



The shareholders in

Tobii AB (publ)

are hereby summoned to the annual general meeting on Thursday, 11 June 2015 at 5 p.m. at Citykonferensen Ingenjörshuset, Malmskillnadsgatan 46, Stockholm.

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of Thursday, 4 June 2015, and

secondly notify the company of their participation in the annual general meeting no later than on Thursday, 4 June 2015.

The notification shall be in writing to Tobii AB, Karlsrovägen 2D, Box 743, 182 17 Danderyd, Sweden, via e-mail: generalmeeting@tobii.com or on the company's website. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Shareholders wishing such re-registration must inform their nominee of this well before Thursday, 4 June 2015, when such re-registration must have been completed.

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 authorization 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, and will also be sent to shareholders that so request and inform the company of their postal address.

The shareholders are reminded of their right to ask questions to the Board of Directors and the CEO at the annual general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen).

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Number of shares and votes

There are, as of the day of this notice, 84,927,883 shares in the company. As of the day of this notice, the company holds no own shares.

Proposed agenda

1. 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 who shall approve the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Report from the managing director Henrik Eskilsson.
7. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group.
8. Resolutions regarding:
 - a. Adoption of the income statement and the balance sheet and, when applicable, 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;
 - c. Discharge of the members of the board of directors and the managing director from liability.
9. Determination of the number of members and deputy members of the board of directors to be elected by the shareholders' meeting and the number of auditors and, where applicable, deputy auditors.
10. Determination of fees for members of the board of directors and auditors.
11. Election of the members of the board of directors.
12. Election of auditors and, where applicable, deputy auditors.
13. Proposal for resolution regarding the principles for the appointment of the nomination committee.
14. Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management.
15. Closing of the meeting.

Proposal regarding appropriation of the company's result (item 8 b)

The Board of Directors and the managing director 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 9, 10, 11 and 12)

The nomination committee, appointed in accordance with the process that was determined at 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 chairman of the committee. The nomination committee proposes that:

- Kent Sander is proposed to chair the annual general meeting (item 1).
- 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 (item 9).
- 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) (item 10).

- Auditors' fee is proposed to be on current account (item 10).
- 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 (item 11).
- Re-election of the auditor PricewaterhouseCoopers AB (item 12).

Proposal for resolution regarding the principles for the appointment of the nomination committee (item 13)

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

Ahead of each annual general meeting, the nomination committee shall be composed of representatives of the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden as of September 30 each year, together with the chairman of the board of directors. In total the nomination committee shall thus comprise of four members. If a shareholder chooses not to exercise the right to appoint a representative, the right shall pass on to the largest shareholder in respect of voting power who has not appointed a representative. As long as the three founders, Henrik Eskilsson, John Elvesjö and Mårten Skogö, directly or indirectly, together hold shares in the company that makes them one of the three largest shareholders, they have the right to jointly nominate one of the three shareholder representatives in the nomination committee. The member representing the largest shareholder shall convene the first meeting of the nomination committee and be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else. However, the chairman of the board of directors may not be chairman of the nomination committee. If earlier than three months prior to the annual shareholders' meeting, one or more of the shareholders having appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. Changes to the composition of the nomination committee must be announced immediately.

Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management (item 14)

The board of directors proposes that the annual general meeting resolves to approve the board of directors' proposal regarding guidelines for remuneration and other employment terms for the company's senior managers as follows.

The group managers' terms and remunerations and general principles for remuneration

The company applies market competitive salaries and compensations (on the geographic market the individual lives or works) including both a fixed and a variable component which are compared to an

external database with employee compensation data. Compensation to the CEO and other senior managers are comprised of base salary, variable compensation, warrants, in some cases employee stock options and pension. Senior management includes those executives who, including the CEO, form the company's Group Management Team. The variable compensation is based on pre-defined targets, and may for instance be a combination of revenue, income, cash flow and activity targets. The targets will be set annually by the board compensation committee with the intention that they shall be in line with the company's strategy and financial goals.

For the CEO the variable compensation is capped at 100% of the base salary and for other senior managers at between 0% and 60% of the base salary.

The company makes provisions in its accounts for the total cost for all variable compensations, including pay-roll costs.

Pension liability

The pension obligation to senior managers amount to between 10% and 30% of the annual base salary. All pension plans are based on the fixed contribution principle.

Redundancy payment

Both the company and the CEO have the obligation to give notice four months before termination of the CEO's employment with the company. In case the employment is terminated by the company, the CEO is entitled to a severance payment amounting to four times the monthly base salary.

For other senior managers, the notice period is between three and six months. Some of the senior managers are entitled to severance payment, corresponding to maximum six times the monthly base salary.

The Board of Directors is entitled to make exception to these guidelines when there are special circumstances.

The annual report and the auditor's report and the auditor's statement whether the board of directors' guidelines for remuneration to key executives have been applied will not later than on 21 May 2015 be held available at the company's office at Karlsrovägen 2D, 182 53 Danderyd, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.

Danderyd, May 2015

Tobii AB (publ)

The Board of Directors