

The nomination committee of Tobii AB (publ)'s motivated opinion regarding proposals of the board of directors at the annual general meeting 2015

The nomination committee, which was appointed in accordance with the principles established by the extraordinary general meeting on 9 March 2015, consists of Anders Ösund (representing Invifed AB), Hans Otterling (representing Northzone), John Elvesjö (representing the company's founders) and Kent Sander (chairman of the board of directors). The nomination committee has appointed Anders Ösund as the nomination committee's chairman.

The nomination committee's proposals

- The nomination committee makes the following proposals:
- Kent Sander is proposed to chair the annual general meeting.
- The number of members of the board of directors shall be six (6), with no deputy members. The number of auditors shall be one (1) authorized accounting firm.
- That the fees to the board of directors shall amount to SEK 1,430,000 to be allocated with SEK 375,000 to the chairman of the board of directors and SEK 175,000 to each other member of the board of directors. Remuneration for committee work shall be paid with in total a maximum of SEK 180,000, whereof SEK 105,000 shall be allocated to the audit committee (whereof SEK 45,000 to the chairman of the committee and SEK 30,000 to each of the other two members) and SEK 75,000 to the remuneration committee (whereof SEK 35,000 to the chairman of the committee and SEK 20,000 to each of the other two members).
- Auditors' fee is proposed to be on current account.
- Re-election of the members of the board Kent Sander, Anders Ösund, John Elvesjö, Nils Bernhard, Åsa Hedin and Martin Gren. Kent Sander is proposed to be re-elected as chairman of the board.
- Re-election of the accounting firm PricewaterhouseCoopers AB.

Motivated opinion

The nomination committee has been given a positive impression of the board of directors' work. The nomination committee is of the opinion that the board members complement each other well as regards qualifications and experiences. The number of board members and its composition as regards, *inter alia*, experience of the industry and qualification has been discussed. Moreover, it is the opinion of the nomination committee that diversity and equality perspectives are of importance in the board composition. Consequently, the nomination committee has initiated a process to, in a longer perspective, further strengthen the diversity of the board. Based on the evaluation, the nomination committee proposes that the annual general meeting 2015 re-elects Kent Sander, Anders Ösund, John Elvesjö, Nils Bernhard, Åsa Hedin and Martin Gren as board members. The current board member Magnus Ericson has declined re-election as he no longer represents one of the company's major shareholders, Sixth Swedish National Pension Fund. The nomination committee has assessed that the proposed six member strong board, represents adequate competencies and capacity, but will continue to evaluate the need and opportunities to complement the board to further strengthen the board's collective competence. The nomination committee has further resolved to propose that Kent Sander is re-elected as chairman of the board of directors.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at www.tobii.com.

Danderyd, May 2015
Tobii AB (publ)
The nomination committee