

BOARD OF DIRECTORS' COMPLETE PROPOSAL FOR INCENTIVE PROGRAMME 2026 IN TOBII AB (PUBL) AND ISSUE OF WARRANTS

The Board of Directors proposes that the annual general meeting resolves to implement a long-term incentive program for the company's CEO and other senior executives within the Tobii group ("**LTI 2026**") in accordance with items 16 (a) – 16 (b) below. The resolutions under items 16 (a) – 16 (b) below are proposed to be conditional upon each other and it is therefore proposed that all resolutions are to be passed as one resolution. LTI 2026 is proposed to include a maximum of six persons within the Tobii group.

Proposal regarding the adoption of LTI 2026 (item 16 (a))

LTI 2026 consists of warrants to be transferred to two categories: the company's CEO ("**Category 1**") and other senior executives ("**Category 2**"). Category 1 and Category 2 are collectively referred to below as the "**Participants**". The warrants have a vesting period of at least 3 years, after which the participants are entitled to exercise the warrants to subscribe for shares during a period of six months.

The Board of Directors therefore proposes the meeting to resolve to transfer not more than 5,200,000 warrants, of which a maximum of 3,900,000 warrants may be transferred to Category 1 and a maximum of 1,300,000 warrants may be transferred to Category 2. The wholly-owned subsidiary Tobii Technology Options AB shall have the right to subscribe for warrants and shall transfer the options to the Participants. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB.

Below is a description of the terms and conditions for the warrants.

Warrants

The company will transfer the warrants to the Participants at a price corresponding to the market value of the warrant (i.e. the warrant premium). The warrants may be transferred to the Participants, at one or several occasions from and including 29 May 2026 until 30 November 2026.

Each warrant shall, during the period commencing on 1 June 2029 and up to and including 31 December 2029, entitle the holder to subscribe for one new share in Tobii at an exercise price corresponding to 170 per cent of the average volume weighted Tobii share price as quoted on Nasdaq Stockholm during the period 10 trading days calculated as from and including 13 May 2026.

The issued warrants shall, with deviation from the shareholders' pre-emption rights, be able to be subscribed for by Tobii Technology Options AB – a wholly owned subsidiary to Tobii - whereafter this company shall offer the warrants to the Participants. The transfer of the warrants shall be made at a price corresponding to the market value of the warrants (the warrant premium), calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be made by an independent appraiser or auditor firm. The company shall in connection with the transfer of the warrants to the participants reserve itself a right to repurchase the warrants if the participant's employment or assignment within the group is terminated or if the participant in turn wishes to transfer the warrants.

The transfer of the warrants in accordance with the above-mentioned proposal may take place only to the extent that the total number of warrants does not exceed 5,200,000 warrants.

Recalculation due to split, consolidation, new share issue, etc.

The exercise price, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice. If the warrants are completely exercised the share capital will increase with approximately SEK 37,736.

Allocation of warrants

The right to receive warrants shall be accrued to Category 1 and Category 2. The maximum allocation shall be 3,900,000 warrants for Category 1 and 1,300,000 warrants for Category 2.

Category	Maximum number of persons	Maximum number of warrants	Maximum number of warrants per person within the category
Category 1 (CEO)	1	3,900,000	3,900,000
Category 2 (other senior executives)	5	1,300,000	400,000

Board members shall not be eligible to participate in LTI 2026.

Costs

The transfer of the warrants shall be made at a price corresponding to the market value of the warrants at the time of the transfer; therefore, no social security contributions are to be paid by the group in relation to the issue and transfer of the warrants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying share corresponding to SEK 1.696 and SEK 0.16 per warrant, assuming an exercise price of SEK 2.883 per share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk-free interest of 2.53 per cent and a volatility of 35 per cent.

Costs, which primarily consist of fees paid to external advisers and costs associated with the administration of the LTI 2026, are estimated to amount to approximately SEK 200,000 over the duration of the LTI 2026.

Effect on important key ratios

The costs associated with LTI 2026 are expected to have a marginal impact on Tobii's key ratios.

Dilution of existing shares and votes

Based on the number of shares and votes outstanding in the company, LTI 2026 implies, upon exercise of all 5,200,000 warrants, a full dilution corresponding to approximately 1.96 per cent of the total number of shares and votes outstanding in the company. If all outstanding incentive programmes in the company are included in the calculation, the corresponding maximum level of dilution at the time of the annual general meeting amounts to approximately 2.24 per cent.

Information about Tobii's current incentive programmes is available in the annual report for the financial year 2025, note 8, and on the company's website, www.tobii.com.

The background and rationale for the proposal

The rationale for the proposal is to create opportunities to increase retention and motivation among the CEO of the company and other senior executives. The Board of Directors considers that the adoption of the incentive programme as described above is in the favour of the group and the shareholders in the company.

Preparation of the proposal

In accordance with guidelines provided by the Board of Directors, LTI 2026 has been prepared by the company's management team in consultation with external advisors and has been reviewed by the Compensation Committee in March 2026 and at the meeting of the Board of Directors held on 1 April 2026.

Proposal regarding issue of warrants (item 16 (b))

The Board of Directors proposes that the company shall issue not more than 5,200,000 warrants for subscription of shares, whereby the company's share capital may be increased by not more than SEK 37,736.056056, at full subscription corresponding to approximately 1.96 per cent of the total share capital and the total number of votes in Tobii.

The right to subscribe for warrants for subscription only accrues to the subsidiary Tobii Technology Options AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued free of charge to Tobii Technology Options AB. There can be no over-allotment. The warrants are otherwise subject to the terms and conditions set forth in Appendix 1.

LTI 2026 – issue of warrants

The Board of Directors proposes that the shareholders' meeting resolves to issue not more than 5,200,000 warrants.

1. With deviation from the shareholders' pre-emptive rights, Tobii Technology Options AB, a wholly owned subsidiary of Tobii AB (publ) shall be entitled to subscribe for the warrants.
2. Each warrant shall, during the period commencing on 1 June 2029 and up to and including 31 December 2029, entitle the holder to subscribe for one new share in Tobii AB (publ) at an exercise price corresponding to 170 per cent of the average volume weighted Tobii share price as quoted on Nasdaq Stockholm during the period 10 trading days calculated as from and including 13 May 2026. The exercise price, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice. If the warrants are completely exercised the share capital will increase by SEK 37,736.056056.
3. The subscription for warrants shall be made no later than 15 June 2026. However, the Board of Directors shall be entitled to extend the subscription period.
4. The warrants shall be issued free of charge.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix 1.A.

It is further proposed that the company's General Counsel should be authorised to undertake such minor adjustments in the decision that may be required for the registration with the Companies Registration Office and Euroclear Sweden AB.

There can be no over-subscription.

The reason for the deviation from the shareholders' pre-emptive rights is to implement an incentive programme for the CEO of the company.