

## Tobii AB (publ)

hereby summons to an Extraordinary General Meeting on Monday 4 March 2024 at 10:00 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 23 February 2024 and (ii) notify its intention to participate in the Extraordinary General Meeting no later than 27 February 2024. The notification shall be via e-mail: [generalmeeting@tobii.com](mailto: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 23 February 2024. 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 23 February 2024 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, [www.tobii.com](http://www.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 Tuesday 27 February 2024. The form may be submitted via e-mail to [generalmeeting@tobii.com](mailto: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, [www.tobii.com](http://www.tobii.com), and will also be sent to shareholders that so request and inform the company of their postal address.

### Right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

### Number of shares and votes

There are, as of the day of this notice, a total number of 108,359,645 shares in Tobii AB (publ), whereof 106,182,266 ordinary shares and 2,177,379 class C shares, corresponding to a total of 106,400,003.9 votes. The company's own holding of shares amounts to 310,562 ordinary shares and 2,177,379 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. Proposal for resolution to amend the Articles of Association.
7. Proposal for resolution regarding authorisation for the Board of Directors to resolve on new issues of ordinary shares.
8. 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 to amend the Articles of Association (item 6)***

The Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 4 and § 5 of the Articles of Association as set out below. The resolution is conditional upon, and shall be submitted for registration with the Swedish Companies Registration Office after the company has resolved on a new issue of shares on the basis of and subject to the adoption by the Extraordinary General Meeting, of the proposal for an authorization to issue shares in accordance with item 7 below.

| Item              | Current wording   | Proposed wording   |
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| § 4 Share capital | The company's share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. | The company's share capital shall be not less than SEK <u>1,000,000</u> and not more than SEK <u>4,000,000</u> . |
| § 5 Shares        | The company shall have at least 50,000,000 and not more than 200,000,000 shares.                | The company shall have at least <u>100,000,000</u> and not more than <u>400,000,000</u> shares.                  |

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|  | <p>Two classes of shares may be issued, ordinary shares and class C shares. The ordinary shares shall carry one vote each and the class C shares shall carry one tenth of a vote each. Shares of either class may be issued up to an amount corresponding to the entire share capital.</p> <p>Class C shares do not entitle to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.</p> <p>If the company resolves to issue new ordinary shares and class C shares, against payment other than contribution in kind, owners of ordinary shares and class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary preferential rights). Shares which are not subscribed for under the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers' pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.</p> <p>If the company resolves to issue new shares of either solely ordinary shares or class C shares,</p> | <p>Two classes of shares may be issued, ordinary shares and class C shares. The ordinary shares shall carry one vote each and the class C shares shall carry one tenth of a vote each. Shares of either class may be issued up to an amount corresponding to the entire share capital.</p> <p>Class C shares do not entitle to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.</p> <p>If the company resolves to issue new ordinary shares and class C shares, against payment other than contribution in kind, owners of ordinary shares and class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary preferential rights). Shares which are not subscribed for under the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers' pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.</p> <p>If the company resolves to issue new shares of either solely</p> |
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|  | <p>against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or class C shares, shall have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.</p> <p>What is set out above with regard to preferential rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures, and shall not limit the right to resolve upon an issue with deviation from the shareholders' preferential rights.</p> <p>In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the articles of association.</p> <p>Reduction of share capital, which in any case shall not fall below the minimum share capital, may, after resolution by the company's board of directors, take place through redemption of all class C shares. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per class C</p> | <p>ordinary shares or class C shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or class C shares, shall have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.</p> <p>What is set out above with regard to preferential rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures, and shall not limit the right to resolve upon an issue with deviation from the shareholders' preferential rights.</p> <p>In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the articles of association.</p> <p>Reduction of share capital, which in any case shall not fall below the minimum share capital, may, after resolution by the company's board of directors, take place through redemption of all class C shares. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The</p> |
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|  | <p>share shall be the quota value of such shares.</p> <p>Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court is required, following the receipt of notice that the final and effected decision has been registered.</p> <p>Class C shares held by the company may, upon decision of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification to the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification been reflected in the central securities depository register.</p> | <p>redemption amount per class C share shall be the quota value of such shares.</p> <p>Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court is required, following the receipt of notice that the final and effected decision has been registered.</p> <p>Class C shares held by the company may, upon decision of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification to the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification been reflected in the central securities depository register.</p> |
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**Proposal for resolution regarding authorisation for the Board of Directors to resolve on new issues of ordinary shares (item 7)**

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to, on one or more occasions, during the period until the next Annual General Meeting, resolve on issues of new ordinary shares with preferential rights for the company's existing shareholders. The company's share capital and number of shares may, by virtue of the authorisation, be increased with an amount and number, respectively, that falls within the limits of the, at any time registered, articles of association, the aggregated issue proceed may however not exceed approximately SEK 300 million. Issues may be made against cash payment and/or through set-off, or otherwise be subject to conditions.

The Board of Directors also proposes that the Board of Directors, or the person appointed by the Board of Directors, shall be entitled to make the minor changes to the resolution of the General Meeting that may be required in connection with registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) or for other administrative reasons.



### **Special majority requirements**

A resolution in accordance with item 6 above requires the approval of at least two thirds (2/3) 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](http://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 webpage <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>.

Danderyd, February 2024

**Tobii AB (publ)**

*The Board of Directors*

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

phone: +46 8 663 69 90  
fax: +46 8 30 14 00  
[www.tobii.com](http://www.tobii.com)