

# Notice to Annual General Meeting of Tobii Dynavox AB (publ)

Tobii Dynavox AB (publ), Reg. No. 556914-7563, hereby gives notice to attend the annual general meeting on 3 May 2024 at 09.30 CEST in the premises of Advokatfirman Vinge at Smålandsgatan 20, SE-114 46 Stockholm. Registration for the annual general meeting starts at 09.00 CEST.

## Participation in the annual general meeting at the venue

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must (i) be recorded as shareholder in the share register prepared by Euroclear Sweden AB relating to the circumstances on 24 April 2024, and (ii) no later than on 26 April 2024 give notice of its intention to participate through mail to Tobii Dynavox AB, c/o Euroclear Sweden, P.O Box 191, SE-101 23 Stockholm, via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by telephone to +46 8 402 91 33. When providing such notice, the shareholder should state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants), and, where applicable, details of proxy.

If a shareholder is represented by a proxy, a written and dated proxy must be issued for the proxy. Proxy forms are available at the company's website, <https://investors.tobiidynavox.com>. If the proxy is issued by a legal entity, a certificate of registration or an equivalent certificate of authority should be enclosed. To facilitate the registration to the meeting, the proxy and certificate of registration and other certificate of authority should be received by the company at the above address no later than 2 May 2024.

## Participation by voting in advance

A shareholder who wishes to participate in the annual general meeting by voting in advance must (i) be recorded as shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 24 April 2024 and (ii) notify its intention to participate in the meeting no later than 26 April 2024 by casting its advance vote in accordance with the instructions below so that the advance voting form is received by Euroclear Sweden no later than that day.

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy, must notify this as set out under "*Participation in the annual general meeting at the venue*" above. This means that a notification by voting in advance alone is not sufficient for a shareholder who wants to attend the annual general meeting at the venue.

A special form shall be used when voting in advance. The form is available at the company's website, <https://investors.tobiidynavox.com>.

A completed and signed form shall no later than 26 April 2024 be received by Euroclear (which administers the forms on behalf of Tobii Dynavox AB). A completed and signed form may be submitted by mail to Tobii Dynavox AB, c/o Euroclear Sweden AB, P.O Box 191, SE-101 23 Stockholm or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Shareholders may also cast their votes electronically through BankID verification via <https://anmalan.vpc.se/euroclearproxy>. 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.

If a shareholder votes in advance by proxy, a written and dated power of attorney shall be enclosed to the voting form. Proxy forms are available at the company's website, <https://investors.tobiidynavox.com>. If the proxy is issued by a legal entity, a certificate of registration or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and attends the annual general meeting in person or through a representative, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the meeting or otherwise withdraws its advance vote. If the shareholder chooses to participate in a voting at the meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Shares registered in the name of a nominee**

To be entitled to participate in the 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 of Wednesday 24 April 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 Wednesday 24 April 2024 are taken into account when preparing the register of shareholders.

### **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*). Shareholders who wish to submit questions in advance can do so by mail to Tobii Dynavox AB (publ), att. Linda Tybring, "AGM", Löjtnantsgatan 25, SE-115 50 Stockholm, or via email to [linda.tybring@tobiidynavox.com](mailto:linda.tybring@tobiidynavox.com).

### **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 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:
  - 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 (re-election),
  - b. Maarten Barmantlo (re-election),
  - c. Henrik Eskilsson (re-election),

- d. Charlotta Falvin (re-election),
  - e. Caroline Ingre (re-election), and
  - f. Gitte Pugholm Aabo (new election).
11. Election of the chairman of the Board of Directors.
  12. Election of auditors and, where applicable, deputy auditors.
  13. Resolution regarding principles for appointing the Nomination Committee.
  14. Presentation of the Board of Directors' remuneration report for approval.
  15. Proposal for resolutions regarding Executive LTI 2024 and hedging arrangements (items a-b).
  16. Proposal for resolutions regarding LTI 2024 and hedging arrangements (items a-b).
  17. Resolution regarding authorisation for the Board of Directors to resolve to issue new shares.
  18. Resolution regarding amendment of the articles of association.

#### **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), Robin Nestor (appointed by Lannebo Fonder) and Åsa Hedin (chairman of the Board of Directors). The Nomination Committee has appointed Jan Andersson as the Nomination Committee's chairman. The Nomination Committee proposes that:

- Amanda Knutsson, member of the Swedish Bar Association, 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 six with no deputy members (item 8a). The number of auditors shall be one authorised accounting firm (item 8b).
- The fees to the Board of Directors shall be paid with SEK 950,000 (710,000) to the chairman of the Board of Directors, with SEK 310,000 (265,000) to each other member of the Board of Directors not employed by the company, with SEK 125,000 to the chairman of the audit committee and SEK 60,000 to each of the other members of the audit committee as well as with SEK 40,000 to the chairman of the remuneration committee and SEK 25,000 to each of the other members of the remuneration committee (item 9a).
- The auditors' fees are paid in accordance with approved invoices (item 9b).
- The members of the Board of Directors Carl Bandhold, Maarten Barmiento, Henrik Eskilsson, Charlotta Falvin and Caroline Ingre are re-elected as members of the Board of Directors and that Gitte Pugholm Aabo is elected as new member of the Board of Directors (items 10a-f).
- Gitte Pugholm Aabo is elected as new chairman of the Board of Directors (item 11).
- the accounting firm Öhrlings PricewaterhouseCoopers AB is elected as auditor for the time until the end of the next annual general meeting. The Nomination Committee notes that Camilla Samuelsson will be appointed auditor in charge should Öhrlings PricewaterhouseCoopers AB be 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/>. Gitte Pugholm Aabo is presented below.

**Gitte Pugholm Aabo** is a Danish citizen, born in 1967, and graduated in economics from Copenhagen Business School. During 2019 – 2023, she was the CEO of GN Hearing within the Danish group GN Store Nord. Prior to that, she spent 27 years in the Danish pharmaceutical company Leo Pharma, including 11 years as President and CEO. In 2023, she left GN Hearing to pursue board activities. Gitte Pugholm Aabo is independent in relation to the company and the executive management, as well as in relation to major shareholders. Gitte Pugholm Aabo holds no shares in the company.

### **Resolution regarding principles appointing the Nomination Committee (item 13)**

The Nomination Committee proposes that the annual general meeting adopts a new instruction for the Nomination Committee. The proposal entails that the shareholdings of the company's three founders shall no longer be aggregated when appointing the Nomination Committee and that the chairman of the Board of Directors shall be a co-opted member of the Nomination Committee. In connection with this amendment, certain editorial changes are also proposed.

The instruction is proposed to have the following wording.

#### *Instruction for the Nomination Committee of Tobii Dynavox AB (publ)*

The Nomination Committee of Tobii Dynavox shall consist of one member appointed by each of the three largest shareholders in terms of votes, based on the share register maintained by Euroclear Sweden on 31 August each year and other reliable ownership information provided to the company at that time. The chairman of the Board of Directors shall be co-opted member of the Nomination Committee and convene the Nomination Committee's first meeting.

If any of these shareholders decides to waive its right to appoint a representative, the right passes to the shareholder who, after these shareholders, has the largest shareholding.

If a member of the Nomination Committee resigns, the shareholder who appointed the member shall be entitled to appoint a replacement. In the event that a shareholder, who has appointed a member of the Nomination Committee, significantly reduces its shareholding and thus no longer belongs to the three largest shareholders in terms of votes, this member shall make its position available. In such event, the Nomination Committee shall offer another shareholder who is among the largest shareholders in terms of votes to appoint a replacement, or alternatively expand the Nomination Committee.

There is no need to change the composition of the Nomination Committee if the change in ownership occurs less than three months prior to the annual general meeting.

The member representing the largest shareholder shall, unless the Nomination Committee decides otherwise, be appointed chairman of the Nomination Committee. The composition of the Nomination Committee shall be announced no later than six months prior to the annual general meeting. Changes in the composition of the nomination committee shall be announced immediately.

Prior to the annual general meeting, the Nomination Committee shall submit proposals regarding:

- chairman of the annual general meeting,
- the number of members of the Board of Directors,
- the members of the Board of Directors,

- the chairman of the Board of Directors,
- fees to the chairman of the Board of Directors, the members of the Board of Directors and remuneration to the chairman and the members of the Board of Directors' committees,
- auditor (if necessary) and fees to the auditor, and
- amendments to the instruction for the Nomination Committee, if necessary.

The members of the Nomination Committee shall not receive any remuneration for their work, however, the company shall be accountable for reasonable costs associated with the fulfilment of the Nomination Committee's assignment.

This instruction for the Nomination Committee shall apply until the general meeting has resolved otherwise.

### **Proposal for resolutions regarding Executive LTI 2024 and hedging arrangements (item 15a-b)**

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 within the Tobii Dynavox group ("**Executive LTI 2024**") in accordance with item 15a. The Board of Directors further proposes the annual general meeting resolves to adopt hedging arrangements in accordance with item 15b. To ensure that the Executive LTI 2024 is properly hedged, the proposal to adopt the Executive LTI 2024 under item 15a is proposed to be conditional on the annual general meeting adopting the proposal under item 15b.

#### Resolution to adopt Executive LTI 2024 (item 15a)

##### *The program in brief*

Executive LTI 2024 is proposed to include the CEO, the executive management team and key employees within the Tobii Dynavox group. Executive LTI 2024 is proposed to include not more than 10 persons that currently or before the annual general meeting 2025 are employed within the Tobii Dynavox group.

The participants will be given the opportunity to free of charge receive ordinary shares ("**Performance Shares**") in accordance with the terms and conditions set out below. Within the scope of Executive LTI 2024, 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* below and the return condition specified under the heading *Return condition* applies for all participants in Executive LTI 2024.

##### *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. Executive LTI 2024 has been designed so that the program includes both current and future employees. Executive LTI 2024 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 four installments on each of 30 April 2025, 2026, 2027 and 2028, respectively, which Tobii Dynavox deem create an appropriate incentive structure throughout Executive LTI 2024. After these considerations, the Board of Directors considers that Executive LTI 2024 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*

The last date for allotment of Stock Units pursuant to Executive LTI 2024 shall be the day before the annual general meeting in Tobii Dynavox 2025. The allocated Stock Units will vest in four annual installments during the period from the start of LTI 2024 and up to and including 30 April 2028. One fourth (1/4) of the allocated Stock Units shall be deemed vested on each of 30 April 2025, 2026, 2027 and 2028, respectively (each a “**Vesting Date**”). Stock Units will vest provided that the participant, with certain exceptions, from the start of Executive LTI 2024 for each participant up to and including the respective Vesting Date, is still employed within the Tobii Dynavox group.

### *Return condition*

In addition to the requirement of the participant’s continued employment in accordance with the above, the final number of Performance Shares shall also be conditional on the annual growth of the currency-adjusted Operating Profit (EBIT), calculated with financial year 2023 as base year up to and including 2027 (each year, a “**Vesting Period**”).

The entry level for each Vesting Period shall be 10 per cent annual compounded growth in currency-adjusted Operating Profit (EBIT) (the “**Return Condition**”), determined at each Vesting Period with financial year 2023 as the base. The stretch level shall be 40 per cent annual compounded growth in currency-adjusted Operating Profit (EBIT), determined at each Vesting Period with financial year 2023 as the base.

If the entry level is not reached, no Stock Units that are subject to vesting during such Vesting Period shall vest. If the stretch level is reached, all Stock Units that are subject to vesting during such Vesting Period shall vest. Stock Units vest linearly between the entry and stretch level.

Stock Units that have not vested during a single Vesting Period may vest if the Return Condition during a later Vesting Period is above the entry level during such Vesting Period. In such case, previously not vested Stock Units shall vest to the same percentage that the Stock Units vest during the later Vesting Period.

### *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 2025.
- 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 two categories; *the CEO as well as the Executive management team & key employees*. 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	57,413	57,413
Executive management team & key employees	9	25,000	143,000

In total, a maximum of 200,413 Stock Units may be allocated to the participants in Executive LTI 2024. 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 200,413 Stock Units will be allocated under Executive LTI 2024. 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, Executive LTI 2024 has been prepared by the company's remuneration committee together with external advisors and has been reviewed at the meeting of the Board of Directors held in March 2024.

The Board of Directors shall be responsible for preparing the detailed design and administration of Executive LTI 2024, 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 Executive LTI 2024 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 certain participants 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 Executive LTI 2024 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 57 at the time of allocation and a maximum outcome for Executive LTI 2024 and an average annual increase in the share price of 10 per cent, the cost, including estimated charges for social contributions and including costs related to hedging arrangements, is estimated to amount to approximately SEK 17 million during the full four-year period. The cost corresponds to approximately 2 per cent of the payroll expense for the Tobii Dynavox group 2023. The aggregated maximum cost for the company depends on the development in value of the Tobii Dynavox share price.



Executive LTI 2024 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.

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

Since Executive LTI 2024 is proposed to be hedged through a so-called equity swap agreement as set out below, the incentive program will not entail any dilution for the shareholders. At maximum allotment of Stock Units, the number of shares to be delivered in Executive LTI 2024 amounts to 200,413 ordinary shares in Tobii Dynavox, corresponding to approximately 0.19 per cent of the share capital and votes. Taking into account, and at maximum allotment of Stock Units, in LTI 2024 pursuant to item 16, the number of shares to be delivered in both Executive LTI 2024 and LTI 2024 amount to 520,413 ordinary shares in Tobii Dynavox, corresponding to approximately 0.50 per cent of the share capital and votes.

#### *Outstanding incentive programs*

Tobii Dynavox currently has three outstanding long term incentive programs. Two of these are 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. The annual general meeting 2022 and 2023, respectively, resolved to adopt a long-term incentive program consisting of share rights entitling the participant, provided that certain conditions are met, to receive one performance share free of charge. Further information about the incentive program is available in Tobii Dynavox's annual report 2023 and on the company's website, <https://investors.tobiidynavox.com/>. The Board of Directors has also proposed that the annual general meeting 2024 resolves on an incentive program pursuant to item 16.

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

To ensure delivery of shares under Executive LTI 2024, 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 Executive LTI 2024.

#### **Proposal for resolutions regarding LTI 2024 and hedging arrangements (item 16a-b)**

The Board of Directors proposes that the annual general meeting resolves to implement a new long-term incentive program for employees within the Tobii Dynavox group, however, not the CEO, the executive management team and key employees which are included in the Executive LTI 2024 ("**LTI 2024**") in accordance with item 16a. The Board of Directors further proposes the annual general meeting resolves to adopt hedging arrangements in accordance with item 16b. To ensure that the LTI 2024 is properly hedged, the proposal to adopt LTI 2024 under item 16a is proposed to be conditional on the annual general meeting adopting the proposal under item 16b.

#### *Resolution to adopt LTI 2024 (item 16a)*

##### *The program in brief*

LTI 2026 is proposed to include employees within the Tobii Dynavox group, however, not the CEO, the executive management team and key employees which are included in the Executive LTI 2024. LTI



2024 is proposed to include not more than 90 persons that currently or before the annual general meeting 2025 are employed within the Tobii Dynavox group.

The participants will be given the opportunity to free of charge receive ordinary shares ("**Performance Shares**") in accordance with the terms and conditions set out below. Within the scope of LTI 2024, 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**").

For all participants, the vesting condition specified under the heading *Vesting condition for all participants* below applies and for participants employed in Sweden, an additional return condition applies, as specified below under the heading *Return condition for participants employed in Sweden*.

#### *The rationale for the proposal*

The rationale for the proposal is to create opportunities to increase retention and motivation among employees in the group, and to increase the group's ability to attract top talents to strategic positions. LTI 2024 has been designed so that the program includes both current and future employees. LTI 2024 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 four installments on each of 30 April 2025, 2026, 2027 and 2028, respectively, which Tobii Dynavox deem create an appropriate incentive structure throughout LTI 2024. After these considerations, the Board of Directors considers that LTI 2024 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 2024 shall be the day before the annual general meeting in Tobii Dynavox 2025. The allocated Stock Units will vest in four annual installments during the period from the start of LTI 2024 and up to and including 30 April 2028. One fourth (1/4) of the allocated Stock Units shall be deemed vested on each of 30 April 2025, 2026, 2027 and 2028, respectively (each a "**Vesting Date**"). Stock Units will vest provided that the participant, with certain exceptions, from the start of LTI 2024 for each participant up to and including the respective Vesting Date, is still employed within the Tobii Dynavox group.

#### *Return condition for participants employed in Sweden*

In addition to the requirement of the participant's continued employment in accordance with the above, the final number of Performance Shares shall also, for participants employed in Sweden at the time of allotment, be conditional on the annual growth of the currency-adjusted Operating Profit (EBIT) amounting to at least 10 per cent per year (the "**Return**"), calculated with financial year 2023 as base year up to and including 2027 (each year, a "**Vesting Period**").

In the event that the Return does not reach the level described above during a Vesting Period, the Stock Units that are subject to vesting during such Vesting Period will not be considered vested. Such Stock Units will instead be eligible to vest at a later Vesting Date if the growth in currency-adjusted Operating Profit (EBIT) during a later Vesting Period amounts to or exceeds the level described above. If the Return is higher than the above-described level during for example the first Vesting Period, but lower during the second, third and/or fourth Vesting Period, Stock Units will still vest if the Return during a later Vesting Period, or in the end of LTI 2024, is not less than the above-described level.

#### *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 2025.
- 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*

LTI 2024 comprises up to 90 participants which may be allocated up to 10,000 Stock Units per participant. In total, a maximum of 320,000 Stock Units may be allocated to the participants in LTI 2024. The total maximum number of Stock Units per participant is higher than the total maximum number of Stock Units which are possible to allocate to allow for flexibility in the detailed distribution. 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 2024 has been prepared by the company's remuneration committee together with external advisors and has been reviewed at the meeting of the Board of Directors held in March 2024.

The Board of Directors shall be responsible for preparing the detailed design and administration of LTI 2024, 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 2024 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 certain participants 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 2024 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 57 at the time of allocation and a maximum outcome for LTI 2024 and an average annual increase in the share price of 10 per cent, the cost, including estimated charges for social contributions and including costs related to hedging arrangements, is estimated to amount to approximately SEK 27 million during the full four-year period. The cost corresponds to approximately 4 per cent of the payroll expense for the Tobii Dynavox group 2023. The aggregated maximum cost for the company depends on the development in value of the Tobii Dynavox share price.

LTI 2024 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.

*Dilution of existing shares and votes*

Since LTI 2024 is proposed to be hedged through a so-called equity swap agreement as set out below, the incentive program will not entail any dilution for the shareholders. At maximum allotment of Stock Units, the number of shares to be delivered in LTI 2024 amounts to 320,000 ordinary shares in Tobii Dynavox, corresponding to approximately 0.31 per cent of the share capital and votes. Taking into account, and at maximum allotment of Stock Units, in Executive LTI 2024 pursuant to item 15, the number of shares to be delivered in both LTI 2024 and Executive LTI 2024 amount to 520,413 ordinary shares in Tobii Dynavox, corresponding to approximately 0.50 per cent of the share capital and votes.

*Outstanding incentive programs*

Tobii Dynavox currently has three outstanding long term incentive programs. Two of these are 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. The annual general meeting 2022 and 2023, respectively, resolved to adopt a long-term incentive program consisting of share rights entitling the participant, provided that certain conditions are met, to receive one performance share free of charge. Further information about the incentive program is available in Tobii Dynavox's annual report 2023 and on the company's website, <https://investors.tobiidynavox.com/>. The Board of Directors has also proposed that the annual general meeting 2024 resolves on an incentive program pursuant to item 15.

*Resolution on equity swap agreement with a third party (item 16b)*

To ensure delivery of shares under LTI 2024, 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 2024.

**Resolution regarding authorisation for the Board of Directors to resolve to issue new shares (item 17)**

The Board of Directors proposes that the annual general meeting authorises the Board of Directors, during the period until the annual general meeting 2025 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.

**Resolution regarding amendment of the articles of association (item 18)**

The Board of Directors proposes that the annual general meeting resolves to adopt new articles of association, whereby the company's name and registered office are amended. In addition, it is proposed that the provision in the articles of association regarding the place for shareholders' meeting be removed, resulting in subsequent provisions in the articles of association being renumbered.

The proposed name change aims to eliminate the risk of confusion between the companies Tobii Dynavox AB and Tobii AB which were separated in a “Lex Asea” listing process in December 2021. The change will have no financial or other operational impacts on the company. The group’s customer facing activities will remain unchanged under the current commercial brands including “Tobii Dynavox” (communication aids), “Acapela group” (synthetic voice solutions) and “Rehadapt” (mounting solutions).

*Current wording*

*Proposed wording*

<p><b>1 § Name of company</b> The company’s name is Tobii Dynavox AB (publ).</p> <p><b>2 § Registered office</b> The company’s registered office shall be in the Stockholm County, Danderyd municipality.</p> <p><b>12 § Place for shareholders’ meeting</b> The shareholders’ meeting shall be held in Danderyd or Stockholm.</p> <p><b>13 § Financial year</b> The company’s financial year shall be the calendar year (1 January–31 December).</p> <p><b>14 § Euroclear company</b> The company’s share shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).</p>	<p><b>1 § Name of company</b> The company’s name is Dynavox Group AB (publ).</p> <p><b>2 § Registered office</b> The company’s registered office shall be in Stockholm Municipality.</p> <p><del><b>12 § Place for shareholders’ meeting</b> The shareholders’ meeting shall be held in Danderyd or Stockholm.</del></p> <p><b>12 § Financial year</b> The company’s financial year shall be the calendar year (1 January–31 December).</p> <p><b>13 § Euroclear company</b> The company’s share shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).</p>
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**Majority requirements**

Resolution in accordance with item 17 and 18 require 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 and the auditor’s statement pursuant to Chapter 8 Section 54 of the Swedish Companies will not later than on 12 April 2024 be held available at Tobii Dynavox AB (publ) office at Löjtnantsgatan 25, SE-115 50, Stockholm, 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 AB (publ) has as per the day of this notice 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, March 2024

**Tobii Dynavox AB (publ)**

*The Board of Directors*