

Consent under the Tobii AB (publ) and Smartbox Enforcement Order 2019 made by the Competition and Markets Authority ('CMA') on 19 December 2019

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

We refer to your emails dated 15 and 16 April 2020 requesting that the CMA consents to derogations to the Tobii AB (publ) and Smartbox Enforcement Order 2019 (the "**Enforcement Order**") of 19 December 2019. The terms in the Enforcement Order have the same meaning in this letter.

Under the Enforcement Order, except with the prior written consent of the CMA, Tobii AB (publ) ("**Tobii**") is required to hold separate the Tobii business from the Smartbox and Sensory Software businesses (together "**Smartbox**"), and refrain from taking any action which might prejudice the Effective Divestiture, the CMA's decisions in the Final Report or otherwise impair the CMA's ability to take such action for the purpose of remedying, mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC findings.

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

Paragraphs 4.1(c), 4.2(a), 4.2(c), 4.2(g), 4.2(m), 4.2(o) and 4.2(p)

The CMA understands that in light of recent developments, including the impact of COVID-19, it is necessary for certain individuals within Tobii and its external financial advisor (the "**Relevant Tobii Individuals**") to access certain information relating [X] in order to proceed with the divestiture required under the Enforcement Order. The CMA also understands [X].

The CMA understands that the Relevant Tobii Individuals comprise:

- Henrik Eskilsson (CEO, Tobii Group)
- Trent Smith (Chief IP and Legal Officer, Tobii Group)
- Johan Wilsby (CFO of Tobii Group)
- Åsa Hedin (Board member, Tobii Group)
- Lukas Marek (Tobii's independent financial advisor, Cedere Nescio s.r.o.)

The CMA also understands that the Relevant Board Information comprises:

- [X] and any changes, amendments and variations thereto that have occurred since the commencement date of the Initial Enforcement Order made by the Competition and Markets Authority pursuant to section 72(2) of the Enterprise Act 2002 on 28 September 2018 (“**Initial Enforcement Order**”);
- Smartbox’s articles of association [X], including any changes made to such since the commencement date of the Initial Enforcement Order;
- all decisions made since the commencement date of the Initial Enforcement Order, regarding the [X].

The CMA grants this derogation on the basis that this is necessary for the purpose of ensuring Effective Divestiture and on the basis that each of the Relevant Tobii Individuals have entered into a confidentiality agreement in a form approved by the CMA.

The definition of the [X], Relevant Tobii Individuals and the Relevant Board Information may only be amended with the prior written approval of the CMA. For the avoidance of doubt, this derogation does not permit [X] without the prior written approval of the CMA.

Paragraphs 4.1(c), 4.2(a), 4.2(c), 4.2(g), 4.2(m), 4.2(o) and 4.2(p)

The CMA understands that in light of recent developments, including the impact of COVID-19, it is necessary for the Relevant Tobii Individuals (as defined above) to [X] (the “**Purpose**”). [X]

The CMA grants a derogation permitting the Relevant Tobii Individuals to engage with [X] subject to such engagements being strictly limited to matters relating to the Purpose. The CMA also grants a derogation permitting the Relevant Tobii Individuals to engage with third parties on a strictly confidential basis in relation to the Purpose should it be necessary [X].

The definition of the [X], Relevant Tobii Individuals and the Purpose may only be amended with the prior written approval of the CMA. For the avoidance of doubt, this derogation does not permit [X] without the prior written approval of the CMA.

Paragraph 4.2(p)

The CMA understands that in light of recent developments, including the impact of COVID-19, it is necessary to ensure Effective Divestiture for the Relevant Tobii Individuals (as defined above) to have access to certain Smartbox financial information (the “**Relevant Financial Information**”) to understand Smartbox’s current and forecast financial position over the next 12 months.

The CMA also understands that the Relevant Financial Information will be limited to:

- Smartbox's total high-level revenue, expenses, cashflow and profit on a monthly basis; and
- the most recently available 12-month forward-looking high-level revenue, expenses, cashflow and profit projections for the Smartbox business, updated at least monthly.

The CMA grants this derogation on the basis that each of the Relevant Tobii Individuals have entered into a confidentiality agreement in a form approved by the CMA and subject to the CMA's prior written approval of the financial template, which Tobii will use to request the Relevant Financial Information.

Kip Meek

Remedies Implementation Group Chair

21 April 2020