

## Tobii AB (publ)

hereby summons to the annual general meeting on Thursday 7 May 2026 at 10:00 CEST at Tobii's head office, Karlsrovägen 2D, SE-182 53 Danderyd, Sweden.

### 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 Tuesday 28 April 2026 and (ii) notify its intention to participate in the annual general meeting no later than Thursday 30 April 2026. The notification shall be via e-mail: [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or in writing to Tobii AB (publ), att. Rasmus Löwenmo Buckhøj, 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 Tuesday 28 April 2026. 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 no later than Thursday 30 April 2026 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, <https://corporate.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 Thursday 30 April 2026. The form may be submitted via e-mail to [generalmeeting@tobii.com](mailto:generalmeeting@tobii.com) or in writing to Tobii AB (publ), att. Rasmus Löwenmo Buckhøj, 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, <https://corporate.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 259,436,350 shares in Tobii AB (publ), whereof 234,995,199 ordinary shares and 24,441,151 class C shares, corresponding to a total of 237,439,314.1 votes. The company's own holding of shares amounts to 0 ordinary shares and 24,441,151 class C shares.

## **Proposed agenda**

1. Opening of the annual general meeting and election of 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. Resolution regarding guidelines for executive remuneration.
15. Resolution regarding authorisation for the Board of Directors to resolve to issue new ordinary shares.
16. Proposal for resolution regarding incentive programme 2026 and issue of warrants.
17. Closing of the annual general meeting.

## **Proposal regarding allocation of the company's profits or losses in accordance with the adopted balance sheet (item 7b)**

The Board of Directors propose that the company's results shall be carried forward and thus no dividend will be distributed.

## **Proposal regarding election of chairman of the meeting, determination of the number of members of the Board of Directors and the number of auditors, determination of the fees to the Board of Directors and the auditors and election of members of the Board of Directors, chairman of the Board of Directors and auditors (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 Mårten Skogö and John Elvesjö, who represent their own holdings, Henrik Tellving, representing Henrik Eskilsson's holdings, and chairman of the Board of Directors Per Norman. The Nomination Committee has appointed Henrik Tellving as the Nomination Committee's chairman. The Nomination Committee 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 Nomination Committee, is elected as chairman of the annual general meeting (item 1).
- The number of members of the Board of Directors elected by the general meeting shall be five (5), with no deputy members and that the number of auditors shall be one (1) authorised accounting firm (item 8).
- The fees to the Board of Directors shall remain at the same level as the previous year. The fees to the Board of Directors shall amount to SEK 2,580,000 (2,580,000) to be allocated with SEK 790,000 (790,000) to the chairman of the Board of Directors and SEK 280,000 (280,000) 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 (390,000), whereof SEK 290,000 (290,000) shall be allocated to the audit committee (whereof SEK 170,000 (170,000) to the chairman of the committee and SEK 60,000 (60,000) to each of the other two members) and SEK 100,000 (100,000) to the Remuneration Committee (whereof SEK 50,000 (50,000) 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 Per Norman, Carl Mellander, Charlotta Falvin and Henrik Eskilsson. John Elvesjö has informed that he is not available for re-election. Election of Mårten Skogö as new member 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).

For information on the member of the Board of Directors proposed for new election, see below. Information on all the proposed members of the Board of Directors is available at <https://corporate.tobii.com/>.

### **Member of the Board of Directors proposed for new election**

Mårten Skogö was born in 1977 and studied Engineering Physics at the Royal Institute of Technology. Mårten is a co-founder of Tobii AB (publ), where he has worked for 20 years in various senior roles, including Chief Science Officer and member of the Board of Directors. Prior to that, he founded Jenser Technology. After his time as an entrepreneur, Mårten transitioned to the investor side as CTO at Industrifonden. Today, he is a partner and co-founder at Node.vc, a venture capital firm focusing on Nordic technology companies. He serves on the boards of ONiO and Vaja, among others. Mårten holds 11,833,283 shares in Tobii.

### **Proposal for resolution regarding guidelines for executive remuneration (item 14)**

The Board of Directors proposes that the annual general meeting resolves to adopt the following guidelines for executive remuneration.

The company's group management, including the CEO, fall within the provisions of these guidelines. To the extent a board member conducts work for the company, in addition to the board work, consulting fees and other compensation for such work may be paid. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2026. These guidelines do not apply to any remuneration decided or approved by the general meeting.

### *The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

Tobii's mission is to improve the world with technology that understands human attention and intent. For more information regarding the company's business strategy, please see [www.tobii.com](http://www.tobii.com).

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Long-term share-related incentive plans have been implemented in the company. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines. The incentive plans include, among others, the CEO and group management in the company. The outcome of the plans are directly linked to the company's share price development and thereby to the company's long-term value creation. For more information regarding these incentive plans, please see [www.tobii.com](http://www.tobii.com).

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

### *Types of remuneration, etc*

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. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. 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. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Remuneration Committee.

Pension benefits, including health insurance (Sw: *sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than 10 per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines. Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 50 per cent of the fixed annual cash salary.

### *Termination of employment*

The notice period may not exceed six months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the fixed cash salary for one year. The period of notice may not exceed six months without any right to severance pay when termination is made by the executive.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions and be paid during the time the non-compete undertaking applies, however not for more than 24 months following termination of employment.

### *Criteria for awarding variable cash remuneration, etc.*

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The objectives for the CEO are determined annually by the Board of Directors' Remuneration Committee with the intention to align the objectives with the company's business strategy and performance targets. The objectives for the other members of the group management who fall within the provisions of these guidelines are determined annually by the CEO, in accordance with these guidelines and based on more detailed frameworks as established by the Board of Directors' Remuneration Committee.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be determined when the measurement period has ended. The Remuneration Committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation.

### *Salary and employment conditions for employees*

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

## *The decision-making process to determine, review and implement the guidelines*

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## *Derogation from the guidelines*

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

## *Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration*

In relation to the current guidelines adopted by the annual general meeting 2022, the proposal to the annual general meeting 2026 only contains editorial adjustments.

## **Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new ordinary shares (item 15)**

The Board of Directors proposes that the annual general meeting authorises the Board of Directors to resolve to issue new ordinary 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 per cent. 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 company's shareholder base.

## **Proposal for resolution regarding incentive programme 2026 and issue of warrants (item 16)**

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](http://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 advisers and has been reviewed by the Remuneration 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.

## **Majority requirement**

A resolution in accordance with item 15 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 16 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 regarding whether the Board of Directors' guidelines for remuneration to executive management have been applied will not later than on Thursday 16 April 2026 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, <https://corporate.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>. If you have questions regarding our processing of your personal data, you can contact Rasmus Löwenmo Buckhøj by emailing [press@tobii.com](mailto:press@tobii.com).

Danderyd, April 2026

**Tobii AB (publ)**

*The Board of Directors*