

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION**

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 28 September 2018

Completed acquisition by Tobii AB of Smartbox Assistive Technology Limited and Sensory Software International Ltd

We refer to your emails of 13 and 17 December 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 28 September 2018 (the '**Initial Order**'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Tobii is required to hold separate the Tobii business from the Smartbox and Sensory Software businesses and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Tobii and Smartbox and Sensory Software may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 5(l) of the Initial Order

On 14 November 2018, the CMA granted Tobii a derogation from paragraph 5(l) of the Initial Order for certain Smartbox financial information to be shared with Tobii in order for Tobii to comply with its regulatory reporting requirements imposed by the Nasdaq Stockholm stock exchange where Tobii is listed.

The CMA understands that identified individuals within Tobii's finance team (Anna Wirén, Interim Group Financial Controller; Peter Hedin, Finance Manager; and Peter Runebjork, Tobii Dynavox Business Controller) ('**Authorised Individuals**') require further information from Smartbox (ie explanations of material variances or trends) relating to Smartbox financial information provided to Tobii in order to allow for the preparation of Tobii's consolidated financial reports.

The CMA consents to a derogation from the Initial Order, subject to the following conditions:

- (i) the financial information shared with Tobii for these purposes will only be made available to the Authorised Individuals and will be strictly limited to the minimum that is necessary for Tobii to prepare consolidated financial reports;
- (ii) the Authorised Individuals continue to be bound by an NDA, the form of which has been agreed with the CMA;
- (iii) the Authorised Individuals are not responsible for commercial decision-making at Tobii and are not, and will not in future, be engaged in preparing any data or material used for commercial decision-making at Tobii;
- (iv) the sharing of any information subject to this derogation with the Authorised Individuals is subject to strict oversight by the Monitoring Trustee appointed by Tobii such that all exchanges (electronically, verbally or otherwise) between Tobii and Smartbox will not take place without the Monitoring Trustee's knowledge, specifically:
 - a. the Monitoring Trustee will at all times be copied in on any communications between Tobii and Smartbox relevant to this derogation; and
 - b. the Monitoring Trustee will attend any calls or meetings which are arranged between Tobii and Smartbox relevant to this derogation;
- (v) the Monitoring Trustee maintains the authority to intervene and prevent the sharing of information in the event that any proposed information sharing between Tobii and Smartbox exceeds the limits provided for in this derogation, and the Monitoring Trustee will promptly notify the CMA whenever such interventions are made; and
- (vi) the Monitoring Trustee shall maintain a record of all information exchanged between the Parties under this derogation and shall make such information available to the CMA upon the CMA requesting such information.