

## Tobii AB (publ)

hereby summons to the annual general meeting on Thursday 23 May 2024 at 13:00 at Tobii's head office, Karlsrovägen 2D, SE-182 53 Danderyd.

### **Registration and notification of participation**

Shareholders who wish to participate in the annual general meeting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 15 May 2024 and (ii) notify its intention to participate in the annual general meeting no later than 17 May 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 annual 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 15 May 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 15 May 2024 are taken into account when preparing the register of shareholders.

### **Advance voting**

The shareholders may exercise their voting rights at the annual 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 annual 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 17 May 2024. The form may be submitted via e-mail to [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or in writing to Tobii AB (publ), att. Carolina 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 annual 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 235,778,363 shares in Tobii AB (publ), whereof 233,600,984 ordinary shares and 2,177,379 class C shares, corresponding to a total of 233,818,721.9 votes. The company's own holding of shares amounts to 0 ordinary shares and 2,177,379 class C shares.

## **Proposed agenda**

1. Opening of the annual 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 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, and
  - c. discharge of the members of the Board of Directors and the CEO from liability.
8. Determination of the number of members of the Board of Directors and the number of auditors.
9. Determination of fees to the Board of Directors and the auditors.
10. Election of the members of the Board of Directors.
11. Election of the chairman of the Board of Directors.
12. Election of auditors and, where applicable, deputy auditors.
13. Presentation of the Board of Directors' remuneration report for approval.
14. Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new shares.
15. Proposal for resolution regarding to issue new class C shares and authorisation to repurchase and transfer own shares.
16. Closing of the annual general 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 1, 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 Helen Fasth Gillstedt (appointed by Handelsbanken Fonder), Kent Sander (appointed by the company's three founders), Erik Durhan (appointed by Öhman Fonder) and Per Norman (chairman of the Board of Directors in Tobii). The Nomination Committee has appointed Helen Fasth Gillstedt as the Nomination Committee's chairman. The Nomination Committee proposes that:

- Jesper Schönbeck, member of the Swedish Bar Association, from Advokatfirman Vinge, or, if he has an impediment to attend, the person proposed by the Nomination Committee, is elected as chairman of the annual general meeting (item 1).
- The number of members of the Board of Directors shall be six (6), with no deputy members and that the number of auditors shall be one (1) authorised accounting firm (item 8).
- That the fees to the Board of Directors shall amount to SEK 2,580,000 (2,165,000) to be allocated with SEK 790,000 (750,000) to the chairman of the Board of Directors and SEK 280,000 (270,000) 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 390,000 (335,000), whereof SEK 290,000 (245,000) shall be allocated to the audit committee (whereof SEK 170,000 (125,000) to the chairman of the committee and SEK 60,000 (60,000) to each of the other two members) and SEK 100,000 (90,000) to the Compensation Committee (whereof SEK 50,000 (40,000) to the chairman of the committee and SEK 25,000 (25,000) to each of the other two members) and that the auditors' fee is proposed to be as per approved current account (item 9).
- Re-election of the members of the Board of Directors Charlotta Falvin, Jörgen Lantto and Per Norman. Election of John Elvesjö, Sarah Eccleston and Carl Mellander as new members of the Board of Directors (item 10). Per Norman is proposed to be re-elected as chairman of the Board of Directors (item 11).
- Election of the accounting firm Öhrlings PricewaterhouseCoopers AB. The proposal corresponds to the audit committee's recommendation (item 12).

### **Sarah Eccleston**

Year of birth: 1970.

Nationality: British.

Board assignments: Board member of Telia Company and Data Communications Company (DCC) and nominated as board member of NCAB Group.

Professional experience and previous assignments: Global CTO and Global Vice President of Small Business at Cisco (2019-2022), several senior positions in global technology companies such as Cisco, Nortel Networks and Verizon.

Education: Degree in Electronics and Telecommunications at the University of Coventry.

Shareholding in Tobii: 0.

Independent in relation to the company and its management and independent in relation to the company's major shareholders.

### **Carl Mellander**

Year of birth: 1964.

Nationality: Swedish.

Board assignments: Board member of Grönskär Gruppen AB and AB Svensk Exportkredit. Member of the Save the Children Funding and Partnership Council.

Professional experience and previous assignments: Senior Vice President and CFO of the Ericsson Group since 2017 until this year. Previous positions at Ericsson include Vice President and Group Treasurer and Head of Finance for Region West and Central Europe. Previous positions include CFO for a telecom operator and within the defence industry.

Education: Bachelor of Arts degree from Stockholm University.

Shareholding in Tobii: 988,497.

Independent in relation to the company and its management and independent in relation to the company's major shareholders.

## **John Elvesjö**

Year of birth: 1977.

Nationality: Swedish.

Board assignments: Node Ventures, Brightly Ventures, Wehype, Yabie, Collective Minds Radiology, Hooked Foods, Fast Travel Games, Zevoy (FI), The Incredible Machine and Swedish Space Corporation.

Professional experience and previous assignments: Serial entrepreneur and investor. Managing Partner at Node Ventures. Former co-founder of Tobii and Tobii Dynavox, where he was Vice President during the period 2001-2018 and CTO during the period 2001-2015.

Education: Unfinished studies in Engineering Physics at the Royal Institute of Technology in Stockholm.

Shareholding in Tobii: 12,796,548.

Independent in relation to the company and its management and independent in relation to the company's major shareholders.

Information on the proposed members of the Board of Directors is available at [www.tobii.com](http://www.tobii.com).

## **Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new shares (item 14)**

The Board of Directors proposes that the meeting authorises 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 authorisation is to increase the financial flexibility of the company and the acting scope of the Board of Directors as well as to potentially broaden the shareholder base.

## **Proposal for resolution regarding to issue new shares and authorisation to repurchase and transfer own shares (item 15)**

The Board of Directors proposes that the annual general meeting resolves to increase the company's share capital by not more than SEK 5,765.118651 by the issue of not more than 794,429 class C shares, each with a quota value of approximately SEK 0.007257. With disapplication of the shareholders' preferential rights, a 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 issue of shares 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 under the company's outstanding incentive programmes (the "**LTI Programmes**") and to cover cash payments, social contributions and/or other costs and obligations arising as a result of the LTI Programmes.

The background to the proposal is that the terms of the LTI Programmes include provisions on recalculation in the event of changes in Tobii's capital structure such as a bonus issue, reverse share split, share split, rights issue and/or similar events. As Tobii carried out a rights issue in the spring of 2024, this entails a customary recalculation resulting in a higher number of outstanding stock units

under the LTI Programmes and thereby a need to issue additional class C shares to secure the company's commitments under the respective LTI Programmes. In connection with the above recalculation, the company has also made a general review of outstanding commitments under the LTI Programmes, for example taking into account whether stock units have lapsed as a result of employees leaving the company, to ensure that the number of class C shares now proposed to be issued corresponds to the actual total need of class C shares.

The Board of Directors has not proposed a new LTI programme to be resolved by the annual general meeting in 2024. The Board of Directors believes that it is important to ensure the employees' commitment and incentives also in the future and intends to return with a possible proposal for a new LTI programme to be adopted at an extraordinary general meeting later during 2024.

#### *Conditions for the issue of class C shares*

Subscription for new shares shall be made through subscription on an application form by 30 June 2024 at the latest. The Board of Directors shall be entitled to prolong the subscription period as well as postpone the time of payment. The new class C shares does not entitle to any dividend. The class C shares shall be subject to the restrictions set out in the Articles of Association.

#### *Authorisation to resolve to repurchase own 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 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 the LTI Programmes.

#### *Resolution on the transfer of own ordinary shares*

The Board of Directors proposes that the annual general 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, following reclassification into ordinary shares, may be transferred to participants in the LTI Programmes, 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.

The Board of Directors proposes that the annual general meeting resolves that, in total, a maximum of 2,969,808 ordinary shares may be transferred to participants in accordance with the terms of the LTI Programmes, 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 annual general 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 cash payments, social contributions and/or other costs arising as a result of the LTI Programmes, 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.

The Board of Directors, or the person that the Board of Directors appoints, shall be authorised to make minor adjustments to the annual general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden AB.

### **Majority requirement**

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

### **Authorisation**

The Board of directors, or the person that the Board of Directors appoints, shall be authorised to make the minor adjustments in the annual general meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden.

### **Other**

The annual and sustainability report, the auditor's report, the remuneration report and the auditor's statement whether the Board of Directors' guidelines for remuneration to executive management have been applied will not later than on 2 May 2024 be held available at Tobii AB (publ), with registered office in Danderyds kommun, 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 the shareholders who so request and inform the company of their postal address. The Nomination Committee's full proposal and motivated statement is available on the above mentioned address and website. 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-notice-bolagsstammor-engelska.pdf>.

Danderyd, April 2024

**Tobii AB (publ)**

*The Board of Directors*