directors proposes that the annual general meeting resolves on the amendments to Sections 1, 10 and 14 of the articles of association as illustrated below.

<i>Change</i>	<i>Current wording</i>	<i>Proposed wording</i>
1 § - Company name	"The company's name is Tobii AB (publ)."	"The company's name is Tobii AB (publ)."
10 § - Participation in shareholders' meetings	"A shareholder, who wants to participate in a shareholders' meeting must be registered as shareholder in such a transcription or report of the	"A shareholder, who wants to participate in a shareholders' meeting must notify the Company not later than on the day specified in the notice

	<p>entire share register as referred to in Chapter 7 Section 28 third paragraph of the Swedish Companies Act (2005:551), as regards the fact five weekdays prior to the meeting, and notify the Company not later than on the day specified in the notice of the meeting. The aforementioned day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting. If a shareholder wishes to be joined by counsel (not more than two counsels) at the shareholders' meeting, the number of counsels must be stated in the notice of participation."</p>	<p>of the meeting. The aforementioned day must not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting. If a shareholder wishes to be joined by counsel (not more than two counsels) at the shareholders' meeting, the number of counsels must be stated in the notice of participation."</p>
<p>14 § - Euroclear company</p>	<p>"The Company's shares shall be registered in a central securities depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479)."</p>	<p>"The company's shares shall be registered in a central securities depository register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479)."</p>

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

The Board of Directors proposes that the meeting authorizes the Board of Directors to resolve to issue new shares on one or several occasions until the next annual general meeting, without preferential rights for the shareholders, against payment in cash, through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time being increased by more than a total of 10 percent. The purpose of the authorization is to enable the Board of Directors to make acquisitions of companies and products.

Proposal for resolution regarding incentive program 2020 (item 16)

The Board of Directors proposes that the annual general meeting resolves to implement a new long-term incentive program for employees and consultants with similar terms and conditions as permanent employees within the Tobii group ("**LTI 2020**") in accordance with the below. LTI 2020 is proposed to include not more than 130 persons within the Tobii group.

Proposal for resolution to adopt LTI 2020

The program in brief

LTI 2020 is proposed to include the CEO, other members of the group management and selected other employees and long-term consultants with similar terms and conditions of employment, meaning that LTI 2020 is proposed to include a maximum of 130 individuals within the Tobii group. The participants

will be given the opportunity to receive ordinary shares (“**Performance Shares**”) and a cash payment free of charge within the scope of LTI 2020, and in accordance with the terms and conditions set out below.

Within the scope of LTI 2020, the company will allot participants restricted stock units, entailing the right to, subject to certain conditions being met, receive a Performance Share free of charge (“**Restricted Stock Units**”). The company will also allot participants synthetic restricted stock units, entailing the right to, subject to certain conditions being met, the right to receive a cash payment corresponding to the value of one ordinary share at the time of settlement (“**Synthetic Restricted Stock Units**” and, together with Restricted Stock Units, referred to as “**Stock Units**”).

Terms and conditions

The last date for allotment of Stock Units pursuant to LTI 2020 shall be the day before the annual general meeting of Tobii 2021. The allocated Stock Units will vest in three annual instalments during the period from the start of LTI 2020 and up to and including 31 May 2024. One third (1/3) of the allocated Stock Units shall be deemed vested on each of 31 May 2022, 2023 and 2024, respectively (each a “**Vesting Date**”).

Stock Units will vest provided that the participant, with certain exceptions, from the start of LTI 2020 for each participant up to and including the respective Vesting Date, is still employed within the Tobii group.

Additional terms and conditions for the CEO and other members of the group management

In addition to the requirement of the participant’s continued employment pursuant to the above, the final number of Performance Shares and the size of the cash payment that each participant who is a member of Tobii’s group management, including the CEO, is entitled to receive on each Vesting Date shall also be subject to annual growth in the total shareholder return (“**Total Shareholder Return**” or “**TSR**”), including increase in share price plus reinvestment of any dividends, on Tobii’s ordinary share during the period beginning on the start of LTI 2020 through the applicable Vesting Date (each, a “**Vesting Period**”), as specified in the table below.

Share price at the start of LTI 2020 for each participant (SEK)	Average annual growth in Total Shareholder Return (TSR)
47<	5 %
37-47	6 %
31-37	7 %
26-31	8 %
<26	9 %

The Total Shareholder Return for the company’s ordinary share must amount to or exceed the values specified above during the Vesting Period, calculated as the average annual shareholder return from start of LTI 2020 to the respective Vesting Date, for vesting to occur. If the Total Shareholder Return for the company’s ordinary share falls short of the relevant percentage for a given Vesting Period, Stock Units that are subject to vesting for such Vesting Period will not be vest, and these will be forfeited and become null and void. Any such forfeited Stock Units which have become null and void will not be eligible to vest at a later occasion, even if the Total Shareholder Return for the company’s ordinary share at a later point in time exceeds any of the values specified above.

For participants who are members of Tobii's group management, including the CEO, a divestment condition will also apply regarding the Performance Shares received under LTI 2020. For Stock Units to entitle the participant to receive Performance Shares and a cash payment for the Vesting Periods ending on 31 May 2023 and 2024 respectively, it is required that previously obtained Performance Shares under LTI 2020 have not been divested.

The Restricted Stock Units

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

- The Restricted Stock Units are allotted free of charge no later than the day before the annual general meeting in Tobii 2021.
- The Restricted Stock Units will become vested in three installments over all Vesting Periods, where one third (1/3) shall be deemed vested as of 31 May 2022, 2023 and 2024, respectively.
- The Restricted Stock Units may not be transferred or pledged.
- Each Restricted Stock Unit entitles the participant to receive one Performance Share free of charge after the end of the respective Vesting Period (with certain exceptions where the Vesting Period may be accelerated) if the participant, with certain exceptions, is still employed within the Tobii group by the end of the respective Vesting Period.
- 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 Restricted Stock Unit entitle to after the Vesting Period.
- For participants who are members of Tobii's group management, including the CEO, additional performance and divestment conditions apply in accordance with the above.

The Synthetic Restricted Stock Units

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

- The Synthetic Restricted Stock Units are allotted free of charge no later than the day before the annual general meeting in Tobii 2021.
- The Synthetic Restricted Stock Units will become vested in three instalments over all Vesting Periods, where one third (1/3) shall be deemed vested as of 31 May 2022, 2023 and 2024, respectively.
- The Synthetic Restricted Stock Units may not be transferred or pledged.
- Each Synthetic Restricted Stock Unit entitles the participant to, after the end of the respective Vesting Period (with certain exceptions where the Vesting Period may be accelerated), receive a cash payment corresponding to the average volume-weighted value of one ordinary share in Tobii as quoted on Nasdaq Stockholm during the ten trading days immediately prior to the end of each Vesting Period, if the participant, with certain exceptions, is still employed within the Tobii group by the end of the Vesting Period.

- In order to align the interests of the participant and the shareholders', the company will also compensate the participants for dividends paid by recalculating the cash payment that each unvested Synthetic Restricted Stock Unit entitle to after the Vesting Period.
- For participants who are members of Tobii's group management, including the CEO, additional performance and divestment conditions apply in accordance with the above.

Allotment

The participants are divided into three categories; the CEO, Other members of the group management, and Other participants. The number of Stock Units a participant may be allocated is subject to which category such participant belongs.

Up to 50 per cent of the initial allocation consists of Synthetic Restricted Stock Units to cover the tax expense incurred for the participant. The remaining portion consists of Restricted Stock Units.

The allocation within each category is illustrated in the table below.

Category	Maximum number of participants	Maximum number of stock units (whereof up to 50 per cent in Synthetic Restricted Stock Units)	Maximum number of stock units per participant (whereof up to 50 per cent in Synthetic Restricted Stock Units)
CEO	1	70,000	70,000
Other members of the group management	6	334,000	94,000
Other participants	120	332,000	30,000

In total, a maximum of 736,000 Stock Units may be allocated to participants. Stock Units can be issued by the company or other group companies.

Settlement of Restricted Stock Units and Synthetic Restricted Stock Units

Stock Units that vest upon achievement of the applicable vesting conditions will be settled in Performance Shares or cash (as applicable) within 90 days of the respective Vesting Date.

Preparation of the proposal, design and administration

The Board of Directors shall be responsible for preparing the detailed design and administration of LTI 2020, subject to the stipulated terms and guidelines including provisions on recalculation in the event of changes in Tobii's capital structure such as an in-between bonus issue, reverse share split, share split, rights issue and/or similar events. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. If significant changes in the Tobii group or in its environment would result in a situation where the adopted terms and conditions for allocation and vesting of Stock Units pursuant to LTI 2020 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 for Tobii's group management, including the CEO, and the basis for such calculation, and the growth rate targets under LTI 2020 due to potential effects from or related to Covid-19. 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 2020 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 and reduce the cash payment.

Receiving Performance Shares under LTI 2020 and hedging arrangements

The Board of Directors has considered different methods for transfer of ordinary shares to participants who have been allocated Restricted Stock Units in order to implement LTI 2020 in a cost-effective and flexible manner. The Board of Directors has found the most cost-effective alternative to be, and thus proposes that the annual general meeting resolves (a) to authorise the Board of Directors to resolve on a directed share issue of not more than 900,000 class C shares to the participating bank, of which not more than 164,000 class C shares may be issued to secure social contributions arising as a result of LTI 2020 and (b) to authorise the Board of Directors to resolve on the repurchase of all issued class C shares in accordance with the below.

Following conversion of the class C shares to ordinary shares, the ordinary shares are intended to be both transferred to LTI 2020 participants as well as sold in the market in order to cover the cash-flow related to social contribution costs associated with LTI 2020. For this purpose, the Board of Directors proposes that the annual general meeting resolves (c) to transfer not more than 736,000 ordinary shares free of charge to participants in accordance with LTI 2020 and that not more than 164,000 ordinary shares may be sold to cover social contribution costs arising as a result of LTI 2020.

Costs and effects on key ratios

Assuming a share price of SEK 30.00 at the time of allocation and a maximum outcome for LTI 2020, the cost, including estimated charges for social contributions, is estimated to amount to approximately SEK 27.0 million during the full four-year period. The cost corresponds to approximately 3.0 per cent of the payroll expense for the Tobii group 2019. The aggregated maximum cost for the company depends on the development in value of the Tobii share price.

LTI 2020 will be reported in accordance with IFRS 2, which means that the Restricted Stock Units will be expensed as personnel costs and accrued over the Vesting Period. Furthermore, this also means that the Synthetic Restricted Stock Units' fair value at the time of allocation will be expensed as a personnel costs and accrued over the Vesting Period and continuously be reevaluated at each reporting date.

Given the above assumptions regarding scope and costs, and that LTI 2020 was introduced in 2018 instead, it is estimated that the key figure earnings per share for the financial year 2019 would have decreased from SEK -0.49 to approximately SEK -0.56.

Dilution of existing shares and votes

Upon maximum allotment of Performance Shares, up to 736,000 ordinary shares may be allocated to participants pursuant to LTI 2020, and 164,000 ordinary shares may be used to secure social contributions arising as a result of LTI 2020, which would entail a maximum dilution effect of approximately 0.9 per cent of the existing number of shares in the company. If all outstanding incentive programs in the company are included in the calculation, the maximum dilution amounts 4.8 per cent.

Information about Tobii's current incentive programs is available in the annual report for the financial year 2019, note 8, and on the company's website, www.tobii.com.

Changes in the articles of association

In order to enable an issue of class C shares pursuant to LTI 2020 as described above, the Board of Directors proposes that the annual general meeting resolves on changes in the articles of association. The proposed changes entails, among other, that a new class of shares will be introduced, class C shares, whereby Section 5 of the articles of association is supplemented.

The Board of Directors proposes the following:

- 5 § shall be supplemented so that shares can be issued in two classes, as ordinary shares and class C shares. The ordinary shares have one vote and the class C shares have 1/10 vote. Shares of any kind can be issued to a number corresponding with the share capital.
- 5 § shall be supplemented so that class C shares do not qualify to dividend. At a dissolution of the company class C shares qualifies to an equal amount of the company's assets as other shares, however not with a higher amount than the equivalent of the quota value.
- 5 § shall be supplemented with specific writings regarding pre-emption rights.
- 5 § shall be supplemented so that the Board of Directors may resolve on reduction of the share capital through redemption of every class C share. Class C shareholders shall be obliged to redeem their class C share to a ransom corresponding to the share's quota value.
- 5 § shall be supplemented so that class C shares owned by the company, upon resolution of the Board of Directors, may be converted to ordinary shares.

The Board of Directors propose that existing shares within the company are ordinary shares.

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

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2021 on one or more occasions, to increase the company's share capital by not more than SEK 6,531.240192 by the issue of not more than 900,000 class C shares, each with a quota value of SEK 0.007257. With deviation from the shareholders' pre-emption rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' pre-emption rights in connection with the issue of shares is to ensure delivery of shares to participants under the long-term incentive program, as well as to secure potential social contributions arising as a result of LTI 2020.

Authorisation for the Board of Directors to repurchase class C shares

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, during the period until the annual general meeting 2021, on one or more occasions, to repurchase class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure delivery of Performance Shares under LTI 2020 and to secure possible social contributions arising as a result of LTI 2020.

Decision to transfer own ordinary shares

The Board of Directors proposes that the annual general meeting resolves that class C shares that the company acquires based on the authorisation to repurchase class C shares in accordance with the

above, may, following the re-classification into ordinary shares, be transferred free of charge to participants of LTI 2020 in accordance with the adopted terms and conditions in order to secure possible social contributions arising as a result of LTI 2020.

The Board of Directors therefore proposes that the annual general meeting resolves that not more than 736,000 ordinary shares may be transferred to participants in accordance with the terms and conditions of LTI 2020 and that not more than 164,000 ordinary shares shall be transferred on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, to cover any social contributions in accordance with the terms and conditions of LTI 2020. The number of shares to be transferred is subject to re-calculation in the event of an in-between bonus issue, reverse share split, share split, rights issue and/or similar measures.

The background and rationale for the proposal

The rationale for the proposal is to create opportunities to increase retention and motivation among strategic key employees and consultants with similar terms and conditions of employment in the group, and to increase the group's ability to attract top talents to strategic positions. The Board of Directors considers that the adopting of the incentive program as described above is in the favor of the group and the shareholders in the company. LTI 2020 has been designed so that the program includes both current and future members of the executive management, other employees and consultants with similar terms and conditions of employment. LTI 2020 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 2020 will have a positive effect on the future development of the Tobii group and will consequently be beneficial for both the company and its shareholders.

Preparation of the proposal

In accordance with guidelines provided by the Board of Directors, LTI 2020 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 3 April 2020.

Majority requirement

A resolution in accordance with item 14 and 15 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting. A resolution in accordance with item 16 above requires approval of at least nine-tenths (9/10) of the shares represented and votes cast at the general meeting.

Other

The annual report, the auditor's report, the complete proposals to the general meeting and the auditor's statement whether the Board of Directors' guidelines for remuneration to executive management have been applied will not later than on 21 April 2020 be held available at Tobii AB (publ), Reg. No. 556613-9654, with registered office in Danderyds kommun, address Karlsrovägen 2D, 182 53 Danderyd, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.



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 2020

Tobii AB (publ)

The Board of Directors

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