

# Tobii Dynavox AB (publ)

hereby summons to the annual general meeting on Thursday 19 May 2022.

The annual general meeting will be carried out through advance voting only (postal voting) pursuant to temporary legislation and Tobii Dynavox welcomes all shareholders to exercise their voting rights at this annual general meeting through advance voting according to the procedure set out below.

Information on the resolutions passed at the annual general meeting will be published on 19 May 2022, as soon as the result of the voting has been finally confirmed. Tobii Dynavox will arrange a Q&A on 19 May 2022 concerning the business year 2021, which will be possible to attend in person or follow through a webcast. For further information regarding the Q&A, which is separated from the annual general meeting, please refer to the company's website, <https://investors.tobiidynavox.com/>.

## **Notification of participation**

Shareholders who wish to participate in the annual general meeting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 11 May 2022 and (ii) notify its intention to participate in the annual general meeting no later than 18 May 2022 by casting their advance vote in accordance with the instructions under the heading *Advance voting* below, so that the advance voting form is received by Euroclear Sweden AB no later than that day.

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 share register as at 11 May 2022. 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 11 May 2022 are taken into account when preparing the register of shareholders.

## **Advance voting**

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Tobii Dynavox's website, <https://investors.tobiidynavox.com/>. The advance voting form is considered as the notification of participation.

The completed voting form must be received by Euroclear AB no later than Wednesday 18 May 2022. The form may be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by post to Tobii Dynavox AB, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Shareholders may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. 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. For questions about the annual general meeting or to have the advance voting form sent by post, please contact Euroclear Sweden AB on telephone +46 (0) 8 402 91 33.

### **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*). A request for such information shall be made in writing to Tobii Dynavox AB (publ), att. Linda Tybring, "AGM", Karlsrovägen 2D, SE-182 53 Danderyd, or via email to [linda.tybring@tobiidynavox.com](mailto:linda.tybring@tobiidynavox.com), no later than on 9 May 2022. Information relating to such requests will be made available at Tobii Dynavox AB (publ), Karlsrovägen 2D, SE-182 53 Danderyd, Sweden and on the company's website, <https://investors.tobiidynavox.com/>, no later than on 14 May 2022. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

### **Number of shares and votes**

There are, as of the day of this notice, 104,851,201 shares and votes in the company.

### **Proposed agenda**

1. Election of a chairman of the meeting.
2. Election of one or two persons to approve the minutes of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
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:
  - a. the number of members of the Board of Directors, and
  - b. the number of auditors.
9. Determination of fees to:
  - a. the Board of Directors, and
  - b. the auditors.
10. Election of the members of the Board of Directors:
  - a. Carl Bandhold,
  - b. Henrik Eskilsson,
  - c. Charlotta Falvin,
  - d. Åsa Hedin, and
  - e. Caroline Ingre.
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 resolutions regarding incentive program 2022 and hedging arrangements (items a-c).
15. Proposal for resolutions on hedging arrangement for LTI 2020 and LTI 2021 (items a-b).
16. Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new shares.

**Election of one or two persons to approve the minutes of the meeting (item 2)**

As person to approve the minutes of the annual general meeting together with the chairman, the Board of Directors proposes Helen Fasth Gillstedt (Handelsbanken Fonder), or, if she is prevented, the person instead appointed by the Board of Directors. The task of approving the minutes of the annual general meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

**Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of Tobii Dynavox, based on the annual general meeting's share register and advance votes received, as verified and recommended by the person approving the minutes of the 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, the number of auditors, fees to the Board of Directors and the auditors and election of members of the Board of Directors, the 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 extraordinary general meeting on 5 November 2021, consists of Jan Andersson (appointed by Swedbank Robur Fonder), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder), Henrik Tellving (appointed by the company's founders) and Åsa Hedin (chairman of the Board of Directors). The Nomination Committee has appointed Helen Fasth Gillstedt as the Nomination Committee's chairman. The Nomination Committee proposes that:

- Åsa Hedin, or, if she 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 five (5) with no deputy members (item 8a). The number of auditors shall be one (1) authorised accounting firm (item 8b).
- That the fees to the Board of Directors shall amount to SEK 1,700,000 to be allocated with SEK 680,000 to the chairman of the Board of Directors and SEK 255,000 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 335,000, whereof SEK 245,000 shall be allocated to the audit committee (whereof SEK 125,000 to the chairman of the committee and SEK 60,000 to each of the other two members) and SEK 90,000 to the remuneration committee (whereof SEK 40,000 to the chairman of the committee and SEK 25,000 to each of the other two members) (item 9a).
- Auditors' fee is proposed to be as per approved current account (item 9b).
- Re-election of the members of the Board of Directors Carl Bandhold, Henrik Eskilsson, Charlotta Falvin, Åsa Hedin and Caroline Ingre (items 10a-e). Åsa Hedin is proposed to be re-elected as chairman of the Board of Directors (item 11).
- Re-election of the accounting firm PricewaterhouseCoopers AB as auditor for the time until the end of the annual general meeting 2023. The Nomination Committee notes that Camilla Samuelsson will be appointed auditor in charge should PricewaterhouseCoopers AB be re-elected as auditor. The proposal corresponds to the audit committee's recommendation (item 12).

Information on the members of the Board of Directors proposed for re-election is available at <https://investors.tobiidynavox.com/>.

**Proposal for resolutions regarding incentive program 2022 and hedging arrangements (item 14a-c)**

The Board of Directors proposes that the annual general meeting resolves to implement a new long-term incentive program for the CEO, the executive management team and key employees and certain other individuals within the Tobii Dynavox group (“**LTI 2022**”) in accordance with item 14a. The Board of Directors further proposes the annual general meeting resolves to adopt hedging arrangements in accordance with item 14b or, if the majority requirement under item 14b is not met, item 14c. To ensure that the LTI 2022 is properly hedged, the proposal to adopt LTI 2022 under item 14a is proposed to be conditional on that either the proposals under item 14b or the proposal under 14c is passed at the annual general meeting.

*Resolution to adopt LTI 2022 (item 14a)*

*The program in brief*

LTI 2022 is proposed to include the CEO, the executive management team, key employees and certain other individuals within the Tobii Dynavox group. LTI 2022 is proposed to include not more than 81 persons that currently or before the annual general meeting 2023 are employed within the Tobii Dynavox group.

The participants will be given the opportunity to receive ordinary shares (“**Performance Shares**”) in accordance with the terms and conditions set out below. Within the scope of LTI 2022, the company will allot participants stock units, entailing the right to, subject to certain conditions being met, receive a Performance Share free of charge (“**Stock Units**”).

The vesting condition specified under the heading *Vesting condition for all participants* below applies to all participants and for participants in participation category 1 (CEO) and 2 (Executive management team & key employees) an additional condition related to total shareholder return applies, as specified under the heading *Condition related to total shareholder return for participants in category 1 and 2* below.

*The rationale for the proposal*

The rationale for the proposal is to create opportunities to increase retention and motivation among key employees in the group, and to increase the group’s ability to attract top talents to strategic positions. LTI 2022 has been designed so that the program includes both current and future employees. LTI 2022 rewards employees’ continued loyalty and thus the long-term value growth of the company. By offering Stock Units which are based on the fulfilment of defined profit based conditions, the participants are rewarded for increased shareholder value. As described below, the Stock Units vest in three installments on each of 31 May 2024, 2025 and 2026, respectively, which Tobii Dynavox deem create an appropriate incentive structure throughout the program. After these considerations, the Board of Directors considers that LTI 2022 will have a positive effect on the future development of the Tobii Dynavox group and will consequently be beneficial for both the company and its shareholders.

*Vesting condition for all participants*

The last date for allotment of Stock Units pursuant to LTI 2022 shall be the day before the annual general meeting in Tobii Dynavox 2023. The allocated Stock Units will vest in three annual instalments during the period from the start of LTI 2022 and up to and including 31 May 2026. One third (1/3) of the allocated Stock Units shall be deemed vested on each of 31 May 2024, 2025 and 2026, respectively (each a “**Vesting Date**”). Stock Units will vest provided that the participant, with certain exceptions, from the start of LTI 2022 for each participant up to and including the respective Vesting Date, is still employed within the Tobii Dynavox group.

*Condition related to total shareholder return for participants in category 1 and 2*

In addition to the requirement of the participant's continued employment in accordance with the above, the final number of Performance Shares for the participants in category 1 and 2, respectively, shall also be conditional on that the annual total shareholder return ("Total Shareholder Return" or "TSR"), including increase in share price plus reinvestment of any dividends, on Tobii Dynavox's ordinary share is not less than 105 per cent of the volume-weighted average share price during the 10 trading days immediately preceding the allotment of the participant's respective Stock Units at the applicable Vesting Date (each, a "Vesting Period").

In the event that the TSR for the company's ordinary share does not reach the above described level of TSR during a Vesting Period, the Stock Units that are subject to vesting during such Vesting Period will not vest. Any such Stock Units will instead be eligible to vest at a later Vesting Date if the TSR for the company's ordinary share during a later Vesting Period reach or exceed the above described level of TSR. If the TSR for the company's ordinary share is higher than the above described level during for example the first Vesting Period, but lower during the second and/or third Vesting Period, Stock Units will still vest if the TSR for the company's ordinary share during a later Vesting Period, or in total for the duration of LTI 2022, is not less than the above described level.

*Condition related to total shareholder return for Swedish participants in category 3*

In addition to the requirement of the participant's continued employment in accordance with the above, the final number of Performance Shares for the Swedish respective participants in category 3 shall also be conditional on that the Total Shareholder Return on Tobii Dynavox's ordinary share is positive through the applicable Vesting Period. The development of the share price is measured relative to the volume-weighted average share price during the 10 trading days immediately preceding the allotment of the participant's respective Stock Units.

In the event that the Total Shareholder Return for the company's ordinary share is negative during a Vesting Period, the Stock Units that are subject to vesting during such Vesting Period will not vest. Any such Stock Units will instead be eligible to vest at a later Vesting Date if the Total Shareholder Return for the company's ordinary share during a later Vesting Period is positive.

*The Stock Units*

The Stock Units shall, in addition to what is set out above, be governed by the following terms and conditions:

- The Stock Units are allotted free of charge no later than the day before the annual general meeting in Tobii Dynavox 2023.
- The Stock Units may not be transferred or pledged.
- In order to align the interests of the participants and the shareholders', the company will compensate the participants for dividends paid by recalculating the number of Performance Shares that each unvested Stock Unit entitle to after the Vesting Period.

*Allotment*

The participants are divided into three categories; *the CEO, the Executive management team & key employees* and *Other participants*. The number of Stock Units a participant may be allocated is subject to which category such participant belongs. The allocation within each category is illustrated in the table below.

Category	Maximum number of participants	Maximum number of Stock Units per participant	Maximum number of Stock Units
CEO	1	115,000	115,000
Executive management team & key employees	10	50,000	150,000
Other participants	70	10,000	399,000

In total, a maximum of 664,000 Stock Units may be allocated to the participants in LTI 2022. The total maximum number of Stock Units per participant is higher than the total maximum number of Stock Units which are possible to allocate within each category to allow for flexibility in the detailed distribution within each category. Thus, the above described maximum number of Stock Units may not be allocated in all categories and the table above only describe the maximum outcome for each category but in total no more than a maximum of 664,000 Stock Units will be allocated under LTI 2022. Stock Units can be issued by the company or other group companies.

*Preparation of the proposal, design and administration*

In accordance with guidelines provided by the Board of Directors, LTI 2022 has been prepared by the company's remuneration committee, group management and external advisors and has been reviewed at the meeting of the Board of Directors held in April 2022.

The Board of Directors shall be responsible for preparing the detailed design and administration of LTI 2022, subject to the stipulated terms and guidelines, including provisions on recalculation in the event of changes in Tobii Dynavox's capital structure such as an in-between bonus issue, reverse share split, share split, rights issue and/or similar events. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. If significant changes in the Tobii Dynavox group or in its environment would result in a situation where the adopted terms and conditions for allocation and vesting of Stock Units pursuant to LTI 2022 no longer are appropriate, the Board of Directors shall be entitled to make other adjustment including, among other changes, that adjustments may be decided with respect to the terms and conditions for measuring the Performance Conditions applicable to some participation categories as stated above. Prior to the Board of Directors' determination of the vesting and settlement in accordance with the terms and conditions for the Stock Units, the Board of Directors shall assess if the outcome of LTI 2022 is reasonable. This assessment is made in relation to the company's financial result and position, the conditions on the stock market and in general. If the Board of Directors, in its assessment, deems that the outcome is unreasonable, the Board of Directors shall decrease the number of ordinary shares allocated.

*Costs and effects on key ratios*

Assuming a share price of SEK 27 at the time of allocation and a maximum outcome for LTI 2022 and an average annual increase in the share price of 5 per cent, the cost, including estimated charges for social contributions, is estimated to amount to approximately SEK 18.5 million during the full four-year period. The cost corresponds to approximately 3.9 per cent of the payroll expense for the Tobii Dynavox group 2021. The aggregated maximum cost for the company depends on the development in value of the Tobii Dynavox share price. The market value of the Stock Units is calculated to be SEK 14.3 million.

The market value has been determined by Optio Incentives and is calculated according to a so-called Monte Carlo-simulation.

LTI 2022 will be reported in accordance with IFRS 2, which means that the Stock Units will be expensed as personnel costs and accrued over the Vesting Period.

Given the above assumptions regarding scope and costs, and that LTI 2022 was introduced in 2020 instead, it is estimated that the key figure earnings per share for the financial year 2021 would have decreased from SEK 0.3 to approximately SEK 0.1.

#### *Dilution of existing shares and votes*

Upon maximum allotment of Performance Shares, up to 664,000 ordinary shares may be allocated to participants pursuant to LTI 2022, and 128,000 ordinary shares may be used to secure social contributions arising as a result of LTI 2022, which would entail a maximum dilution effect of approximately 0.75 per cent of the existing number of shares in the company. If all outstanding incentive programs in the company are included in the calculation, the maximum dilution amounts 1.6 per cent.

#### *Outstanding incentive programs*

Tobii Dynavox currently has two outstanding long term incentive programs based on performance based share rights which originally were adopted by Tobii AB's annual general meetings held in 2020 and 2021 which, following resolutions by the extraordinary general meeting in Tobii Dynavox held 5 November 2021, were exchanged for two new incentive programs in Tobii Dynavox ("LTI 2020" and "LTI 2021") on the corresponding terms and conditions as the previous programs but adjusted to reflect the separation between Tobii AB and Tobii Dynavox. LTI 2020 and LTI 2021 consists of stock units and, as for LTI 2020, synthetic stock units, where a stock unit entitles the participant to, subject to certain conditions being met, receive one performance share free of charge. Further information about LTI 2020 and LTI 2021 is available in the Tobii Dynavox prospectus published on 23 November 2021 which is available on the company's website, <https://investors.tobiidynavox.com/>.

#### *Delivery of Performance Shares and hedging arrangements*

To ensure the delivery of shares under LTI 2020, LTI 2021 and LTI 2022, the Board of Directors proposes, in accordance with item 14b, that the annual general meeting resolves to authorise the Board to resolve on a directed issue of class C shares to a participating bank in accordance, and further to authorise the Board of Directors to subsequently resolve to repurchase the class C shares from the participating bank in accordance. The class C shares will then be held by the company, whereafter the appropriate number of class C shares will be reclassified into ordinary shares and subsequently be delivered to the participants in LTI 2020, LTI 2021 and LTI 2022.

Following conversion of the class C shares to ordinary shares, the ordinary shares are intended to be both transferred to participants in LTI 2020, LTI 2021 and LTI 2022 and be sold in the market in order to cover the cash-flow related to social contribution costs associated with LTI 2020, LTI 2021 and LTI 2022. For this purpose, the Board of Directors proposes that the annual general meeting resolves, in accordance with item 14b, to transfer not more than 664,000 ordinary shares free of charge to participants in accordance with LTI 2020, LTI 2021 and LTI 2022 and that not more than 128,000 ordinary shares may be sold to ensure Tobii Dynavox's undertakings, including payment of social security costs and payment of preliminary salary tax in connection with delivery of shares to the participants in LTI 2020, LTI 2021 and LTI 2022.

The reason for having the proposals under item 14b comprise LTI 2020, LTI 2021 and LTI 2022 (and not just LTI 2022) is to provide flexibility going forward. This could for example be needed should an

increased number of shares be required under one or more incentive programs due to, for example, recalculations made following changes in Tobii Dynavox's capital structure such as a share split, rights issue and/or similar events.

In the event delivery and sale of shares under LTI 2022 cannot be achieved as a result of the majority requirement for item 14b not being met, participants may instead acquire ordinary shares from a third party who has entered into an equity swap agreement with Tobii Dynavox, provided that the annual general meeting resolves in accordance with the proposal in item 14c below.

To ensure that the LTI 2022 is properly hedged, the proposal to adopt LTI 2022 as set out under item 14a is proposed to be conditional on that the proposals under item 14b or, if the majority requirement under item 14b is not met, the proposal under 14c is passed at the annual general meeting.

*Resolutions on hedging arrangements including authorisation to issue and repurchase class C shares and to transfer and sell own ordinary shares (item 14b)*

*Authorisation to issue new 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 2023, to increase the company's share capital by not more than SEK 3,777 by the issue of not more than 792,000 class C shares, each with a quota value of approximately SEK 0.004769. With disapplication of the shareholders' preferential rights, a participating 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 authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of common shares to participants and to cover cash payments, social contributions and/or other costs arising as a result of LTI 2020, LTI 2021 and LTI 2022.

*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 2023, 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 LTI 2020, LTI 2021 and LTI 2022.

*Resolution on the transfer of own common 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 common shares, may be transferred to participants in LTI 2020, LTI 2021 and LTI 2022, or sold on Nasdaq Stockholm as set out in accordance with what is set out under the heading *Authorisation to resolve on the sale of own common shares* below.

The Board of Directors proposes that the annual general meeting resolves that a maximum of 664,000 common share may be transferred to participants in accordance with the terms of LTI 2020, LTI 2021 and LTI 2022.

*Authorisation to resolve on the sale of own common 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 2023, to sell common shares on Nasdaq Stockholm. The number of common shares to be sold may not exceed the number of common shares that the company holds at the point in time of the Board of Directors' resolution. Sale of common 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 LTI 2020, LTI 2021 and LTI 2022, in connection with delivery of shares to the participants in the mentioned incentive programs.

*Resolution on equity swap agreement with a third party (item 14c)*

Should the majority requirement for item 14b above not be met, the Board of Directors proposes that the annual general meeting resolves that Tobii Dynavox can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer common shares in Tobii Dynavox to the participants in LTI 2022.

**Proposal for resolutions on hedging arrangements for LTI 2020 and LTI 2021 (item 15a-b)**

Tobii Dynavox currently has two outstanding long term incentive programs based on performance based share rights which originally were adopted by Tobii AB's annual general meetings held in 2020 and 2021 which, following resolutions by the extraordinary general meeting in Tobii Dynavox held 5 November 2021, were exchanged for two new incentive programs in Tobii Dynavox ("LTI 2020" and "LTI 2021") on the corresponding terms and conditions as the previous programs but adjusted to reflect the separation between Tobii AB and Tobii Dynavox.

At the extraordinary general meeting held 5 November 2021, the shareholders also resolved to authorize the Board of Directors to resolve to issue and repurchase class C shares to secure the delivery of common shares to the participants in LTI 2020 and LTI 2021 and/or to cover cash payments, social contributions or other costs arising due to the incentive programs. As the non-restricted equity in Tobii Dynavox's annual report for the financial year 2020 (i.e. the parent company's annual report as adopted by the annual general meeting 2020, which does not reflect the recapitalization measures made to prepare Tobii Dynavox for the separation from Tobii AB) being negative, the Board of Directors have been prevented to resolve on such measures. To ensure that LTI 2020 and LTI 2021 are appropriately hedged, the Board of Directors propose that the annual general meeting resolves to authorise the Board of Directors to issue and repurchase class C shares and to transfer and sell own ordinary shares as set out under item 15a.

Should the majority requirement for item 15a not be met, the Board of Directors proposes that the annual general meeting resolves that Tobii Dynavox can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer common shares in Tobii Dynavox to the participants in LTI 2020 and LTI 2021, as set out under item 15b.

*Resolutions on hedging arrangements including authorisation to issue and repurchase class C shares and to transfer and sell own ordinary shares (item 15a)*

*Authorisation to issue 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 2023, to increase the company's share capital by not more than SEK 4,075 by the issue of not more than 854,369 class C shares, each with a quota value of approximately SEK 0.004769. With disapplication of the shareholders' preferential rights, a participating 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 authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of common shares to participants and to cover cash payments, social contributions and/or other costs arising as a result of LTI 2020, LTI 2021 and LTI 2022.

*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 2023, to repurchase its own class C shares. The repurchase may only be effected through a 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 delivery of common shares to participants and to cover cash payments, social contributions and/or other costs arising as a result of LTI 2020, LTI 2021 and LTI 2022.

*Resolution on the transfer of own common 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 common shares, may be transferred to participants in LTI 2020, LTI 2021 and LTI 2022, or sold on Nasdaq Stockholm as set out in accordance with what is set out under the heading *Authorisation to resolve on the sale of own common shares* below.

The Board of Directors proposes that the annual general meeting resolves that a maximum of 716,067 common share may be transferred to participants in accordance with the terms of LTI 2020, LTI 2021 and LTI 2022.

*Authorisation to resolve on the sale of own common 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 2023, to sell common shares on Nasdaq Stockholm. The number of common shares to be sold may not exceed the number of common shares that the company holds at the point in time of the Board of Directors' resolution. Sale of common 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 LTI 2020, LTI 2021 and LTI 2022, in connection with delivery of shares to the participants in the mentioned incentive programs.

**Resolution on equity swap agreement with a third party (item 15b)**

Should the majority requirement for item 15a above not be met, the Board of Directors proposes that the annual general meeting resolves that Tobii Dynavox can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer common shares in Tobii Dynavox to the participants in LTI 2020 and LTI 2021.

**Proposal for resolution regarding authorisation for the Board of Directors to resolve to issue new shares (item 16)**

The Board of Directors proposes that the annual general meeting authorises the Board of Directors, during the period until the annual general meeting 2023 on one or more occasions, to, with deviation from the shareholders' preferential rights, against payment in cash or against payment by set-off or in kind, or otherwise subject to conditions, issue new shares, provided that such issues do not result in an increase in the company's registered share capital or the number of shares in the company by more than a total of 10 percent. The purpose of the authorisation is to increase the financial flexibility in the company and the margins of maneuver for the Board of Directors as well as potentially increase the number of shareholders of the company and make acquisitions.

**Majority requirements**

Resolutions in accordance with item 14b and 15b above requires approval of at least nine-tenths (9/10) of the shares represented and votes cast at the general meeting. Resolution in accordance with item 16 requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

**Authorisation**

The CEO, or anyone appointed by the CEO, shall be authorised to make the minor adjustments in the annual general meeting's resolutions that may be required in connection with registration at the Swedish Companies Registration Office or due to other formal requirements.

**Other**

The annual report, the auditor's report, the remuneration report, the auditor's statement pursuant to Chapter 8 Section 54 of the Swedish Companies and the reasoned statement of the Board of Directors pursuant to Chapter 19 Section 22 of the Swedish Companies Act will not later than on 28 April 2022 be held available at Tobii Dynavox AB (publ) office at Karlsrovägen 2D, 182 53 Danderyd, Sweden, and on the company's website, <https://investors.tobiidynavox.com/>, and will be sent to the shareholders who so request and inform the company of their postal address. The Nomination Committee's full proposals and motivated statement are available on the above mentioned address and website. Tobii Dynavox has its registered office in Danderyds kommun and the company's corporate registration number is 556914-7563.

**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 [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

Danderyd, April 2022  
**Tobii Dynavox AB (publ)**  
*The Board of Directors*