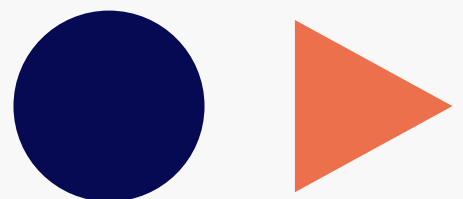




TeamViewer SE – Virtual Annual General Meeting

# Invitation to the Annual General Meeting **2024**

June 7, 2024 | 11.00 am



# Convenience translation

This translation is a working translation only.

Legally binding and relevant is solely the German version.

TeamViewer SE  
Göppingen  
ISIN DE000A2YN900 (WKN A2YN90)

## Invitation to the Annual General Meeting

(virtual Annual General Meeting)

**We hereby invite the shareholders<sup>1</sup> of our company to this year's Annual General Meeting to be held on Friday, June 7, 2024, at 11:00 a.m. (CEST).**

### Annual General Meeting

The Annual General Meeting will be held on the basis of § 15 (4) of the company's Articles of Association in the form of a virtual Annual General Meeting in accordance with § 118a of the German Stock Corporation Act (Aktiengesetz - AktG) without the physical presence of shareholders or their proxies. The entire virtual Annual General Meeting will be published at the Internet address

<https://ir.teamviewer.com/agm>

will be accessible live to duly registered shareholders via video and audio transmission on the company's password-protected online portal (InvestorPortal). Other interested parties can also follow the opening of the Annual General Meeting and the speeches by the Management Board and Supervisory Board at the aforementioned Internet address. Shareholders' voting rights may only be exercised - by the shareholders themselves or by their authorized representatives - by means of electronic absentee voting or by granting power of attorney to the proxies appointed by the company. The venue of the Annual General Meeting within the meaning of § 118a (1) AktG is the company's administrative headquarters in 73033 Göppingen, Bahnhofplatz 2. The physical presence of shareholders and their proxies, with the exception of the company's proxies, at the venue of the Annual General Meeting is excluded.

<sup>1</sup> For reasons of better readability, the generic masculine is used in the following.  
All personal designations apply equally to all genders.

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# I. Agenda

## **1. Presentation of the adopted annual financial statements of TeamViewer SE and the approved consolidated financial statements of the TeamViewer Group for the fiscal year 2023; presentation of the management reports of TeamViewer SE and the TeamViewer Group for the fiscal year 2023 including the explanatory reports on the disclosures pursuant to §§ 289a, 315a of the German Commercial Code (HGB); presentation of the report of the Supervisory Board for the fiscal year 2023**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board on March 8, 2024. The annual financial statements are thus adopted in accordance with § 172 AktG. In accordance with the statutory provisions, the Annual General Meeting is therefore not required to adopt a resolution on Agenda Item 1. There is no net retained profit of TeamViewer SE at the level of the separate financial statements for the 2023 fiscal year, the appropriation of which could be resolved by the Annual General Meeting in accordance with § 174 (1) sentence 1 AktG.

The documents relating to Agenda Item 1 are published on the company's website at <https://ir.teamviewer.com/agm> and can be accessed there.

## **2. Resolution on the granting of formal approval for the acts of the members of the Management Board of TeamViewer SE for the 2023 fiscal year**

The Management Board and Supervisory Board propose that the actions of the members of the company's Management Board in office in the 2023 fiscal year be approved for this period.

## **3. Resolution on the granting of formal approval for the acts of the members of the Supervisory Board of TeamViewer SE for the 2023 fiscal year**

The Management Board and Supervisory Board propose that the actions of the members of the company's Supervisory Board in office in the 2023 fiscal year be approved for this period.

## **4. Resolution on the appointment of the auditors, the Group auditor and the auditor for the review of interim financial information as well as the auditor for sustainability reporting**

### **4.1 The Supervisory Board proposes - on the recommendation of its Audit Committee - that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as auditor and Group auditor for the 2024 fiscal year, as auditor for any review of the condensed financial statements and the interim management report for the first half of the 2024 fiscal year and for any review of additional interim financial information within the meaning of § 115 (7) of the German Securities Trading Act (WpHG) during the 2024 fiscal year and until the next Annual General Meeting in 2025**

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clauses restricting the selection options within the meaning of § 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC have been imposed on it. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, has been the company's auditor since 2022.

### **4.2 The Supervisory Board proposes - on the recommendation of its Audit Committee - that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as the auditor of the Sustainability Report for the 2024 fiscal year, provided that national legislation provides for an appointment by the Annual General Meeting.**

## **5. Resolution on the approval of the Remuneration Report**

The Management Board and Supervisory Board of the company have prepared a remuneration report for the 2023 fiscal year in accordance with § 162 AktG.

The remuneration report was audited by the auditor in accordance with § 162 (3) AktG to determine whether the legally required disclosures pursuant to § 162 (1) and (2) AktG had been made. In addition, the auditor was also commissioned to audit the content of the remuneration report. The auditor's report on the audit of the remuneration report is attached to the remuneration report.

The Management Board and Supervisory Board propose that the remuneration report for the 2023 fiscal year, prepared and audited in accordance with § 162 AktG, be approved pursuant to § 120a (4) AktG.

The remuneration report for the 2023 fiscal year is reproduced in section II.1 of this invitation and is also available in the combined management report of the company (2023 annual financial statements) at <https://ir.teamviewer.com/finanzergebnisse> and at <https://ir.teamviewer.com/agm> during the Annual General Meeting.

## **6. Resolution on the approval of the Profit and Loss Transfer Agreement (Profit and Loss Transfer Agreement within the meaning of § 291 (1) sentence 1 AktG) between TeamViewer SE and Regit Eins GmbH**

On April 18, 2024, TeamViewer SE entered into a Profit and Loss Transfer Agreement within the meaning of § 291 (1) sentence 1 AktG with Regit Eins GmbH, based in Göppingen, a wholly owned subsidiary of TeamViewer SE (hereinafter the “Profit and Loss Transfer Agreement”). The purpose of the agreement is to create a consolidated tax group for corporate income tax and trade tax purposes. The Profit and Loss Transfer Agreement requires the approval of the Annual General Meeting of the company and the shareholders’ meeting of Regit Eins GmbH in order to be effective, as well as entry in the commercial register of Regit Eins GmbH. The Profit and Loss Transfer Agreement is to be submitted to the Annual General Meeting of TeamViewer SE on June 7, 2024 for approval. It is intended that the shareholders’ meeting of Regit Eins GmbH will give its approval shortly after the Annual General Meeting of TeamViewer SE.

The Management Board and Supervisory Board propose the following resolution: The Profit and Loss Transfer Agreement (Profit and Loss Transfer Agreement within the meaning of § 291 (1) sentence 1 AktG) dated April 18, 2024 between TeamViewer SE as the controlling company and Regit Eins GmbH as the controlled company is approved.

As TeamViewer SE is the sole shareholder of Regit Eins GmbH, no compensation payments or settlements are to be granted to outside shareholders in accordance with §§ 304 and 305 AktG. The Profit and Loss Transfer Agreement between TeamViewer SE as the controlling company and Regit Eins GmbH as the controlled company contains a description of the contracting parties. The Profit and Loss Transfer Agreement has the following content:

### **Profit and Loss Transfer Agreement**

between

TeamViewer SE, a European Company (Societas Europaea, SE) under the laws of the Federal Republic of Germany with its registered office in Göppingen, registered in the commercial register of the local court of Ulm under HRB 745906

(hereinafter referred to as the “Controlling Company”)

and

Regit Eins GmbH, a limited liability company under the laws of the Federal Republic of Germany with its registered office in Göppingen, entered in the commercial register of the Ulm Local Court under HRB 731008

(hereinafter referred to as the “Controlled Company” and together with the Controlling Company as the “Parties”).

Preamble

(A) The fiscal year of the Controlled Company corresponds to the calendar year.

(B) The Controlling Company holds all shares and voting rights in the Controlled Company (financial integration).

(C) Having said this, the following is agreed between the Controlling Company and the Controlled Company:

#### **1. Profit Transfer**

1.1 The Controlled Company undertakes to transfer its entire profit to the Controlling Company from the beginning of its current fiscal year at the time this agreement comes into effect in accordance with § 301 AktG as amended. In accordance with the current version of § 301 AktG - subject to the creation or release of reserves in accordance with

sections 1.2 and 1.3 below - the net profit for the year without the profit transfer, less any loss carried forward from the previous year and any amount blocked from distribution in accordance with § 268 (8) HGB, shall be transferred.

- 1.2 With the consent of the Controlling Company, the Controlled Company may only allocate amounts from the net profit for the year to revenue reserves within the meaning of § 272 (3) HGB to the extent that this is permissible under commercial law and economically justified on the basis of prudent business judgment.
- 1.3 Other revenue reserves formed during the term of this agreement within the meaning of § 272 (3) HGB shall be released at the request of the Controlling Company in accordance with § 301 sentence 2 AktG (analogously) and transferred as profit or used to offset a net loss for the year, if and to the extent that this does not conflict with § 302 AktG in its currently valid version.
- 1.4 The transfer of amounts from the reversal of capital reserves or from the reversal of profit carryforwards and/or retained earnings within the meaning of § 272 (3) HGB that were formed prior to the commencement of this agreement is excluded; these amounts may also not be used to offset a net loss for the year.
- 1.5 The Controlling Company may demand an advance transfer of profits if and insofar as this is permitted by law.

## **2. Assumption of Losses**

The provisions of § 302 AktG, as amended, apply accordingly to the obligation to assume losses.

## **3. Fellowship**

The claims regarding profit transfer or the obligation to assume losses arising from this agreement arise at the end of the balance sheet date (end of the respective ) of the Controlled Company and are due at this time. The profit transfer or loss absorption takes place within a reasonable period of time after the claims become due.

## **4. Effective Date, Duration of Contact and Termination**

- 4.1 This agreement is concluded subject to the condition precedent of the approval of the Annual General Meeting or the shareholders' meeting of the parties. It becomes effective upon entry in the commercial register at the registered office of the Controlled Company.
- 4.2 The provisions of this Agreement shall apply retroactively from the beginning of the Controlled Company's current fiscal year when this Agreement comes into effect.
- 4.3 This agreement is concluded for an indefinite period. It can be terminated in writing by either party with three months' notice to the end of a fiscal year of the Controlled Company, but at the earliest with effect from the end of the first fiscal year that ends at least five (5) years after the start of the fiscal year of the Controlled Company for which this agreement is first recognized for tax purposes.
- 4.4 The right to terminate this agreement for good cause remains unaffected. Good cause is, in particular, the sale or contribution of the Controlled Company by the Controlling Company or the merger, demerger or liquidation of the Controlling Company or the Controlled Company.

## **5. Miscellaneous**

- 5.1 All amendments and additions to this contract - including this clause 5.1 - must be made in writing to be effective, unless a stricter form is required by law.
- 5.2 If any provision of this Agreement is or becomes void, invalid or unenforceable in whole or in part, the validity and enforceability of the remaining provisions shall not be affected thereby. The void, invalid or unenforceable provision shall be replaced by a valid and enforceable provision that comes as close as possible to the economic purpose pursued by the parties. The same applies to the closing of loopholes in this contract.

Göppingen, April 18, 2024

The Profit and Loss Transfer Agreement is explained and justified in more detail in a joint contractual report by the Management Board of TeamViewer SE and the management of Regit Eins GmbH, which is attached to the invitation under section II.2.

From the time the Annual General Meeting is convened, the following documents are available on the Internet at <https://ir.teamviewer.com/agm>:

- the Profit and Loss Transfer Agreement (Profit and Loss Transfer Agreement within the meaning of § 291 (1) sentence 1 AktG) between TeamViewer SE and Regit Eins GmbH;
- the annual financial statements of TeamViewer SE or - for the years 2021 and 2022 - TeamViewer AG and the consolidated financial statements (included in the annual reports) for the fiscal years 2021, 2022, 2023 as well as the combined management reports of TeamViewer SE or TeamViewer AG and the Group (included in the annual reports) for these fiscal years;
- the annual financial statements of Regit Eins GmbH for the 2021, 2022 and 2023 fiscal years; and
- the joint report of the Management Board of TeamViewer SE and the management of Regit Eins GmbH prepared in accordance with § 293a AktG.

#### **7. Resolution on the creation of Authorized Capital 2024/I with the option to exclude subscription rights (Authorized Capital 2024/I) and corresponding amendment to the Articles of Association**

The company has authorized capital in accordance with § 4 (3) of the Articles of Association in conjunction with § 202 et seq. of the German Stock Corporation Act (AktG). Accordingly, the company's Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to EUR 100,000,000.00 in total by issuing up to 100,000,000 new no-par value shares against cash or non-cash contributions on one or more occasions until 2 September 2024 (Authorized Capital 2019). This authorization was partially exercised by the Management Board: Authorized Capital 2019 was exercised in the amount of EUR 1,070,931.00 as part of a capital increase through contributions in kind, which took place in the 2020 fiscal year. The remaining authorization would expire before the (Annual) General Meeting in 2025. In order to maintain the company's uninterrupted financing options by raising capital, the Management Board is to be authorized, with the approval of the Supervisory Board, to increase the company's share capital by issuing new shares, while cancelling the existing authorization.

The Management Board and Supervisory Board propose the following resolution:

##### 1. cancellation of the authorized capital 2019

The currently existing authorization of the Management Board, with the approval of the Supervisory Board, to increase the share capital by issuing new shares in accordance with §4 (3) of the Articles of Association (Authorized Capital 2019) shall be cancelled with effect from the date on which the Authorized Capital 2024/I and the new version of § 4 (3) of the Articles of Association are entered in the commercial register, provided that it has not been exercised by then.

##### 2. Creation of authorized capital 2024/I

The Management Board is authorized to increase the company's share capital in the period up to 6 June 2029 with the approval of the Supervisory Board once or several times by up to a total of EUR 34,800,000 by issuing up to 34,800,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2024/I). This corresponds to 20% of the company's share capital existing at the time the invitation to the Annual General Meeting is submitted to the Federal Gazette. Shareholders must be granted subscription rights unless the Management Board makes use of the following authorizations to exclude subscription rights with the approval of the Supervisory Board. In accordance with § 186 (5) AktG, the new shares may also be acquired by a credit institution to be determined by the Management Board or a company operating in accordance with § 53 (1) sentence 1 KWG or § 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (indirect subscription right).

The Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights once or several times in the following cases:



- a. insofar as this is necessary to offset peak amounts;
- b. insofar as this is necessary in order to grant holders or creditors of convertible bonds or bonds with warrants and convertible profit participation rights issued by the company and/or its direct or indirect majority shareholdings a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option exercise or conversion obligations;
- c. insofar as the new shares are issued in return for cash contributions and the issue price of the new shares is not significantly lower than the market price of the company's shares already listed on the stock exchange at the time of the final determination of the issue price, which should be as close as possible to the placement of the shares. However, this authorization to exclude subscription rights only applies insofar as the calculated proportion of the share capital attributable to the shares issued with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG does not exceed a total of 10% of the share capital, neither the share capital existing at the time this authorization takes effect nor the share capital existing at the time this authorization is exercised. This limit shall include shares that (i) were sold or issued by the company during the term of this authorization up to the time of its utilization on the basis of other authorizations in direct or analogous application of § 186 (3) sentence 4 AktG with the exclusion of subscription rights or (ii) were issued or are to be issued to service bonds or profit participation rights with conversion or option rights or conversion or option exercise obligations provided that the bonds or profit participation rights were sold or issued during the term of this authorization up to the time of their utilization with the exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG;
- d. insofar as the new shares are issued against contributions in kind, in particular in the form of companies, parts of companies, interests in companies, receivables or other assets.

The Management Board may only make use of the above authorizations to exclude subscription rights to such an extent that the total proportionate amount of shares issued with the exclusion of subscription rights does not exceed 10% of the share capital. The calculation of the 10% limit is based on the share capital figure that exists at the time the authorization becomes effective upon its entry in the commercial register. If the share capital figure is lower at the time this authorization is exercised, this value is decisive. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and subscription rights are excluded, this limit of 10% of the share capital shall be taken into account.

The Management Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2024/I and after the expiry of the authorization period.

### 3. amendment of § 4 of the company's Articles of Association

§4 (3) of the Articles of Association is revised as follows:

*“(3) The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital in the period up to 6 June 2029 once or several times by up to a total of EUR 34,800,000 by issuing up to 34,800,000 new no-par value bearer shares in return for cash and/or non-cash contributions (Authorized Capital 2024/I). The profit entitlement of new shares can be determined in deviation from § 60 (2) AktG.*

*Shareholders must be granted subscription rights unless the Management Board makes use of the following authorizations to exclude subscription rights with the approval of the Supervisory Board. In accordance with § 186 (5) AktG, the new shares may also be acquired by a credit institution to be determined by the Management Board or a company operating in accordance with § 53 (1) sentence 1 KWG or § 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (indirect subscription right).*

*The Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights once or several times in the following cases*

- (a) insofar as this is necessary to offset peak amounts;*
- (b) insofar as this is necessary to grant holders or creditors of convertible bonds or bonds with warrants and con-*

vertible profit participation rights issued by the company and/or its direct or indirect majority shareholdings a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option exercise or conversion obligations;

(c) insofar as the new shares are issued against cash contributions and the issue price of the new shares is not significantly lower than the market price of the company's shares already listed on the stock exchange at the time of the final determination of the issue price, which should be as close as possible to the placement of the shares. However, this authorization to exclude subscription rights only applies insofar as the calculated proportion of the share capital attributable to the shares issued with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG does not exceed a total of 10% of the share capital, neither the share capital existing at the time this authorization takes effect nor the share capital existing at the time this authorization is exercised. This limit shall include shares that (i) were sold or issued by the company during the term of this authorization up to the time of its exercise on the basis of other authorizations in direct or analogous application of § 186 (3) sentence 4 AktG with the exclusion of subscription rights or (ii) were issued to service bonds or participation rights with conversion or option rights or conversion or option exercise rights or conversion or option exercise obligations, provided that the bonds or profit participation rights were issued during the term of this authorization up to the time of their exercise with the exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG;

(d) insofar as the new shares are issued against contributions in kind, in particular in the form of companies, parts of companies, interests in companies, receivables or other assets.

The Management Board may only make use of the above authorizations to exclude subscription rights to such an extent that the total proportionate amount of shares issued with the exclusion of subscription rights does not exceed 10% of the share capital. The calculation of the 10% limit is based on the share capital figure that exists at the time the authorization becomes effective upon its entry in the commercial register. If the share capital figure is lower at the time this authorization is exercised, this value is decisive. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and subscription rights are excluded, this limit of 10% of the share capital shall be taken into account.

The Management Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2024/1 and after the expiry of the authorization period.”

#### 4. Registration

The Management Board is instructed to file the cancellation of the existing Authorized Capital 2019 pursuant to Section 1 above and the resolution on § 4 (3) of the Articles of Association pursuant to § 3 with the commercial register on the condition that the entry is made in the aforementioned order and that the cancellation of the existing Authorized Capital 2019 pursuant to § 1 is only entered if it is ensured that the resolution on § 4 (3) of the Articles of Association pursuant to § 3 is entered immediately afterwards.

In accordance with § 203 (2) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Management Board shall prepare a report on the reasons for the authorization to exclude shareholders' subscription rights when issuing the new shares, which can be accessed on the website at <https://ir.teamviewer.com/agm>.

#### **8. Resolution on the cancellation of the Conditional Capital 2019, granting of a new authorization to issue convertible bonds and/or bonds with warrants and to exclude subscription rights to these convertible bonds or bonds with warrants together with the simultaneous creation of Conditional Capital 2024 (“Conditional Capital 2024”) and corresponding amendment to the Articles of Association**

The Annual General Meeting on 3 September 2019 authorized the Management Board to issue convertible bonds or bonds with warrants with a total nominal value of up to EUR 60,000,000.00 and to grant their holders conversion or option rights to a total of up to 60,000,000 no-par value bearer shares in the company with a proportionate amount of the share capital of up to EUR 60,000,000.00; the Annual General Meeting also resolved the Conditional Capital 2019 to service the conversion or option rights and to fulfil conversion obligations arising from these bonds.

This authorization would also expire on 2 September 2024 and therefore before the (Annual) General Meeting in 2025. In order to ensure uninterrupted, comprehensive flexibility in corporate financing and access to low-interest debt capital beyond this period by enabling the company to issue convertible bonds or bonds with warrants at any

time, the authorization and the Conditional Capital 2019 are to be cancelled now and replaced by a new authorization and a new Conditional Capital 2024.

The Management Board and Supervisory Board propose that the following resolution be adopted:

1. cancellation of the previous authorization and the Conditional Capital 2019

The authorization to issue bonds with warrants or convertible bonds resolved by the Annual General Meeting on 3 September 2019 and the associated Conditional Capital 2019 pursuant to § 4 (4) of the Articles of Association will be cancelled with effect from the date on which the Conditional Capital 2024 and the new version of § 4 (4) of the Articles of Association have been entered in the commercial register.

2. Authorization of the Management Board to issue convertible bonds and/or bonds with warrants and to exclude subscription rights to these convertible bonds or bonds with warrants

a) General, authorization period, object, nominal amount, term, number of shares.

The Management Board is authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds and/or bonds with warrants or a combination of these instruments (hereinafter collectively referred to as “bonds”) with a total nominal value of up to EUR 1,400,000,000.00 on one or more occasions until June 6, 2029, in whole or in part or simultaneously in different tranches, in each case with or without a limited term, and to grant the holders of bonds conversion or option rights to subscribe to up to 34,800,000 no-par value bearer shares with a total nominal value of up to EUR 1,800,000.00.000.00 each with or without a limited term and to grant the holders of bonds conversion or option rights to subscribe to up to 34,800,000 no-par value bearer shares in the company with a proportionate amount of the share capital of up to EUR 34,800,000.00 in total (hereinafter referred to as “shares in the company”) in accordance with the terms and conditions of issue of these bonds (“terms and conditions of issue”) (“Authorization”). This corresponds to 20% of the company’s share capital existing at the time the notice convening the Annual General Meeting is submitted to the Federal Gazette. The authorization can be used in whole or in part.

The bonds may also provide for an obligation to convert or exercise an option at the end of the term or at an earlier date. The terms and conditions of issue may also grant the company the right to grant the holders or creditors of the bonds shares in the company in whole or in part instead of payment of the cash amount due or to use other forms of fulfillment for servicing. The bonds may be issued against cash or non-cash contributions.

In addition to the euro, the bonds may also be issued in the legal currency of an OECD country, limited to the corresponding euro equivalent. If bonds are issued in a currency other than euros, the corresponding equivalent value, calculated according to the euro reference rate of the European Central Bank on the day of the resolution on the issue of the bonds, is to be used as a basis.

The bonds may also be issued by companies in which the company directly or indirectly holds a majority interest. In this case, the Management Board is authorized, with the approval of the Supervisory Board, to assume the necessary guarantees for the company for the obligations arising from the bonds and to grant or impose conversion or option rights or conversion or option exercise obligations on the holders or creditors of these bonds for shares in the company.

b) Convertible bonds

If bonds with conversion rights or conversion obligations are issued, their holders or creditors receive the right or assume the obligation to convert their bonds into shares of the company in accordance with the issue conditions to be determined by the Management Board. The proportionate amount of the share capital of the shares of the company to be issued per bond upon conversion may not exceed the nominal amount of the bond or the issue price of the bond if this is below its nominal amount.

The conversion ratio is calculated by dividing the nominal amount of a bond by the conversion price for one share in the company. If the issue amount of the bonds is less than their nominal amount, the conversion ratio is calculated by dividing the issue amount of a convertible bond by the conversion price for one share in the company. The conversion ratio may be rounded up or down to a whole number; furthermore, an additional payment to be made in cash may be specified. The issue conditions may also stipulate that the conversion ratio is variable and that the conversion price is to be determined on the basis of future stock market prices within a certain range.

#### c) Bonds with warrants

If bonds with option rights or option exercise obligations are issued, one or more warrants are attached to each bond, which entitle or oblige the holders or creditors to subscribe to shares in the company in accordance with the terms and conditions of issue to be determined by the Management Board. The proportionate amount of the share capital of the company shares to be issued upon exercise of the options may not exceed the nominal amount of the bonds. The option conditions may stipulate that the option price can also be paid in full or in part by transferring partial bonds. The subscription ratio is calculated by dividing the nominal amount of a partial bond by the option price for one share in the company. The subscription ratio can be rounded up or down to a whole number; furthermore, an additional payment to be made in cash can be specified. Furthermore, provision may be made for fractional amounts to be combined and/or settled in cash. The conditions may also provide for a variable subscription ratio.

#### d) Conversion/option price

The conversion or option price to be determined in the issue conditions must be:

(i) at least 80% of the volume-weighted average price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) on the last ten trading days prior to the date of the resolution by the Management Board on the public announcement of the issue of the bond, or

(ii) in the case of granting a subscription right at the discretion of the Management Board, alternatively correspond to at least 80% of the volume-weighted average price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) in the period from the beginning of the subscription period to the third day prior to the announcement of the final conditions pursuant to § 186 (2) sentence 2 AktG (inclusive).

In the case of bonds with a conversion/option exercise obligation or a right of the company to grant the holders or creditors of the bonds shares in the company instead of holders or creditors of the bonds in whole or in part instead of payment of the cash amount due, the conversion/option price may be at least either the above-mentioned minimum price (80%) or the volume-weighted average price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) if: (i) in the period during the last ten trading days before the final maturity date or (ii) on at least ten trading days immediately before the conversion/option price is determined in accordance with the issue conditions, even if this average price is below the above-mentioned minimum price (80%).

§ 9 (1) AktG and § 199 AktG remain unaffected.

#### e) Protection against dilution, adjustment mechanisms

The terms of issue may also provide for dilution protection and adjustment mechanisms for certain cases, in particular for the following: Capital changes at the company during the term of the bond (e.g. capital increases, capital reductions or share splits); dividend payments; issue of further bonds with conversion rights or conversion obligations or option rights or option exercise obligations that entitle the holder to subscribe to shares in the company; conversion measures; extraordinary events during the term of the bond, such as a change of control at the company. Measures provided for in the terms of issue to protect against dilution and for adjustment may include, in particular, a change in the conversion or option price, the granting of subscription rights to shares in the company or to convertible bonds or bonds with warrants or the granting or adjustment of cash components. § 9 (1) AktG and § 199 AktG remain unaffected.

#### f) Further provisions in the terms and conditions of issue

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the terms and conditions of the issue, in particular the following: Interest rate, issue amount, term and denomination of the bonds; conversion or option period; conversion or option price; conversion rights and conversion obligations; option rights and option exercise obligations. option price; conversion rights and conversion obligations; option rights and option exercise obligations; whether the shares of the company to be delivered should be new shares created in whole or in part by a capital increase or existing shares of the company in whole or in part; whether their equivalent value can be paid in cash instead of the delivery of shares of the company; whether the conversion or option price or the exchange ratio is to be determined when the bonds are issued or on the basis of future stock market prices within a certain range during the term of the bond.

Insofar as a subscription right to fractions of shares in the company arises, it can also be stipulated that these fractions can be added to the subscription of whole shares in the company in accordance with the issue conditions. Furthermore, an additional payment to be made in cash or a cash settlement for fractional amounts may be determined.

#### g) Subscription right, exclusion of subscription right

When issuing bonds, shareholders must be granted subscription rights to the bonds unless the Management Board makes use of the following authorizations to exclude subscription rights with the approval of the Supervisory Board. The bonds may also be acquired by credit institutions or companies operating in accordance with § 53 (1) sentence 1 KWG or § 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the shareholders for subscription. If bonds are issued by a company in which the company directly or indirectly holds a majority interest, the company must ensure that subscription rights are granted to the company's shareholders in accordance with the above sentences.

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights when issuing bonds in these situations:

(i) to exclude any fractional amounts from the subscription right;

(ii) insofar as the bonds are issued against non-cash contributions, in particular for the purpose of acquiring companies, parts of companies or equity interests in companies;

(iii) to the extent necessary to protect against dilution in order to grant holders or creditors of bonds with conversion or option rights or conversion or option exercise obligations issued or to be issued by the company or by other companies in which the company holds a direct or indirect majority interest a subscription right to new bonds to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion obligations or option exercise obligations;

(iv) in the case of bonds issued for cash, if the Management Board, after due examination, comes to the conclusion that the issue price of the bonds is not significantly lower than their theoretical market value determined using recognized, in particular financial mathematical methods. However, this authorization to exclude subscription rights only applies to bonds with conversion or option rights or conversion or option exercise obligations on shares of the company whose proportion of the share capital does not exceed a total of 10% of the share capital, neither the share capital existing at the time this authorization takes effect nor the share capital existing at the time this authorization is exercised. This limit of 10% of the share capital shall include shares that (i) were sold or issued during the term of this authorization up to the time of its exercise on the basis of other authorizations in direct or analogous application of § 186 (3) sentence 4 AktG with the exclusion of subscription rights or (ii) were issued to service bonds or profit participation rights with conversion or option rights or conversion or option exercise rights or conversion or option exercise obligations, provided that the bonds or profit participation rights were issued during the term of this authorization up to the time of their exercise with the exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG.

Bonds may only be issued with the exclusion of subscription rights in accordance with these authorizations if the total new shares to be issued on the basis of such bonds do not account for more than 10% of the share capital. This is based on the share capital at the time the authorization becomes effective. If the share capital figure is lower at the time this authorization is exercised, this value shall be decisive. If other authorizations to issue or sell shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised during the term of this authorization until it is exercised and subscription rights are excluded, this shall be offset against the aforementioned 10% limit.

### 3. Creation of conditional capital

The company's share capital will be conditionally increased by up to EUR 34,800,000.00 by issuing up to 34,800,000 new no-par value bearer shares (Conditional Capital 2024). This corresponds to 20% of the company's share capital existing at the time the invitation to the Annual General Meeting is submitted to the Federal Gazette. The Conditional Capital 2024 serves exclusively to grant new shares to the holders or creditors of bonds issued by the company or by the company's subsidiaries until 6 June 2029 in accordance with the authorization resolution of the Annual General Meeting on 7 June 2024 under Agenda Item 8. The Conditional Capital 2024 serves exclusively to grant new shares to the holders or creditors of bonds issued by the company or by other companies in which the company holds a direct or indirect majority interest until June 6, 2029 in accordance with the authorization resolution of the Annual General Meeting of June 7, 2024 under Agenda Item 8, in the event that conversion or option

rights are exercised or conversion or option exercise obligations are fulfilled or the company exercises its right to grant shares in the company in whole or in part instead of payment of the cash amount due.

The new shares will be issued at the conversion or option price to be determined in accordance with the aforementioned authorization resolution. The conditional capital increase will only be carried out if conversion or option rights are exercised or conversion or option exercise obligations are fulfilled or the company exercises its right to grant shares in the company in full or in part instead of paying the cash amount due and insofar as no other forms of fulfillment are used for servicing.

The new shares participate in profits from the beginning of the fiscal year in which they are issued. To the extent permitted by law, the Management Board may, with the approval of the Supervisory Board, determine the profit participation in deviation from this and from § 60 (2) AktG, including for a fiscal year that has already expired.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the respective utilization of the Conditional Capital 2024 and after the expiry of all option and conversion periods.

#### 4. amendment of § 4 (4) of the company's Articles of Association

§ 4 (4) of the Articles of Association is revised as follows:

*“(4) The company's share capital is conditionally increased by up to EUR 34,800,000.00 by issuing up to 34,800,000 new no-par value bearer shares (Conditional Capital 2024). The Conditional Capital 2024 serves exclusively to grant new shares to the holders or creditors of bonds that are issued by the company or by a third party in accordance with the authorization resolution of the Annual General Meeting on 7 June 2024 under Agenda Item 8 until 6 June 2029. The new shares will be issued by the company or by other companies in which the company directly or indirectly holds a majority interest by June 6, 2029, in the event that conversion or option rights are exercised or conversion or option exercise obligations are fulfilled or the company exercises its right to grant shares in the company in whole or in part instead of paying the cash amount due. The new shares will be issued at the conversion or option price to be determined in accordance with the aforementioned authorization resolution. The conditional capital increase will only be carried out if conversion or option rights are exercised or conversion or option exercise obligations are fulfilled or the company exercises its right to grant shares in the company in full or in part instead of payment of the cash amount due and provided that no other forms of fulfillment are used for servicing.*

*The new shares participate in profits from the beginning of the fiscal year in which they are issued. To the extent permitted by law, the Management Board may, with the approval of the Supervisory Board, determine the profit participation in deviation from this and from § 60 (2) AktG, including for a fiscal year that has already expired.*

*The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the respective utilization of the Conditional Capital 2024 and after the expiry of all option and conversion periods.”*

#### 5. Registration

The Management Board is instructed to file the cancellation of the existing Conditional Capital 2019 pursuant to Section 1 and the resolution on § 4 (4) of the Articles of Association pursuant to § 4 with the commercial register with the provision that the entry is made in the aforementioned order and that the entry of the cancellation of the existing Conditional Capital 2019 pursuant to Section 1 is only made when it is ensured that the resolution on § 4 (4) of the Articles of Association pursuant to Section 4 is entered immediately afterwards.

In accordance with § 221 (4) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Management Board shall prepare a report on the reasons for the authorization to exclude shareholders' subscription rights when issuing the new shares, which can be accessed on the website at <https://ir.teamviewer.com/aggm>.

## **9. Resolution on the creation of Authorized Capital 2024/II with the option to exclude subscription rights (Authorized Capital 2024/II) and corresponding amendment to the Articles of Association**

In order to provide the company with additional financing options by raising capital, the Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by issuing new shares, while cancelling the existing authorization. New Authorized Capital 2024/II is to be created for this purpose.

The Management Board and Supervisory Board propose the following resolution:

### **1. creation of authorized capital 2024/II**

The Management Board is authorized to increase the company's share capital in the period up to 6 June 2029 with the approval of the Supervisory Board once or several times by up to a total of EUR 17,400,000 by issuing up to 17,400,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2024/II). This corresponds to 10% of the company's share capital existing at the time the invitation to the Annual General Meeting is submitted to the Federal Gazette. The dividend entitlement of new shares can be determined in deviation from § 60 (2) AktG.

Shareholders must be granted subscription rights unless the Management Board makes use of the following authorizations to exclude subscription rights with the approval of the Supervisory Board. In accordance with § 186 (5) AktG, the new shares may also be acquired by a credit institution to be determined by the Management Board or a company operating in accordance with § 53 (1) sentence 1 KWG or § 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (indirect subscription right). The Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights on one or more occasions, insofar as this is necessary to offset fractional amounts.

The Management Board may only make use of the above authorization to exclude subscription rights to such an extent that the proportionate amount of shares issued with the exclusion of subscription rights does not exceed 10% of the share capital. The calculation of the 10% limit is based on the share capital figure that exists at the time the authorization becomes effective upon its entry in the commercial register. If the share capital figure is lower at the time this authorization is exercised, this value is decisive. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and subscription rights are excluded, this limit of 10% of the share capital shall be taken into account.

The Management Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2024/II and after the expiry of the authorization period.

### **2. amendment of § 4 of the company's Articles of Association**

§ 4 (5) of the Articles of Association shall be inserted as follows:

*“(5) The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital in the period until 6 June 2029 once or several times by up to a total of EUR 17,400,000 by issuing up to 17,400,000 new no-par value bearer shares in return for cash and/or non-cash contributions (Authorized Capital 2024/II). The profit entitlement of new shares can be determined in deviation from § 60 (2) AktG.*

*Shareholders must be granted subscription rights unless the Management Board makes use of the following authorizations to exclude subscription rights with the approval of the Supervisory Board. In accordance with § 186 (5) AktG, the new shares may also be acquired by a credit institution to be determined by the Management Board or a company operating in accordance with § 53 (1) sentence 1 KWG or § 53b (1) sentence 1 or (7) KWG (financial institution) or a syndicate of such credit or financial institutions with the obligation to offer them to the company's shareholders for subscription (indirect subscription right).*

*The Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights once or several times in the following cases, insofar as this is necessary to offset fractional amounts;*

*The Management Board may only make use of the above authorization to exclude subscription rights to such an extent that the proportionate amount of shares issued with the exclusion of subscription rights does not exceed 10% of the share capital. The calculation of the 10% limit is based on the share capital figure that exists at the time the authorization becomes effective upon its entry in the commercial register. If the share capital figure is lower at the time this authorization is exercised, this value shall be decisive. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and subscription rights are excluded, this limit of 10% of the share capital shall be taken into account.*

*The Management Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2024/II and after the expiry of the authorization period.”*

### 3. Registration

The Management Board is instructed to file the registration of the new Authorized Capital 2024/II and the resolution on § 4 (5) of the Articles of Association pursuant to item 2 with the commercial register subject to the provision that the following order is observed: First, the cancellation of the Authorized Capital 2019 and the Conditional Capital 2019 as well as the respective registration of the resolutions on § 4 (3) and § 4 (4) of the Articles of Association must be registered in the order provided for accordingly (with the respective provision that the corresponding registration of the cancellation of the Authorized Capital 2019 and the Conditional Capital 2019 will only take place if it is ensured that the respective resolution on § 4 (3) and § 4 (4) of the Articles of Association is registered immediately afterwards). The resolution on § 4 (5) of the Articles of Association must then be registered in accordance with Item 2.

In accordance with § 203 (2) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Management Board shall prepare a report on the reasons for the authorization to exclude shareholders' subscription rights when issuing the new shares, which can be accessed on the website at <https://ir.teamviewer.com/agm>.

## 10. Resolution on the election of a member of the Supervisory Board

Mr. Stefan Dziarski has resigned from his office as a member of the Supervisory Board of TeamViewer SE effective 11 December 2023. The Supervisory Board of TeamViewer SE is composed in accordance with § 40 (2), (3) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), § 17 of the German SE Implementation Act (SEAG), § 21 (3) of the German SE Employee Involvement Act (SEBG), § 19 of the Agreement on the Involvement of Employees in TeamViewer SE as amended on January 19, 2023 (hereinafter referred to as the “Participation Agreement”), § 5 of the Supplementary Agreement to the Employee Involvement Agreement dated January 19, 2023 (hereinafter referred to as the “Supplementary Agreement”) and § 9 (1) of the Company's Articles of Association, consisting of eight (8) members elected by the Annual General Meeting.

The Supervisory Board proposes - in accordance with the recommendation of the Nomination and Remuneration Committee - that Dr. Joachim (Joe) Heel, Menlo Park, CA, United States of America, Independent Consultant, Independent be elected as a member of the Supervisory Board with effect from the end of the Annual General Meeting on June 7, 2024 for a period until the end of the Annual General Meeting that resolves on the discharge for the 2027 fiscal year.

The election proposal takes into account the principles of the requirements of the German Corporate Governance Code (in the version dated April 28, 2022, hereinafter “GCGC”) and thus the objectives specified by the Supervisory Board for its composition in accordance with Section C. 1 GCGC and strives to fulfill the developed competence profile and diversity concept for the entire Board.

The candidate is independent within the meaning of the recommendations of the GCGC. The Supervisory Board has also assured itself that he can devote the expected amount of time required.

### **Supplementary information on Agenda Item 10 in accordance with section C. 13 GCGC**

In the opinion of the Supervisory Board, there are no personal or business relationships between the candidate proposed for election and TeamViewer SE or its Group companies, the governing bodies of TeamViewer SE or any shareholder with a material interest in the company.



The CV of the proposed candidate, including details of memberships in other statutory supervisory boards and in comparable German and international supervisory bodies of commercial enterprises as well as overviews of his or her key activities in addition to the Supervisory Board mandate, are listed following the agenda under item II.6 and are available for download from the day the Annual General Meeting is convened at <https://ir.teamviewer.com/agm> and in annually updated form together with the CVs of all other Supervisory Board members on our company's website at <https://ir.teamviewer.com>. A qualification matrix with information on the proposed candidates is listed following the agenda under item II.6 and is available on our website at <https://ir.teamviewer.com/agm>.

## **11. Resolution on the authorization to acquire and use treasury shares and to exclude tender and subscription rights**

The authorization to acquire and use treasury shares granted by the Annual General Meeting on 24 May 2023 was largely utilized. In order to enable the company to continue to acquire and use treasury shares flexibly in the future to the full extent of up to 10% of the current share capital (less treasury shares held), a corresponding new authorization is to be created. As already communicated publicly, the Management Board intends, subject to the approval of the authorizations proposed under this and Agenda Item 12, to buy back treasury shares up to a total purchase price (excluding incidental acquisition costs) of up to EUR 150 million by the end of 2024 as part of the 2023/2024 share buyback program launched in December 2023.

### **The Management Board and Supervisory Board propose the following resolution:**

1. Cancellation of the authorization to acquire and use treasury shares and to exclude subscription rights dated 24 May 2023

The authorization to acquire and use treasury shares and to exclude subscription rights resolved by the company's Annual General Meeting on 24 May 2023 under Agenda Item 11 will be revoked and replaced by the following authorization when it comes into effect, insofar as it has not yet been exercised.

#### 2 Authorization to acquire

The Management Board is authorized, with the approval of the Supervisory Board, to acquire treasury shares up to a total of 10% of the share capital until 6 June 2029. The share capital figure at the time this authorization becomes effective is decisive for the limit of 10%. If the share capital figure is lower at the time this authorization is exercised, this lower figure is decisive. The shares acquired on the basis of this authorization, together with other shares in the company that the company has already acquired and still holds, may at no time account for more than 10% of the existing share capital. The authorization may also be exercised by dependent companies or companies in which the company holds a majority interest or by third parties for the account of the company or companies in which the company holds a majority interest. The authorization may be exercised in full or in partial amounts, once or several times.

The acquisition takes place via the stock exchange, by means of a public purchase or sale offer addressed to all shareholders of the company, using derivatives (as defined below) or from a credit or financial institution.

##### a) Acquisition via the stock exchange

If the shares are acquired via the stock exchange, the purchase price (excluding incidental acquisition costs) may not exceed the share price of the company's share determined in the opening auction on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system) on the respective trading day by more than 10% and may not fall below it by more than 20%. If no opening auction takes place, the relevant stock exchange price is the first price paid for the company's shares on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system) on the respective trading day.

##### b) Acquisition by means of a public offer

In the case of acquisition via a public purchase offer, the company may either publish a formal offer or publicly invite the submission of offers to sell. The purchase price paid to the shareholders (excluding incidental acquisition costs) may not be more than 10% higher or lower than the arithmetic mean of the share prices (closing auction prices of the company's shares on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system) or, if there is no closing auction, the last stock exchange price paid) on the last three trading days prior to the publication of the offer or, in the case of an invitation to submit an offer, prior to the acquisition. In the event of subsequent significant deviations from the relevant price, the offer may be adjusted. In this case, the arithmetic mean of the share prices (closing auction prices of the company's shares on the Frankfurt Stock Exchange in XETRA

trading (or a comparable successor system) or, if there is no closing auction, the last stock exchange price paid) on the last three trading days prior to publication of the adjustment shall be decisive.

The buyback volume can be limited. If the shares offered for purchase by the shareholders exceed the total amount of the company's purchase offer, acceptance may be made in proportion to the shares tendered or offered at the purchase price or a lower price instead of in proportion to the shareholders of the tendering or offering shareholders. It may also be provided that small quantities of up to 150 shares offered per shareholder are accepted on a preferential basis. The purchase offer or the invitation to tender may provide for further conditions.

#### c) Acquisition from a credit or financial institution

Finally, the company can agree with a bank and/or another company (financial institution) that meets the requirements of § 186 (5) sentence 1 AktG that they will deliver a predetermined number of shares or a predetermined euro equivalent value of shares in the company to the company within a predefined period of time. The price at which the company acquires treasury shares must be at a discount to the arithmetic mean of the volume-weighted average price of the share on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system), calculated over a predetermined number of trading days. However, the share price may not fall below the aforementioned average by more than 20%. It is permissible for this purchase price to be achieved as a result of a cash settlement and/or settlement in shares at the end or after the end of the actual period of the repurchase. Furthermore, the credit institutions or other companies meeting the requirements of § 186 (5) sentence 1 AktG must undertake to purchase the shares to be delivered on the stock exchange at prices within the range that would apply in the event of a direct purchase on the stock exchange by the company itself.

The purchase authorization under this section 2 may be exercised for any legally permissible purpose, in particular to pursue one or more of the objectives set out in sections 3 and 4 below. Acquisition for the purpose of trading in treasury shares is excluded.

### 3. Redemption of the shares

The Management Board is authorized, with the approval of the Supervisory Board, to redeem the treasury shares acquired on the basis of this or a previously granted and already utilized authorization pursuant to § 71 (1) no. 8 AktG without a further resolution by the Annual General Meeting. The redemption may be limited to a portion of the acquired shares. The authorization to retire shares may be exercised several times. The redemption generally leads to a capital reduction. In deviation from this, the Management Board may determine that the share capital remains unchanged and instead the proportion of the remaining shares in the share capital increases as a result of the redemption in accordance with § 8 (3) AktG. In this case, the Management Board is authorized to adjust the corresponding figure in the Articles of Association.

### 4. Use of the shares

The Management Board is authorized to sell the treasury shares acquired on the basis of this authorization or a previously granted and already utilized authorization by means of a sale on the stock exchange or an offer to all shareholders. The Management Board, with the approval of the Supervisory Board or, if shares are transferred to members of the Management Board under subsection (e) below, exclusively the Supervisory Board, is also authorized to use the treasury shares acquired on the basis of this authorization or previously granted authorizations in another manner, excluding shareholders' subscription rights in full or in part, as follows:

a) for sale against non-cash consideration, in particular - but not limited to - the acquisition of companies, businesses, parts of companies or businesses, investments in companies or the acquisition of other assets or claims to the acquisition of assets, including claims against the company or its group companies;

b) for sale against cash payment, insofar as this takes place at a price that is not significantly lower than the market value of the company's shares (simplified exclusion of subscription rights pursuant to §§ 186 (3) sentence 4, 71 (1) no. 8 sentence 5 clause 2 AktG);

c) to fulfill obligations of the company arising from option and conversion rights or conversion obligations from bonds with warrants or convertible bonds issued by the company or companies dependent on it or majority-owned by it, which grant an option or conversion right or establish a conversion obligation (or combinations of these instruments);

d) to grant subscription rights to holders of bonds with warrants or convertible bonds issued by the company or companies dependent on it or majority-owned by it and which grant an option or conversion right or establish a conversion obligation (or combinations of these instruments) to the extent to which they would be entitled after exercising the rights or obligations arising from the aforementioned instruments;

e) to be granted as part of participation programs and/or as part of share-based remuneration. The transfer of shares or a corresponding commitment or agreement to transfer shares may only be made to persons who participate in the relevant participation program as a member of the company's Management Board, the management of a company dependent on the company or as an employee of the company or a company dependent on the company or who receive share-based remuneration in this capacity. The transfer of treasury shares can also take place at a reduced price or without special consideration;

f) to implement a scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the company in exchange for shares in the company.

The authorizations under subsections (a) through (f) may be exercised once or several times and also by dependent companies or companies in which the company holds a majority interest or by third parties for the account of the company or companies dependent on it or in which the company holds a majority interest. Shareholders' subscription rights are excluded in this respect. According to this authorization, treasury shares may only be used with the exclusion of subscription rights if the total of these new shares does not exceed 10% of the share capital at the time the authorization becomes effective or - if this value is lower - at the time this authorization is exercised. If, during the term of this authorization until it is exercised, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and subscription rights are excluded (including an exclusion of subscription rights in accordance with or analogous to § 186 (3) sentence 4 AktG), this must be offset against the aforementioned 10% limit. Subscription rights may only be excluded in accordance with subsection (e) above up to a maximum of 5% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised. This includes shares that are issued or sold to the same group of persons during the term of this authorization under another authorization excluding shareholders' subscription rights. In addition, the nominal amount of any conditional capital of the company resolved for the purposes of § 192 (2) no. 3 AktG must be offset against this 5% limit.

## **12. Resolution on the authorization to acquire treasury shares using derivatives or via multilateral trading systems**

In addition to the authorization to acquire treasury shares pursuant to § 71 (1) no. 8 AktG proposed for resolution under Agenda Item 11, the company is again to be authorized, as in the previous year, to acquire treasury shares using equity derivatives. This is not intended to increase the total volume of shares that may be acquired; it merely opens up further alternative courses of action for the acquisition of treasury shares. For this reason, the company is also to be authorized to acquire treasury shares via a multilateral trading system within the meaning of § 2 (6) of the German Stock Exchange Act.

The Management Board and Supervisory Board propose the following resolution:

### **1. Use of derivatives**

The acquisition of treasury shares as part of the authorization in accordance with Agenda Item 11 of the Annual General Meeting on 7 June 2024 ("authorization resolution") can also be carried out by means of (i) the acquisition of options that give the company the right to acquire shares in the company ("call options"), (ii) the sale of options that oblige the company to acquire shares in the company if exercised ("put options"), and/or (iii) the conclusion of forward purchase contracts for shares in the company where there are more than two stock exchange trading days between the conclusion of the respective contract and the stock exchange delivery of the company's shares ("forward purchase contracts"; call options, put options and forward purchase contracts together "derivatives"). The acquisition of treasury shares using derivatives is limited to a maximum of 5% of the share capital. The limit of 5% is based on the share capital figure at the time this authorization comes into effect. If the share capital figure is lower at the time this authorization is exercised, this lower figure is decisive. This limit applies cumulatively to the limit of 10% of the share capital contained in the authorization resolution and treasury shares acquired on the basis of this authorization are to be counted towards this limit. The term of an individual derivative may not exceed 18 months in each case and the derivatives must end on June 6, 2029 at the latest.

The terms and conditions of the derivatives must ensure that they are only serviced with shares that were acquired on the stock exchange in compliance with the principle of equal treatment under stock corporation law (§ 53a AktG). The restrictions pursuant to item 2 a) of the authorization resolution under Agenda Item 11 apply ac-

accordingly to the price to be paid (excluding incidental acquisition costs).

The purchase price per share agreed in the respective derivative (excluding incidental acquisition costs, but taking into account any option premium received or paid) may not be more than 10% higher or lower than the arithmetic mean of the share prices (closing auction prices of the company's shares in XETRA trading or a comparable successor system) on the Frankfurt am Main stock exchange on the last three trading days prior to the conclusion of the respective derivative transaction. Furthermore, the purchase price paid by the company for call options or forward purchase contracts or the corresponding option premium may not be significantly higher and the sales proceeds received by the company for the sale of put options or the corresponding option premium may not be significantly lower than the theoretical market price of the derivatives calculated using recognized actuarial methods. The respective exercise price must be taken into account appropriately in the calculation.

The principle of equal treatment under stock corporation law (§ 53a AktG) must be observed when selling and acquiring derivatives. For objective reasons, the right of shareholders to conclude such derivative transactions with the company can be excluded by applying § 186 (3) sentence 4 AktG accordingly. Shareholders only have a right to tender their shares to the company if the company is obliged to purchase the shares from them as a result of the derivative transactions. Any further right to tender shares is excluded.

## 2. Acquisition of own shares via multilateral trading systems

In addition to the authorization resolution, the acquisition of shares in the company may also be carried out via multilateral trading facilities within the meaning of § 2 (6) BörsG ("MTF") in addition to the channels described in the authorization resolution. Acquisition via MTFs is treated in the same way as acquisition via the stock exchange in accordance with the authorization resolution. The consideration paid per share (excluding incidental acquisition costs) may not be more than 10% higher or less than 20% lower than the price determined by the opening auction in XETRA trading (or a comparable successor system on the Frankfurt Stock Exchange) on the trading day. The shares acquired by exercising this authorization are to be counted towards the acquisition limit of the authorization resolution.

## 3. Use of own shares acquired using derivatives or via multilateral trading systems

The provisions of the authorization resolution apply accordingly to the use of treasury shares acquired using derivatives or via multilateral trading systems.

## 13. Resolution on the amendments to the Articles of Association due to the Financing for the Future Act

With the enforcement of the Financing for Future Act (Zukunftsfinanzierungsgesetz - ZuFinG), the legislator has aligned the definition of the record date regulated in § 123(4) sentence 2 AktG with the European requirements. § 16 (4) of the Articles of Association, which reproduces the old version of § 123 (4) sentence 2, must be adapted to the statutory wording. This does not entail a change in content.

The Management Board and Supervisory Board propose that § 16 (4) sentence 3 of the company's Articles of Association be amended as follows:

*"The proof of shareholding pursuant to § 67c (3) AktG must relate to the close of business on the 22nd day prior to the Annual General Meeting ("record date") and must be received by the company at the address specified for this purpose in the invitation at least six days prior to the Annual General Meeting."*

## 14. Resolution on the further amendment to the Articles of Association: repeal of §3 (2) sentence 2 and sentence 3 of the Articles of Association (information transmission)

The Act Implementing the Second Shareholders' Rights Directive (ARUG II) amended the requirements for the transmission of information to shareholders with effect from September 3, 2020. As a result, § 128 AktG and the option in § 125 (2) sentence 2 AktG old version to restrict the transmission of information in accordance with § 125 AktG to electronic communication in the company's Articles of Association no longer apply. Instead, notifications pursuant to § 125 (1) AktG new version must always be transmitted electronically in accordance with § 125 (5) AktG new version in conjunction with § 67a (2) AktG inserted by ARUG II.

Therefore, the previous authorization in § 3 (2) sentence 2 of the company's Articles of Association and the option to deviate in § 3 (2) sentence 3 of the company's Articles of Association are no longer necessary.

§ 3 (2) of the company's Articles of Association currently reads as follows:

*“To the extent permitted by law, information to shareholders may also be transmitted by means of remote data transmission. The transmission of notifications pursuant to § 125 (1) in conjunction with § 128 (1) and § 125 (2) AktG is restricted to electronic communication. The Management Board is also entitled to send these notifications by other means.”*

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

§ 3 (2) sentence 2 and sentence 3 of the company's Articles of Association are repealed without replacement.

## II. Supplementary information on individual Agenda Items

### 1. Remuneration report for the 2023 financial year (on Agenda Item 5)

The following remuneration report summarizes the main features of the remuneration system for the members of the Management Board and Supervisory Board and explains the amount of remuneration individually granted and owed to the members of the Management Board and Supervisory Board of TeamViewer SE in fiscal year 2023. TeamViewer complies with the statutory requirements of section 162 AktG and the recommendations of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022. TeamViewer has published the remuneration report on its website at <https://ir.teamviewer.com/remuneration>. The remuneration system for the Management Board and the remuneration system for the Supervisory Board are also available at this address. In preparing the remuneration report, the Management Board and Supervisory Board have attached great importance to clear, comprehensible and transparent reporting. The remuneration report was formally and materially audited by the auditor in accordance with Section 162 AktG.

### Review of the 2023 financial year from a remuneration perspective

#### Business development 2023

TeamViewer grew profitably in the 2023 fiscal year despite the ongoing geopolitical and macroeconomic challenges. TeamViewer's focus during the year was on further implementing its growth strategy along the defined growth dimensions, revising its Remote and Tensor software, integrating additional partner applications (e.g. Ivanti, Lansweeper), and appointing a task force to strengthen Frontline activities.

As a result, billings increased 7 % to EUR 678.0 million and revenue grew 11 % to EUR 626.7 million, meeting the published guidance for “*double-digit revenue growth of 10 % to 14 %*” for the 2023 fiscal year. Adjusted (billings) EBITDA increased by 4 % to EUR 311.8 million, yielding an adjusted (billings) EBITDA margin of 46 % for the 2023 fiscal year. Adjusted (revenue) EBITDA, which is relevant for the margin forecast, increased 13 % to EUR 260.5 million, resulting in an adjusted (revenue) EBITDA margin of 42 %. This also met the guidance for an “*adjusted (revenue) EBITDA margin of around 40 %*”.

#### Changes in corporate governance

Mei Dent was appointed as a member of the Management Board and Chief Product and Technology Officer (CPTO) of TeamViewer with effect from 31 August 2023. Her mandate will run until August 2026. In October 2023, Oliver Steil was appointed Chairman of the Management Board and CEO of the Company for a further five-year term.

Swantje Conrad and Christina Stercken joined as new members of the Supervisory Board in May 2023. They were elected to the Supervisory Board at the ordinary Annual General Meeting 2023 as part of the expansion of the Company's Supervisory Board to eight members. The Annual General Meeting also confirmed the appointment of Ralf W. Dieter as Chairman of the Supervisory Board for a four-year term. Stefan Dziarski stepped down from the Supervisory Board prematurely, with effect from 11 December 2023. Other than those mentioned, there were no other changes to the Management Board or Supervisory Board of TeamViewer SE.

#### Resolution on the approval of the remuneration report

The Remuneration Report 2022 was prepared in accordance with § 162 AktG, formally audited by the auditor in accordance with § 162 (3) sentences 1 and 2 AktG and approved by the Annual General Meeting on 24 May 2023 with a majority of 96.25 %. In view of the broad acceptance of the remuneration report, the Remuneration Report 2023 also follows a similar structure.

#### Principles of Management Board remuneration

The current remuneration system for the members of the Management Board of TeamViewer SE was adopted by the Supervisory Board on 6 April 2023 at the recommendation of its Nomination and Remuneration Committee. The remuneration system was approved by the Company's Annual General Meeting on 24 May 2023, with 96.63 % of the votes cast. The remuneration system applies to all active members of the Management Board in the 2023 fiscal year and complies with both the requirements of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC). The remuneration system replaces, but is largely consistent with, the remuneration system approved by the Annual General Meeting on 15 June 2021. In line with financial reporting, the performance indicators “revenue” and “adjusted (revenue) EBITDA” will take priority over the previous indicators “billings” and “adjusted (billings) EBITDA”. In the 2023 fiscal year, the Supervisory Board did not make use of the options set out in the remuneration system in accordance with the legal requirements to temporarily deviate from the remuneration system.

## **Objective of the remuneration system**

The Management Board's remuneration system is designed to gear remuneration towards advancing the Company's business strategy and long-term development. The remuneration defined in the remuneration system is specifically intended to provide effective incentives for growth and increasing profitability as well as the achievement of non-financial targets, which should also include sustainability aspects (environmental, social, governance – ESG). From the perspective of the Supervisory Board and the Management Board, the remuneration system should aim to make an important contribution to the successful implementation of the growth strategy pursued by TeamViewer. The individual tasks and performance of the members of the Management Board and TeamViewer's business success should be appropriately taken into account.

## **Structure of Management Board remuneration**

The remuneration of the Management Board encompasses a mix of fixed, short-term, and long-term variable remuneration components. The latter two are intended to effectively promote the execution TeamViewer's corporate strategy and long-term development by setting appropriate targets that include both financial and non-financial performance targets. The long-term remuneration components are largely based on TeamViewer's share price performance and intended to ensure that the interests of the Management Board and the shareholders are aligned. The obligation of Management Board members to buy and hold TeamViewer shares also contributes to this alignment of interests.

In determining the Management Board's remuneration, the Supervisory Board also takes the remuneration and employment conditions of TeamViewer's senior management as well as its workforce into account.

## **Procedure for determining, implementing and reviewing the remuneration system for the Management Board**

The Supervisory Board is responsible for determining, implementing, and reviewing the Management Board remuneration system and is supported by the Nomination and Remuneration Committee in performing these tasks. The Nomination and Remuneration Committee is responsible for formulating recommendations for the Management Board's remuneration that take into account the aforementioned principles and the recommendations of the GCGC as amended. The remuneration system, prepared by the Nomination and Remuneration Committee, as well as all other matters relating to the remuneration of individual Management Board members, are discussed and resolved by the Supervisory Board. When necessary, both the Nomination and Remuneration Committee and the Supervisory Board may consult an independent external remuneration expert to assist in developing the Management Board's remuneration system and assessing the appropriateness of the remuneration.

The Supervisory Board regularly reviews the remuneration system and makes any changes deemed necessary. In accordance with the requirements of § 120a AktG, the remuneration system is resubmitted to the Annual General Meeting for approval no later than every four years and in the event of significant changes. Should the Annual General Meeting reject the remuneration system, a revised remuneration system is submitted to the subsequent Annual General Meeting for approval.

The Supervisory Board's Rules of Procedure set out requirements for avoiding conflicts of interest when determining, implementing, and reviewing the Management Board's remuneration.

## **Appropriateness of Management Board remuneration**

In the opinion of the Supervisory Board, the remuneration appropriately reflects the individual tasks and performance of the members of the Management Board as well as the economic situation, success, and future prospects of TeamViewer.

The Nomination and Remuneration Committee shall regularly review the appropriateness of Management Board remuneration and, if necessary, propose adjustments to the Supervisory Board in order to comply with regulatory requirements and ensure that remuneration is in line with the market. In the 2023 fiscal year, the committee did not identify any indications of an inappropriate development of remuneration or any need for an adjustment. When assessing the appropriateness of remuneration, the Nomination and Remuneration Committee considers the amount of remuneration using a horizontal and vertical comparison.

For the horizontal comparison, the Supervisory Board selects a group of comparable companies based on the country, company size and sector. When determining the remuneration of Management Board members, the comparison group consists of the companies in the MDAX and is supplemented by a peer group of international technology companies of similar size. This ensures the appropriateness of remuneration compared to similarly sized companies in Germany as well as to international companies in the same sector. The Supervisory Board reviews and considers the following aspects in particular:

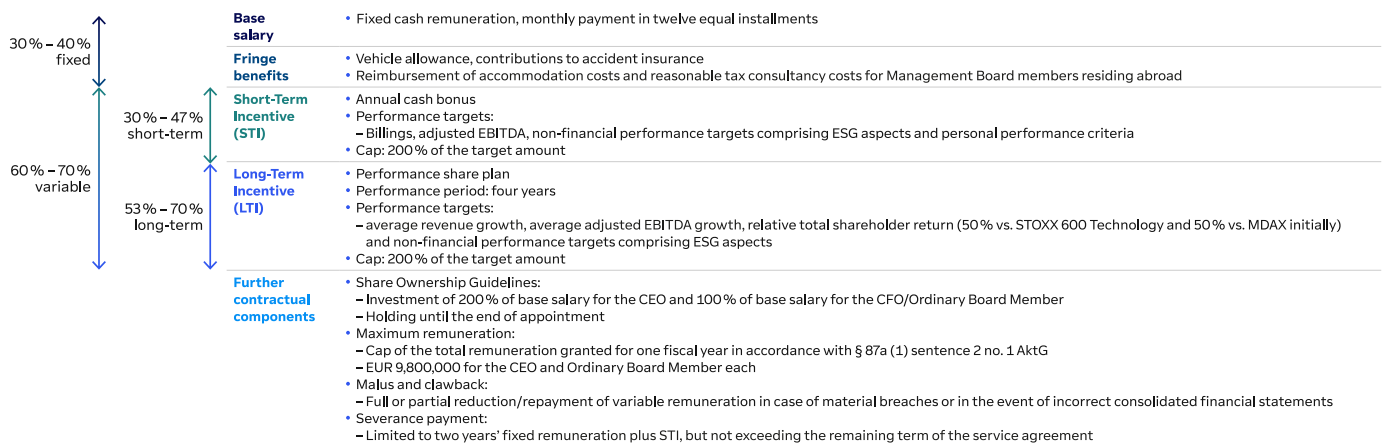
- Mode of action of the individual fixed and variable remuneration components, including methodology and performance parameters

- Relative weighting of the components, i.e. the ratio of the fixed basic remuneration to the short-term and long-term variable components
- Amount of target total remuneration, consisting of the annual base salary and fringe benefits, the short-term incentive (STI) and the long-term incentive (LTI)
- Potential maximum amount of remuneration granted

For the vertical (internal) comparison, the Management Board’s remuneration is analysed for appropriateness in relation to the remuneration and employment conditions of TeamViewer’s upper management circle and workforce. The Supervisory Board determines how senior management and the workforce are to be differentiated for the comparison.

On 25 October 2023, the Nomination and Remuneration Committee last reviewed the appropriateness and customary nature of the remuneration of TeamViewer’s Management Board in connection with the extension of Oliver Steil’s appointment as CEO. The peer group used as a basis for this review continued to consist of the companies listed in the MDAX, supplemented by a peer group of international technology companies of similar size (selected international companies from the software and security sectors and particularly from the STOXX 600 Technology index). The Nomination and Remuneration Committee also reviewed the ratio of Management Board remuneration to the remuneration of TeamViewer’s senior management and the workforce as a whole. The changes in remuneration over time were also taken into account. The vertical comparison was based on the remuneration of the senior leadership team as the upper management circle. From this comparison, the Nomination and Remuneration Committee determined that the remuneration of the Management Board is in line with market conditions and is appropriate.

**Overview of remuneration components**



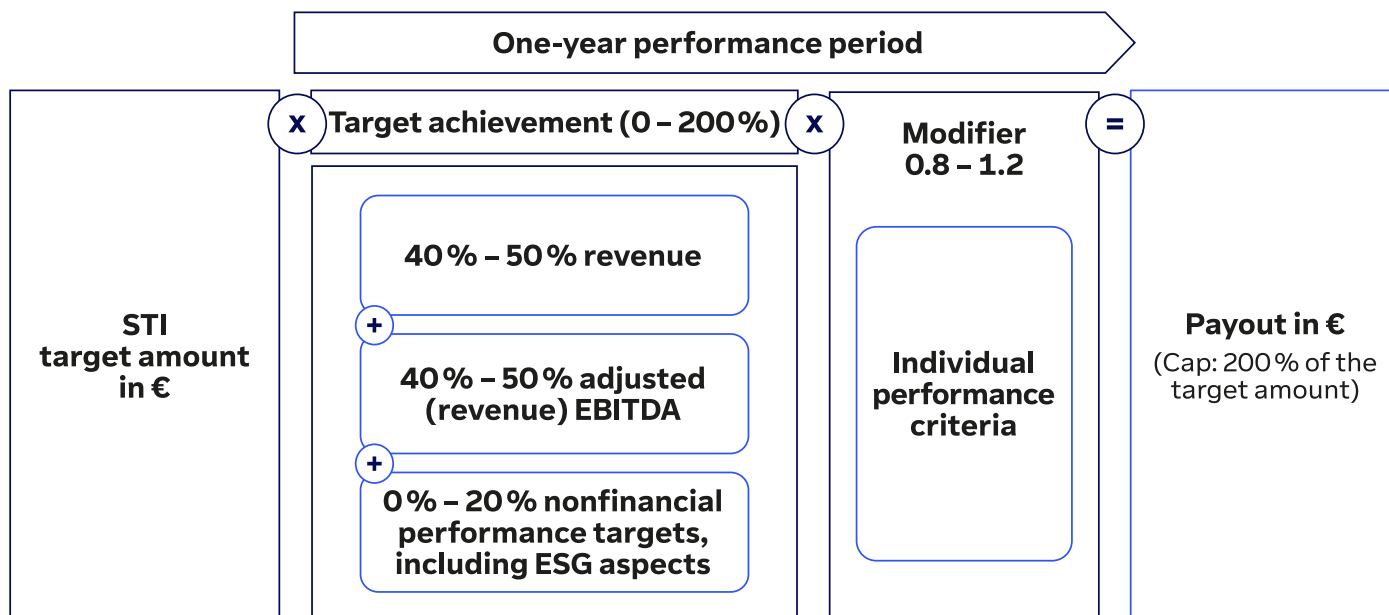
The remuneration of Management Board members comprises fixed (non-performance-based) and variable (performance-based) remuneration components, the total amount of which determines the respective overall target remuneration of each Management Board member.

Fixed remuneration consists of an annual base salary as well as fringe benefits, which may vary from year to year depending on events and the particular individual. Variable remuneration comprises short-term variable remuneration (short-term incentive – STI) and long-term variable remuneration (long-term incentive – LTI).



The short-term incentive (STI) is the short-term variable remuneration element with a term of one year. The calculation of the STI for a respective fiscal year – subject to any reduction or clawback (malus and clawback) – is as follows:

## Short-Term Incentive

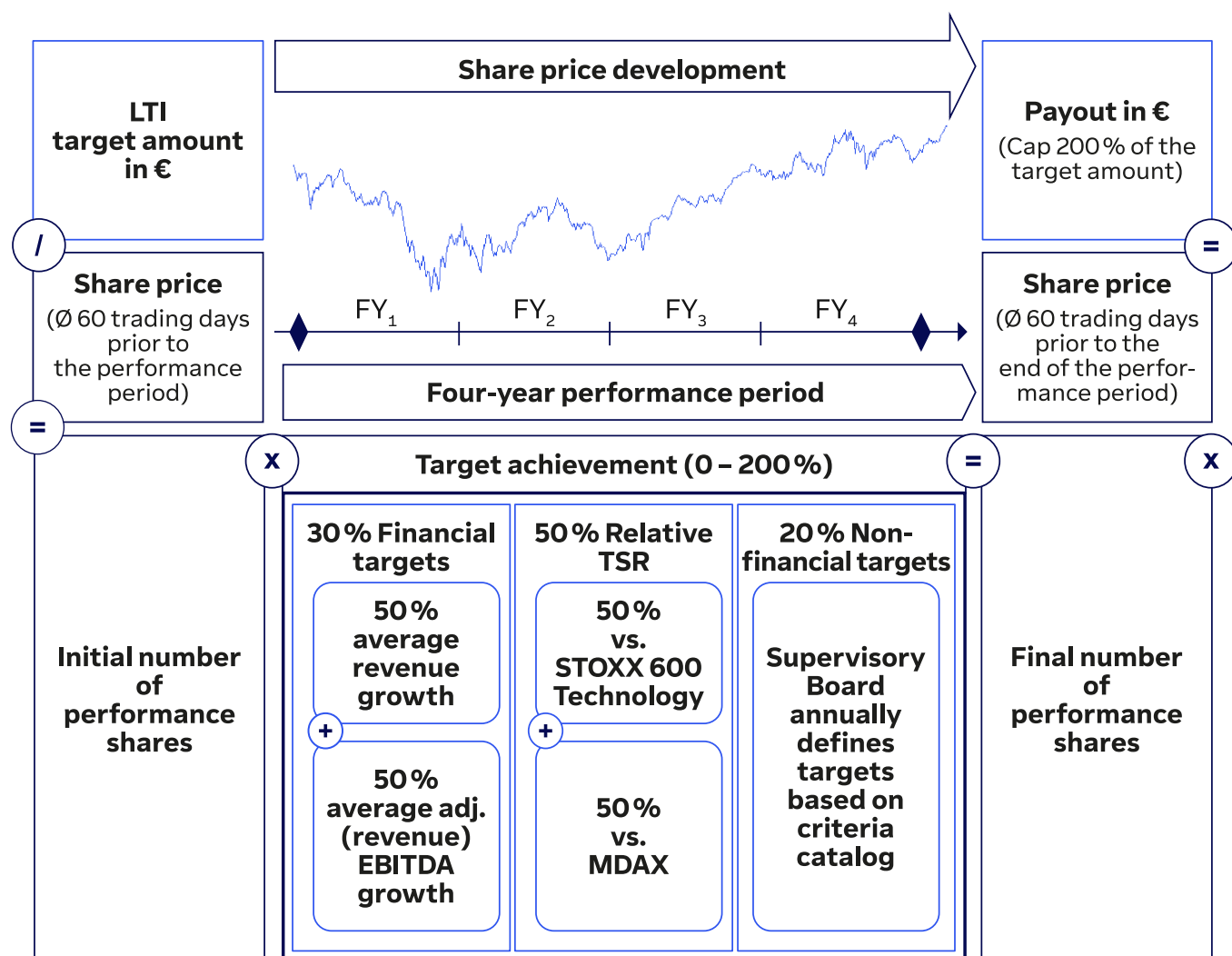


Entitlement to receive an annual bonus to be paid out in cash is contingent upon the achievement of certain financial targets. For the fiscal years up to and including 2023, these financial targets were billings and adjusted (billings) EBITDA; starting with the 2024 fiscal year, they will be revenue and adjusted (revenue) EBITDA. Entitlement to the annual bonus may additionally be dependent upon certain Company non-financial targets. For each performance target (financial targets and, optionally, certain non-financial targets), the Supervisory Board also sets a target which, if met, results in 100 % target achievement. The Supervisory Board also defines – to the extent possible – a minimum value for each of the performance targets as the lower end of the target corridor, at which 50 % of the target is achieved. In addition, a maximum value is set that, if reached or exceeded, results in target achievement of 200 %. If the value achieved with regard to a performance target falls below the minimum value, the degree of target achievement for this performance target is 0 %. If the value achieved with regard to a performance target reaches or exceeds the maximum value, the degree of target achievement is 200 %. Target achievement within these values is determined by linear interpolation, whereby all target values are adjusted for exchange rate effects before determination.

The amount of the STI also depends on the assessment of the personal performance criteria set individually for each Management Board member by the Supervisory Board at the beginning of the fiscal year. These are weighted on a percentage basis. The Supervisory Board determines the achievement of the personal modifier within a range of 0.8 to 1.2 at its reasonable discretion, depending on the target achievement of the respective defined criteria. There is no guaranteed minimum target achievement, which means a payout may be omitted entirely. If the respective employment contract begins or ends during the year, the STI is calculated on a pro rata temporis basis for the period of the employment in the respective fiscal year, whereby the target achievement is determined according to the originally defined parameters even in the event of a departure during the year and is paid out on the regular due date. The STI is due for payment six weeks after the adoption of the consolidated financial statements, insofar as an entitlement to the payment exists.

The long-term incentive (LTI) is the long-term variable remuneration element. The LTI is share-based and structured as performance shares with a four-year performance period. The calculation of the LTI – subject to any reduction or clawback (malus and clawback) – is as follows:

## Long-Term Incentive



With each fiscal year, a new performance period begins in accordance with the terms of the applicable LTI. The achievement of certain predefined targets is measured after the end of the performance period. At the beginning of each performance period, the Supervisory Board determines the initial number of performance shares for each individual Management Board member based on the LTI target amount and the average share price. The Supervisory Board also defines a target for each of at least three performance targets (financial targets, relative TSR, non-financial targets), the achievement of which results in target achievement of 100%. Where possible, the Supervisory Board also sets a minimum value for each of the performance targets as the lower end of the target corridor, which, if achieved, results in target achievement of 50%. In addition, a maximum value is set that, if reached or exceeded, results in 200% target achievement. If the value achieved for a performance target falls below the minimum value, the degree of target achievement for this performance target is 0%. If the value achieved for a performance target reaches or exceeds the maximum value, the degree of target achievement is 200%. The performance shares are merely a calculation figure, the allocation of which does not yet result in any entitlement to a payment in connection with the LTI.

When measuring target achievement for the respective performance period, the performance targets are weighted according to the current remuneration system as follows:

- 30% financial performance targets “average revenue growth” and “average adjusted (revenue) EBITDA growth” (equally weighted) (for tranches allocated before and in the 2023 fiscal year, this is “average billings growth” and “average adjusted (billings) EBITDA growth” (equally weighted));

- 50 % relative total shareholder return (TSR), measured against the two peer groups “STOXX® 600 Technology” and “MDAX” (equally weighted) or other peer groups or share indices determined by the Supervisory Board for comparison; and
- 20 % non-financial performance targets, particularly sustainability aspects (environmental, social, governance – ESG aspects).

At the end of the respective performance period, the initial number of performance shares is multiplied by the target achievement and rounded up to the next full share. This calculation results in the final number of performance shares. The final number of performance shares is then multiplied by the final share price, resulting in the payout amount. This amount is limited to 200 % of the allocation value (cap). If the employment contract begins or ends during the year, the allocation value is reduced on a pro rata temporis basis.

If a Management Board member leaves the Company before the end of the respective LTI performance period, the target achievement is determined and the payment is made on the scheduled date, provided the entitlement is not forfeited.

To reinforce the pay-for-performance principle, the remuneration system prescribes that the majority of the target total remuneration for each Management Board member should consist of variable, performance-based components. To ensure that remuneration is aligned with TeamViewer’s sustainable, long-term development, the percentage share of long-term incentives outweighs the percentage share of short-term incentives.

The percentage of fixed remuneration as a share of total target remuneration ranges between 30 % and 40 %. The annual base salary accounts for 90 % to 100 % of fixed remuneration, and fringe benefits amount to up to 10 %. The percentage of variable remuneration as a share of total target remuneration is between 60 % and 70 %, of which STI ranges from 30 % to 47 % of the total and LTI from 53 % to 70 %. Subsequent changes to the target values or comparison parameters set by the Supervisory Board in each case for the upcoming fiscal year are excluded.

To attract qualified candidates to the Management Board, the remuneration system also provides the option to grant new Management Board members an appropriate, market-competitive compensation payment, for example, for remuneration forfeited from the previous employer. For members of the Management Board who receive this type of compensation payment upon joining the Company, the proportion of the individual components may vary within the legally permissible framework from the aforementioned percentages.

## Management Board remuneration in the 2023 fiscal year

### Non-performance-based fixed remuneration components

#### Annual base salary

All Management Board members were granted a fixed, non-performance-based annual base salary in cash, payable in twelve equal monthly instalments.

| Management Board member                             | Annual base salary<br>in EUR | Annual base salary<br>pro rata temporis in EUR |
|---|------------------------------|--|
| Oliver Steil <sup>1</sup>                           | 922,500                      | 922,500  |
| Michael Wilkens                                     | 700,000                      | 700,000  |
| <i>Mei Dent</i> <sup>2</sup> (since 31 August 2023) | 500,000                      | 168,011  |
| Peter Turner <sup>3</sup>                           | 464,958                      | 464,958  |

<sup>1</sup> Oliver Steil’s base salary was increased from EUR 900,000 p.a. to EUR 1,035,000 p.a., effective 25 October 2023, as part of his extended term of office as Chairman of the Management Board and CEO of the Company.

<sup>2</sup> The annual base salary was paid to Mei Dent on a pro rata basis.

<sup>3</sup> Peter Turner’s fixed remuneration is subject to the annual EUR/GBP exchange rate adjustment, effective 1 January, starting as of 1 January 2023. The contractually agreed annual base salary amounted to EUR 475,000.

## Fringe benefits

Management Board members were also granted fringe benefits in kind. These consisted mainly of lump-sum payments of up to EUR 2,000 per month for the use of a private car for business trips, contributions to the (private or statutory) health and long-term care insurance (in the amount of the lawful employer contributions to the statutory health and long-term care insurance or a maximum of half of the contribution actually expended), continued salary payments in the event of work incapacity due to illness or death, and accident insurance in the event of death or disability. All Management Board members are insured against third-party liability claims through a D&O insurance policy at the Company's expense with a deductible in accordance with the provisions of corporate law amounting to 10 % of the damage but no more than 150 % of the annual base salary.

The Company reimbursed Peter Turner up to an amount of EUR 5,000 plus VAT (p.a.) for the costs of a tax advisor to prepare his tax returns in Germany upon provision of proof. The Company also reimbursed him up to an amount of EUR 3,000 plus VAT (p.a.) for the added costs of a tax advisor to prepare the tax returns in the United Kingdom required as a result of receiving foreign income upon furnishing proof thereof.

## Performance-based fixed remuneration components

The Supervisory Board already set the target values for the performance parameters for the 2023 fiscal year in January 2023. As the values set cannot be changed retrospectively, the relevant performance parameters for STI 2023 and LTI 2020–2023 to LTI 2023–2026 will continue to be “billings” and “adjusted (billings) EBITDA” even after the approval of the remuneration system by the 2023 Annual General Meeting.

## Short-term variable remuneration (short-term incentive/STI)

### STI target amount

In the case of 100 % target achievement, the STI target amount for the 2023 fiscal year would be as follows:

| STI target amount for 100 % target achievement in FY 2023 | STI target amount p.a. in EUR | STI target amount pro rata temporis in EUR |
|---|-------------------------------|--|
| Oliver Steil  | 900,000.00                    | 900,000.00                                 |
| Michael Wilkens   | 700,000.00                    | 700,000.00                                 |
| Peter Turner <sup>1</sup>                                 | 430,697.56                    | 430,697.56                                 |
| Mei Dent <sup>2</sup><br>(since 31 August 2023)           | 500,000.00                    | 168,010.75                                 |

<sup>1</sup> For Peter Turner, the STI target amount is subject to the annual adjustment of the EUR/GBP exchange rate with effect from 1 January of each year, starting as of 1 January 2023. The contractually agreed STI target bonus in EUR is EUR 440,000.

<sup>2</sup> The STI target amount for Mei Dent is a pro rata calculation based on the active service period.

## Target achievement in percent in relation to the financial and (where applicable) non-financial targets

On 31 January 2023, the Supervisory Board set the target values for the STI performance criteria for the 2023 fiscal year for Oliver Steil, Michael Wilkens, Peter Turner and, on 26 June 2023, for Mei Dent. In addition to the financial performance targets for billings and adjusted (billings) EBITDA, which are each weighted at 50 %, it also determined individual personal performance criteria for each Management Board member.

## STI 2023 target achievement for financial performance criteria:

| Performance criterion                          | Lower limit at 50 % target achievement | Target value for 100 % target achievement | Upper limit at 200 % target achievement | Results 2023 | Target achievement in % |
|--|--|---|---|--------------|-------------------------|
| Billings <sup>1</sup> (50 %)                   | 660.0                                  | 695.0                                     | 722.5                                   | 703.5        | <b>131 %</b>            |
| Adjusted (billings) EBITDA <sup>1</sup> (50 %) | 302.0                                  | 308.0                                     | 333.0                                   | 322.1        | <b>157 %</b>            |
| <b>Target achievement in %</b>                 |  |   |   |              | <b>144 %</b>            |

<sup>1</sup> Adjusted for exchange rate effects.

## Personal performance criteria/modifier

| Management Board member | Individual targets   | Target achievement in % | Modifier |
|-------------------------|--|-------------------------|----------|
| Oliver Steil            | Individual target achievement was assessed particularly based on building a leading global tech brand, strengthening the organisational structure and processes, developing a medium-term strategy and M&A agenda for 2023-2025, communicating the corporate strategy, the growth initiative in the enterprise business in IT and OT, increasing growth and innovation in the SMB business, and further improving ESG ratings. | 116.25 %                | 1.1625   |
| Michael Wilkens         | Individual target achievement was assessed particularly based on strengthening the positioning of TeamViewer as part of the capital market strategy, defining the budget and financing for 2023, improving corporate and product safety, further developing and strengthening the legal, compliance and internal audit departments, and further improving the ESG ratings.   | 114.75 %                | 1.1475   |
| Peter Turner            | Individual target achievement was assessed particularly based on the establishment of a first-class CCO organisation focused on lead generation and commercial excellence, accelerating SMB growth via the webshop, improving sponsorship activities and cost control, and further improving the ESG ratings.  | 116.75 %                | 1.1675   |
| Mei Dent                | Individual target achievement was assessed based on a smooth onboarding process, developing a first-class organisation and strategy for product management and the R&D department, and further improving the ESG ratings.  | 116.25 %                | 1.1625   |

## The STI payout amounts for the 2023 fiscal year were calculated as follows:

| Management Board member | Target achievement in % | STI target amount in EUR | Modifier | STI for FY 2023 in EUR |
|-------------------------|-------------------------|--------------------------|----------|------------------------|
| Oliver Steil            | 144 %                   | 900,000                  | 1.1625   | <b>1,506,076.88</b>    |
| Michael Wilkens         | 144 %                   | 700,000                  | 1.1475   | <b>1,156,278.38</b>    |
| Peter Turner            | 144 %                   | 430,697.56               | 1.1675   | <b>723,837.32</b>      |
| Mei Dent                | 144 %                   | 168,010.76               | 1.1625   | <b>281,152.36</b>      |

## Long-term variable remuneration (long-term incentive/LTI)

### LTI for the 2023 to 2026 performance period

The performance period 2023 to 2026 applies to the LTI granted in the 2023 fiscal year. Due to the still ongoing performance period, no payments from the LTI 2023-2026 were made or earned in 2023; accordingly, the LTI 2023-2026 was not “granted and owed” in the 2023 fiscal year as defined by § 162 AktG.

The Supervisory Board has defined the following target components:

| Targets                                | Weighting | Conditions   |
|--|-----------|--|
| 1. Long-term financial target          | 30 %      | 50 %: Average billings growth 2023–2026 <sup>1</sup><br>50 %: Average adjusted (billings) EBITDA growth 2023–2026 <sup>1</sup> |
| 2. Non-financial strategic target      | 20 %      | 50 %: Net promoter score<br>50 %: Proportion of women in management positions  |
| 3. Share price/<br>return-based target | 50 %      | 50 %: Relative stock return vs. STOXX® 600 Technology<br>50 %: Relative stock return vs. MDAX®                                 |

<sup>1</sup> Average of the four annual growth rates for the years 2023 to 2026.

| LTI target amount for 100 % target achievement for LTI 2023–2026 | Target amount p.a. in EUR | Target amount pro rata temporis in EUR |
|--|---------------------------|--|
| Oliver Steil   | 1,000,000.00              | 1,000,000.00                           |
| Michael Wilkens  | 830,000.00                | 830,000.00                             |
| Mei Dent <sup>1</sup> (since 31 August 2023)                     | 700,000.00                | 233,333.33                             |
| Peter Turner <sup>2</sup>  | 587,314.86                | 587,314.86                             |

<sup>1</sup> The LTI target amount for Mei Dent is a pro rata calculation based on the respective active service period.

<sup>2</sup> For Peter Turner, the target amount is subject to the annual adjustment of the EUR/GBP exchange rate with effect from 1 January of each year, starting as of 1 January 2023. The contractually agreed LTI target amount in EUR is EUR 600,000.

### LTI for the 2020-2023 performance period

The performance period 2020 to 2023 applied to the LTI granted in the 2020 fiscal year. The Supervisory Board set the following target components for the LTI 2020–2023:

| Targets                                | Weighting | Conditions   |
|--|-----------|--|
| 1. Long-term financial target          | 30 %      | 50 %: Average billings growth 2020–2023 <sup>1</sup><br>50 %: Average adjusted (billings) EBITDA growth 2020–2023 <sup>1</sup> |
| 2. Non-financial strategic target      | 20 %      | 100 %: Net promoter score (assessed externally)  |
| 3. Share price/<br>return-based target | 50 %      | 50 %: Relative TSR vs. STOXX® 600 Technology<br>50 %: Relative TSR vs. MDAX®   |

<sup>1</sup> Average of the four annual growth rates for the years 2020 to 2023.

## LTI 2020-2023 Target achievement

| Performance criterion  | Minimum at 50 % target achievement | Target level for 100% target achievement | Maximum at 200 % target achievement | Result 2023 | Target achievement in % |
|--|------------------------------------|--|-------------------------------------|-------------|-------------------------|
| Average billings growth 2020–2023 <sup>1</sup>                   | 24 %                               | 27 %                                     | 33 %                                | 21 %        | 0 %                     |
| Average adjusted (billings) EBITDA growth 2020–2023 <sup>1</sup> | 27 %                               | 30 %                                     | 36 %                                | 15.5 %      | 0 %                     |
| Net promoter score   | 43                                 | 47                                       | 55                                  | 0.6         | 0 %                     |
| Relative TSR vs. STOXX® 600 Technology                           | +0 %                               | +6.67 %                                  | +20 %                               | -99 %       | 0 %                     |
| Relative TSR vs. MDAX®   | +0 %                               | +6.67 %                                  | + 20 %                              | -52 %       | 0 %                     |
| <b>Total target achievement in %</b>                             |                                    |  |                                     |             | <b>0 %</b>              |

### The following payout amounts were calculated for the LTI 2020–2023:

| Management Board member | Initial number of performance shares | Total target achievement in % | Final number of performance shares | Share price | LTI payout for FY 2023 in EUR |
|-------------------------|--------------------------------------|-------------------------------|------------------------------------|-------------|-------------------------------|
| Oliver Steil            | 38,095                               | 0                             | 0                                  | 14.36       | 0                             |
| Stefan Gaiser           | 20,952                               | 0                             | 0                                  | 14.36       | 0                             |

Only Oliver Steil and Stefan Gaiser took part in the LTI 2020-2023, as no other member was on the Management Board in the 2020 financial year.

### Malus and Clawback

The STI and LTI are subject to malus and clawback conditions. This means that before determining the payout amount of an STI or LTI, the Supervisory Board reviews as to whether a malus provision justifies a reduction or even the omission of the variable remuneration amount.

Malus events are those that occur during the respective performance period of the relevant variable remuneration component. A reduction or even a complete omission of the variable remuneration component can be determined at the reasonable discretion of the Supervisory Board when one of the circumstances described below applies. In the case of the LTI, the malus applies to each performance period in the year in which the malus occurs:

- The Management Board member, through grossly negligent or intentional acts or omissions, was to blame for a material financial loss (which may occur later) or a significant regulatory/official sanction, such as a sanction imposed by a data protection authority (which may occur later), to the detriment of the Company or another company of the TeamViewer Group. An indication of material financial damage is if the amount is equal to at least 1.0 % of the Company's balance sheet equity, based on the audited annual financial statements for the year preceding the year in which the damage occurred.
- The Management Board member has committed a criminal offence in connection with his/her activities for the Company (e.g. fraud, bribery, embezzlement, theft, breach of trust, balance sheet manipulation).
- The Management Board member has committed a serious breach of duty which, once known, leads to extraordinary termination with legal effect or merely justifies an extraordinary termination (§ 626 of the German Civil Code – BGB).

Variable remuneration amounts already paid out can be reclaimed in full or in part at the reasonable discretion of the Supervisory Board for the relevant performance period if a malus event is subsequently discovered within a clawback period. For each variable remuneration component, the clawback period begins at the end of the performance period on which the

component is based and ends two years after this date. The clawback is the net amount actually paid and the assignment of all claims for tax refunds that the Management Board member may have against the tax authorities in this context.

In the 2023 fiscal year, there was no cause for reductions or clawbacks of variable remuneration components.

## Shareholding obligations

Management Board members are obliged to hold a certain number of shares in TeamViewer (restricted shares) for the duration of their appointment on the Company's Management Board. Members must also provide evidence at the end of each fiscal year that they have fulfilled this obligation. This obligation arises for the first time no later than four years after the initial appointment to the Management Board or at an earlier date as agreed in the individual contract. Under the remuneration system, the investment volume amounts to 200 % of the gross annual base salary for the Chair of the Management Board and 100 % of the gross annual base salary for ordinary Management Board members. Restricted shares are acquired accordingly before the end of the fourth year after the initial appointment to the Management Board (or at an earlier date agreed in the individual contract). The full number of restricted shares must be held after the end of the fourth year (or by an earlier date agreed in the individual contract). The number of shares to be held by Oliver Steil is calculated by dividing (i) two times the annual base salary by (ii) the value of the Company's shares at the time of the IPO. The number of shares to be held by Michael Wilkens, Mei Dent and Peter Turner is calculated as (i) the annual base salary divided by (ii) the value of the Company's shares at the time of their initial appointment to the Management Board, commercially rounded to full units. The shares granted by the Company's main shareholder to redeem previous participation commitments to participate in the increase in value of the Company can be used for this purpose.

Shares held by members of the Management Board as at 31 December 2023:

| <b>Management Board member</b> | <b>No. of shares to be acquired</b> | <b>No. of shares held</b> | <b>End of the acquisition phase</b> |
|--------------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Oliver Steil                   | 78,857                              | 2,720,000                 | 31 December 2023                    |
| Michael Wilkens                | 73,176                              | 73,300                    | 31 December 2023                    |
| Mei Dent                       | 35,386                              | 10,000                    | 31 December 2025                    |
| Peter Turner                   | 49,244                              | 50,321                    | 31 December 2023                    |

The compliance of the Management Board members with the shareholding obligations as at 31 December 2023 was determined based on the above-listed shareholdings. Mei Dent was not subject to the shareholding requirement in her first year on the Management Board.

## Benefits in the event of early termination of employment

In the event of the early revocation of their appointment, Management Board members may be entitled to a severance payment in certain circumstances. The severance payment is based on a severance payment basis, consisting of the annual base salary and the STI calculated for the previous year. If the Supervisory Board comes to the conclusion, at its due discretion, that it is inappropriate to use the previous fiscal year as a basis for determining the STI as part of the severance payment, the expected STI for the current fiscal year may be used instead. The maximum severance payment is 200 % of the severance payment amount but is limited to the remuneration for the remaining term of the employment contract.

The Management Board member shall not receive any severance payment if the revocation of the appointment is based on the inability to properly manage the Company as defined in § 84 AktG, on a gross breach of duty, or on any other good cause for which the Management Board member is responsible, or if there is a good cause for which the Management Board member is responsible as defined in § 626 BGB that would have authorised the Company to terminate the employment contract for good cause.

If a Management Board member's term of office ends early due to death, the Company pays the sum of the fixed remuneration and any STI bonus for the month of death and three subsequent calendar months on a pro rata basis. This sum is paid to the surviving spouse or registered partner or, if the Management Board member is unmarried or in a civil partnership, to any first-order heirs.

## Benefits in the event of regular termination of employment

In the event of the regular termination of employment, no severance payment or other comparable benefits are promised to the members of the Management Board. If during the year the member leaves the Management Board, or the employment contract is terminated, or the member is released from his or her obligation, the degree of target achievement and the modifier are calculated and determined based on defined target parameters (financial targets and modifier criteria) at the usual time (after the end of the fiscal year).



## **Benefits in the case of a post-contractual non-compete clause**

For the duration of a post-contractual non-compete period, the Management Board member shall receive compensation amounting to 50 % of the last contractual benefits received. Any statutory fees on this amount shall be borne by the Management Board member. Any compensation during the non-compete period is reduced by income the Management Board member earned through other use of the member's services or as a benefit according to the German Social Security Code (SGB) III during the period for which the non-compete compensation is paid, provided the non-compete compensation would exceed 110 % of the contractual benefits last received by the member when this amount is added. Any severance payment shall be credited against the non-compete compensation.

Stefan Gaiser and the Supervisory Board reached a mutual agreement in October 2021 on the expiry of Mr Gaiser's employment contract on 18 August 2022. Stefan Gaiser was subject to a twelve-month non-compete clause following the termination of his employment contract. During the non-compete period, Stefan Gaiser received compensation amounting to 50 % of the last agreed remuneration, consisting of the annual base salary, STI and LTI, totalling EUR 506,275. The compensation thus totalled EUR 42,189 per month and was paid monthly for a period of twelve months following the termination of the employment contract. All payments are to be understood as instalments due to the variable remuneration components. The instalment payment was included in the table "Remuneration granted and owed to the former member of the Management Board" as remuneration granted or owed in 2022 and 2023 in accordance with § 162 (1) AktG. After the end of all performance periods, the remuneration is adjusted in line with the actual target achievement.

## **Remuneration granted and owed**

The tables that follow show the remuneration granted and owed to current and former members of the Management Board in the past fiscal year in accordance with § 162 (1) sentence 1 AktG. Remuneration granted in this sense includes all remuneration components whose underlying activity was completed in full in the reporting year and whose performance criteria were met in full. Remuneration is owed if the Company has a legal obligation to the board member in the fiscal year for which the remuneration report is prepared that is due but not yet fulfilled. This applies regardless of whether the payment was made in the 2023 fiscal year or not until a later time.

Using the STI as an example, the remuneration attributable to this is recognised accordingly in the 2023 fiscal year, even if payment is not made until the beginning of the 2024 fiscal year.

The granted and owed remuneration for the 2023 fiscal year shown in the tables below in accordance with § 162 AktG includes the annual base salary paid out in the fiscal year, the fringe benefits accrued in the fiscal year, the paid sign-on bonus, the STI determined for the fiscal year (to be paid out in the 2024 fiscal year), the LTI 2020-2023, and the advance payment on the compensation for the post-contractual non-compete clause. The Company does not have any current pension expenses.

In addition to the above information, the proportions of all fixed and variable remuneration components relative to total remuneration (TR) in the respective fiscal year are shown in the tables in accordance with § 162 (1) sentence 2 no. 1 AktG.

## Remuneration granted and owed to the current Management Board members in accordance with § 162 (1) sentence 1 AktG for the 2023 fiscal year (1 January – 31 December 2023), Part I

|  | Oliver Steil<br>Chairman of the Board/CEO<br>since 19 August 2019 |                 |                  |                 | Michael Wilkens<br>Chief Financial Officer/CFO<br>since 1 September 2022 |                 |                  |                 |
|--|---|-----------------|------------------|-----------------|--|-----------------|------------------|-----------------|
|  | 2022<br>in EUR  | 2022<br>in % TR | 2023<br>in EUR   | 2023<br>in % TR | 2022<br>in EUR   | 2022<br>in % TR | 2023<br>in EUR   | 2023<br>in % TR |
| Annual base salary                               | 900,000   | 49.73 %         | <b>922,500</b>   | <b>37.24 %</b>  | 233,333  | 36.27 %         | <b>700,000</b>   | <b>37.23 %</b>  |
| Fringe benefits                                  | 22,307  | 1.23 %          | <b>48,668</b>    | <b>1.96 %</b>   | 8,000  | 1.24 %          | <b>24,000</b>    | <b>1.28 %</b>   |
| Other (sign-on bonus)                            | –   | –               | –                | –               | 150,000 <sup>1</sup>   | 23.32 %         | –                | –               |
| <b>Total fixed remuneration</b>                  | <b>922,307</b>  | <b>50.96 %</b>  | <b>971,168</b>   | <b>39.20 %</b>  | <b>391,333</b>   | <b>60.83 %</b>  | <b>724,000</b>   | <b>38.50 %</b>  |
| One-year variable remuneration (STI)             | 887,436   | 49.04 %         | <b>1,506,077</b> | <b>60.80 %</b>  | 252,000  | 39.17 %         | <b>1,156,278</b> | <b>61.50 %</b>  |
| Multi-year variable remuneration (LTI)           | –   | –               | <b>0</b>         | <b>0 %</b>      | –  | –               | –                | –               |
| Total variable remuneration                      | 887,436   | 49.04 %         | <b>1,506,077</b> | <b>60.80 %</b>  | 252,000  | 39.17 %         | <b>1,156,278</b> | <b>61.50 %</b>  |
| <b>Total remuneration (TR; under § 162 AktG)</b> | <b>1,809,743</b>  | <b>100 %</b>    | <b>2,477,244</b> | <b>100 %</b>    | <b>643,333</b>   | <b>100 %</b>    | <b>1,880,278</b> | <b>100 %</b>    |

<sup>1</sup> One-off compensation payment related to the initial appointment as compensation for forfeited remuneration from the previous employer.

## Remuneration granted and owed to the current Management Board members in accordance with § 162 (1) sentence 1 AktG for the 2023 fiscal year (1 January – 31 December 2023), Part II

|  | Peter Turner<br>Chief Commercial Officer/CCO<br>since 11 July 2022 |                 |                  |                 | Mei Dent<br>Chief Product and Technology Officer<br>since 31 August 2023 |                 |                           |                 |
|--|--|-----------------|------------------|-----------------|--|-----------------|---------------------------|-----------------|
|  | 2022<br>in EUR   | 2022<br>in % TR | 2023<br>in EUR   | 2023<br>in % TR | 2022<br>in EUR   | 2022<br>in % TR | 2023<br>in EUR            | 2023<br>in % TR |
| Annual base salary                               | 224,306  | 54.84 %         | <b>464,958</b>   | <b>38.96 %</b>  | –  | –               | <b>168,011</b>            | <b>33.02 %</b>  |
| Fringe benefits                                  | 168  | 0.04 %          | <b>4,752</b>     | <b>0.40 %</b>   | –  | –               | <b>26,282</b>             | <b>5.17 %</b>   |
| Other (sign-on bonus)                            | –  | –               | –                | –               | –  | –               | <b>33,333<sup>1</sup></b> | <b>6.55 %</b>   |
| <b>Total fixed remuneration</b>                  | <b>224,474</b>   | <b>54.88 %</b>  | <b>469,709</b>   | <b>39.35 %</b>  | –  | –               | <b>227,626</b>            | <b>44.74 %</b>  |
| One-year variable remuneration (STI)             | 184,545  | 45.12 %         | <b>723,837</b>   | <b>60.65 %</b>  | –  | –               | <b>281,152</b>            | <b>55.26 %</b>  |
| Multi-year variable remuneration (LTI)           | –  | –               | –                | –               | –  | –               | –                         | –               |
| Total variable remuneration                      | 184,545  | 45.12 %         | <b>723,837</b>   | <b>60.65 %</b>  | –  | –               | <b>281,152</b>            | <b>55.26 %</b>  |
| <b>Total remuneration (TR; under § 162 AktG)</b> | <b>409,018</b>   | <b>100 %</b>    | <b>1,193,547</b> | <b>100 %</b>    | –  | –               | <b>508,778</b>            | <b>100 %</b>    |

<sup>1</sup> Compensation payment related to the initial appointment as compensation for forfeited remuneration from the previous employer. The compensation payment amounts to a one-off payment of EUR 100,000 and is paid in three equal annual instalments, subject to the effective existence of an employment relationship at the respective time of payment, starting with the first payroll.

## Remuneration granted and owed to former Management Board member in accordance with § 162 (1) sentence 1 AktG for the 2023 fiscal year (1 January – 31 December 2023)

Stefan Gaiser, Chief Financial Officer/CFO  
19 August 2019 to 18 August 2022

|  | 2022<br>in EUR | 2022<br>in % GV | 2023<br>in EUR | 2023<br>in % GV |
|--|----------------|-----------------|----------------|-----------------|
| Annual base salary                               | 348,333        | 38.59 %         | -              | -               |
| Fringe benefits                                  | 42,343         | 4.69 %          | 3,377          | 1.04 %          |
| <b>Total fixed remuneration</b>                  | 390,676        | 43.28 %         | 3,377          | 1.04 %          |
| One-year variable remuneration (STI)             | 326,290        | 36.15 %         | -              | -               |
| Multi-year variable remuneration (LTI)           | -              | -               | 0              | 0 %             |
| Non-compete compensation                         | 185,6341       | 21 %            | 320,6411       | 98.96 %         |
| <b>Total variable remuneration</b>               | 511,924        | 56.72 %         | 320,641        | 98.96 %         |
| <b>Total remuneration (TR; under § 162 AktG)</b> | 902,600        | 100 %           | 324,018        | 100 %           |

<sup>1</sup> Benefits based on post-contractual non-compete clause.

### Maximum remuneration for Management Board members

The remuneration to be granted to Management Board members for a given fiscal year is capped in order to avoid unrestricted and excessive Management Board remuneration. This applies regardless of whether the remuneration is paid out in the fiscal year or at a later date. Remuneration is limited in two respects: First, the payment of the variable remuneration components is limited to 200 % of the target amount for both the STI and the LTI. Second, the Supervisory Board has set a maximum remuneration for Management Board members in accordance with § 87a (1) sentence 2 no. 1 AktG. The maximum remuneration includes all payments stipulated in the employment contract, which include the annual base salary, fringe benefits, the STI and LTI, sign-on bonuses, and non-compete compensation. The maximum remuneration that can be realised for a given fiscal year may not exceed EUR 9,800,000 p.a. for each Management Board member. If the defined maximum remuneration for a given fiscal year is exceeded, the amount paid out under the LTI is reduced accordingly. A final report on the adherence to the maximum remuneration for the 2023 fiscal year is not possible until the end of the LTI 2023–2026 performance period. That said, reaching the maximum remuneration is already mathematically impossible under all current Management Board contracts due to the 200 % cap on STI and LTI.

Once the LTI 2020–2023 performance period has ended, it will be possible to report on the maximum remuneration for the 2020 fiscal year for the first time. This will include as remuneration components the STI 2020 and the LTI 2020–2023, all fringe benefits and the fixed remuneration for the 2020 fiscal year. There was no restriction on the maximum remuneration in the 2020 fiscal year as defined in § 87a (1) sentence 2 no. 1 AktG, as maximum remuneration was not introduced until the launch of the new remuneration system for the Management Board in 2021. Even before the introduction of maximum remuneration, however, a de facto restriction on remuneration existed due to the 200 % cap on the target amount of the STI and LTI, which served to rule out inappropriately high remuneration from the outset.

### Remuneration of the Supervisory Board

The remuneration of Supervisory Board members is governed by § 13 of the Company's Articles of Association and the remuneration system of the Supervisory Board. The remuneration system for Supervisory Board members corresponds to the previous provisions of the Articles of Association on Supervisory Board remuneration in § 13 of the Company's Articles of Association. The current remuneration system was approved by the Annual General Meeting of the Company on 15 June 2021 with 98.71 % of the votes cast and was applied to all Supervisory Board in the 2023 fiscal year. The remuneration system and the Articles of Association are both publicly available.

The remuneration of the Supervisory Board consists of fixed annual remuneration only. Remuneration should take into account the duties and responsibilities of the Supervisory Board members. Members generally receive fixed remuneration of EUR 75,000. The Chairman of the Supervisory Board receives fixed remuneration of EUR 187,500, and his deputy receives fixed remuneration of EUR 165,000. In addition, the Supervisory Board members who are also members of the Audit Committee receive additional fixed remuneration of EUR 30,000. For their work on other Supervisory Board committees, Supervisory Board members receive additional fixed annual remuneration of EUR 25,000 per committee, provided the relevant committee meets at least once a year to perform its duties. The chairs of the committees receive twice the above committee remuneration. Remuneration for committee work is taken into account for a maximum of two committees. The two functions with the highest remuneration are relevant in the event this limit is exceeded. The above remuneration is payable in four equal installments that are due and payable at the end of each quarter for which

the remuneration is paid. Supervisory Board members who hold office on the Supervisory Board, or on a committee, or hold the office of Chair or Deputy Chair for only part of the fiscal year receive the corresponding remuneration on a pro rata basis. In addition, the Company reimburses the Supervisory Board members for their reasonable out-of-pocket expenses incurred in connection with the exercise of their mandate, as well as for value-added tax on their remuneration and out-of-pocket expenses.

Supervisory Board members are covered by the Company's D&O insurance policy.

Partners and employees of the main shareholder who serve as members of the Company's Supervisory Board do not receive any additional remuneration for their services as this is considered to be covered by the contractual remuneration they receive from the main shareholder. They are generally required to waive any remuneration they may be entitled to in such position.

### Remuneration granted and owed to Supervisory Board members in accordance with § 162 (1) sentence 1 AktG

| In EUR   | Fixed annual remuneration |                | Participation in committees |               | Total remuneration |                |
|--|---------------------------|----------------|-----------------------------|---------------|--------------------|----------------|
|  | 2022                      | 2023           | 2022                        | 2023          | 2022               | 2023           |
| <b>Supervisory Board members in office as at 31 December 2023</b>              |                           |                |                             |               |                    |                |
| Ralf W. Dieter<br>(Chairman since 24 May 2023)                                 | 9,375                     | <b>143,044</b> | 6,875                       | <b>36,855</b> | 16,250             | <b>179,899</b> |
| Dr Abraham Peled<br>(Deputy Chairman since 24 May 2023; formerly the Chairman) | 187,500                   | <b>173,891</b> | 55,000                      | <b>51,976</b> | 242,500            | <b>225,867</b> |
| Axel Salzmann<br>(Deputy Chairman until 24 May 2023)                           | 104,837                   | <b>110,565</b> | 110,000                     | <b>76,734</b> | 214,837            | <b>187,298</b> |
| Dr Jörg Rockenhäuser <sup>1</sup>  | 0                         | <b>0</b>       | 0                           | <b>0</b>      | 0                  | <b>0</b>       |
| Hera Kitwan Siu  | 75,000                    | <b>75,000</b>  | 30,000                      | <b>30,000</b> | 105,000            | <b>105,000</b> |
| Swantje Conrad<br>(since 24 May 2023)  | -                         | <b>45,363</b>  | -                           | <b>36,290</b> | -                  | <b>81,653</b>  |
| Christina Stercken<br>(since 24 May 2023)                                      | -                         | <b>45,363</b>  | -                           | <b>18,145</b> | -                  | <b>63,508</b>  |
| Former Supervisory Board members   |                           |                |                             |               |                    |                |
| Stefan Dziarski<br>(until 11 December 2023) <sup>1</sup>                       | 0                         | <b>0</b>       | 0                           | <b>0</b>      | 0                  | <b>0</b>       |

<sup>1</sup> Stefan Dziarski and Dr Jörg Rockenhäuser waived their remuneration for the 2022 and 2023 fiscal years.

## Comparative presentation of earnings development and annual change in remuneration

In accordance with § 162 (1) sentence 2 no. 2 AktG, the following overview provides a comparative presentation of the annual change in the remuneration of the current and former members of the Management Board and Supervisory Board, the development of the Company's earnings, and the average remuneration of employees on a full-time equivalent basis over the last five fiscal years.

For the members of the Management Board and Supervisory Board, the remuneration granted and owed in the respective fiscal year is presented on an individual basis as defined by § 162 (1) sentence 1 AktG.

The Company's earnings performance is presented on the basis of net income/loss. In addition, the Group's earnings performance is measured on the basis of billings and adjusted (billings) EBITDA.

Since TeamViewer SE has not had any employees of its own, aside from the members of the Management Board, since 1 June 2022, the presentation of the average remuneration of employees is based on the workforce of the TeamViewer Group in Germany (TeamViewer Germany GmbH and Regit Eins GmbH). The average employee remuneration includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, as well as the variable remuneration components attributable to the respective fiscal year.

In line with the remuneration of the Management Board and Supervisory Board, employee remuneration therefore generally corresponds to the remuneration granted and owed as defined by § 162 (1) sentence 1 AktG.

### Comparative presentation of the remuneration and earnings development of the employees, the Management Board and the Supervisory Board in accordance with § 162 (1) sentence 2 no. 2 AktG

| Fiscal year  | 2019                    | change <sup>1</sup> | 2020                    | change |
|--|-------------------------|---------------------|-------------------------|--------|
| <b>Earnings development of TeamViewer SE in EUR</b>        |                         |                     |                         |        |
| Net loss for the year (HGB) (in EUR million)               | 2                       | -                   | 7                       | +250 % |
| <b>Earnings development of the TeamViewer Group in EUR</b> |                         |                     |                         |        |
| Billings (non-IFRS) (in EUR million)                       | 324.9                   | -                   | 460.3                   | +42 %  |
| Adjusted (billings) EBITDA (non-IFRS) (in EUR million)     | 182.1                   | -                   | 261.4                   | +44 %  |
| <b>Average remuneration of employees</b>                   |                         |                     |                         |        |
| Total workforce TeamViewer SE (until 2022)                 | 84,489                  | -                   | 110,942                 | +31 %  |
| Total workforce TeamViewer Group in Germany (since 2022)   | -                       | -                   | -                       | -      |
| <b>Management Board remuneration</b>                       |                         |                     |                         |        |
| Oliver Steil (since August 2019)                           | 41,292,291 <sup>1</sup> | -                   | 72,883,940 <sup>1</sup> | +76 %  |
| Michael Wilkens (since September 2022)                     | -                       | -                   | -                       | -      |
| Peter Turner (since July 2022)                             | -                       | -                   | -                       | -      |
| Mei Dent (since August 2023)                               | -                       | -                   | -                       | -      |
| <b>Former Management Board members</b>                     |                         |                     |                         |        |
| Stefan Gaiser (August 2019 to August 2022)                 | 20,844,399 <sup>1</sup> | -                   | 36,757,382 <sup>1</sup> | +76 %  |

| <b>Fiscal year</b>  | <b>2021</b> | <b>change</b> | <b>2022</b> | <b>change</b> |
|---|-------------|---------------|-------------|---------------|
| <b>Earnings development of TeamViewer SE in EUR</b>           |             |               |             |               |
| Net loss for the year (HGB) (in EUR million)                  | 8           | +14 %         | 14          | +75 %         |
| <b>Earnings development of the TeamViewer Group in EUR</b>    |             |               |             |               |
| Billings (non-IFRS)<br>(in EUR million)                       | 547.6       | +19 %         | 634.8       | +16 %         |
| Adjusted (billings) EBITDA (non-IFRS)<br>(in EUR million)     | 257.0       | -1 %          | 298.7       | +16 %         |
| <b>Average remuneration of employees</b>                      |             |               |             |               |
| Total workforce TeamViewer SE<br>(until 2022)                 | 113,160     | +2 %          | -           | -             |
| Total workforce TeamViewer Group in Germa-<br>ny (since 2022) | 92,004      | -             | 95,479      | +4 %          |
| <b>Management Board remuneration</b>                          |             |               |             |               |
| Oliver Steil<br>(since August 2019)                           | 22,060,6541 | -69 %         | 1,809,743   | -92 %         |
| Michael Wilkens<br>(since September 2022)                     | -           | -             | 643,333     | -             |
| Peter Turner<br>(since July 2022)                             | -           | -             | 409,018     | -             |
| Mei Dent<br>(since August 2023)                               | -           | -             | -           | -             |
| <b>Former Management Board members</b>                        |             |               |             |               |
| Stefan Gaiser (August 2019 to August 2022)                    | 11,177,6381 | -69 %         | 902,600     | -92 %         |

| <b>Fiscal year</b>   | <b>2023</b>      | <b>change</b> |
|--|------------------|---------------|
| <b>Earnings development of TeamViewer SE in EUR</b>        |                  |               |
| Net loss for the year (HGB) (in EUR million)               | <b>33</b>        | <b>+136 %</b> |
| <b>Earnings development of the TeamViewer Group in EUR</b> |                  |               |
| Billings (non-IFRS)<br>(in EUR million)                    | <b>678.0</b>     | <b>+7 %</b>   |
| Adjusted (billings) EBITDA (non-IFRS)<br>(in EUR million)  | <b>311.8</b>     | <b>+4 %</b>   |
| <b>Average remuneration of employees</b>                   |                  |               |
| Total workforce TeamViewer SE<br>(until 2022)              | -                | -             |
| Total workforce TeamViewer Group in Germany (since 2022)   | <b>105,043</b>   | <b>10 %</b>   |
| <b>Management Board remuneration</b>                       |                  |               |
| Oliver Steil<br>(since August 2019)                        | <b>2,477,244</b> | <b>+37 %</b>  |
| Michael Wilkens<br>(since September 2022)                  | <b>1,880,278</b> | <b>+192 %</b> |
| Peter Turner<br>(since July 2022)                          | <b>1,193,547</b> | <b>+192 %</b> |
| Mei Dent<br>(since August 2023)                            | <b>508,778</b>   | -             |
| <b>Former Management Board members</b>                     |                  |               |
| Stefan Gaiser (August 2019 to August 2022)                 | <b>324,018</b>   | <b>-64 %</b>  |

| <b>Fiscal year</b>                                | <b>2019</b> | <b>% change</b> | <b>2020</b> | <b>% change</b> |
|---|-------------|-----------------|-------------|-----------------|
| <b>Supervisory Board remuneration</b>             |             |                 |             |                 |
| Dr Abraham Peled<br>(since August 2019)           | 71,879      | -               | 242,500     | +237 %          |
| Axel Salzmann<br>(since August 2019)              | 82,804      | -               | 185,000     | +123 %          |
| Dr Jörg Rockenhäuser<br>(since August 2019)       | 0           | 0               | 0           | 0               |
| Ralf W. Dieter<br>(since October 2022)            | -           | -               | -           | -               |
| Swantje Conrad<br>(since May 2023)                | -           | -               | -           | -               |
| Christina Stercken<br>(since May 2023)            | -           | -               | -           | -               |
| Hera Kitwan Siu<br>(since November 2021)          | -           | -               | -           | -               |
| <b>Former Supervisory Board members</b>           |             |                 |             |                 |
| Stefan Dziarski<br>(August 2019 to December 2023) | 0           | 0               | 0           | 0               |

| <b>Fiscal year</b>                                | <b>2021</b> | <b>% change</b> | <b>2022</b> | <b>% change</b> |
|---|-------------|-----------------|-------------|-----------------|
| <b>Supervisory Board remuneration</b>             |             |                 |             |                 |
| Dr Abraham Peled<br>(since August 2019)           | 242,500     | 0 %             | 242,500     | 0 %             |
| Axel Salzmänn<br>(since August 2019)              | 185,000     | 0 %             | 214,837     | +16 %           |
| Dr Jörg Rockenhäuser (since August 2019)          | 0           | 0               | 0           | 0               |
| Ralf W. Dieter<br>(since October 2022)            | -           | -               | 16,250      | -               |
| Swantje Conrad<br>(since May 2023)                | -           | -               | -           | -               |
| Christina Stercken<br>(since May 2023)            | -           | -               | -           | -               |
| Hera Kitwan Siu<br>(since November 2021)          | 4,688       | -               | 105,000     | +2,140 %        |
| <b>Former Supervisory Board members</b>           |             |                 |             |                 |
| Stefan Dziarski<br>(August 2019 to December 2023) | 0           | 0               | 0           | 0               |

| <b>Fiscal year</b>                                | <b>2023</b>    | <b>% change</b> |
|---|----------------|-----------------|
| <b>Supervisory Board remuneration</b>             |                |                 |
| Dr Abraham Peled<br>(since August 2019)           | <b>225,867</b> | <b>-7 %</b>     |
| Axel Salzmänn<br>(since August 2019)              | <b>187,298</b> | <b>-13 %</b>    |
| Dr Jörg Rockenhäuser (since August 2019)          | <b>0</b>       | <b>0</b>        |
| Ralf W. Dieter<br>(since October 2022)            | <b>179,899</b> | <b>+1,007 %</b> |
| Swantje Conrad<br>(since May 2023)                | <b>81,653</b>  |                 |
| Christina Stercken<br>(since May 2023)            | <b>63,508</b>  |                 |
| Hera Kitwan Siu<br>(since November 2021)          | <b>105,000</b> | <b>0 %</b>      |
| <b>Former Supervisory Board members</b>           |                |                 |
| Stefan Dziarski<br>(August 2019 to December 2023) | <b>0</b>       | <b>0</b>        |

<sup>1</sup> The remuneration in the 2019, 2020 and 2021 fiscal years included third-party benefits. These consisted primarily of benefits granted within the scope of an investment agreement concluded in connection with the Company's IPO (see securities prospectus dated 11 September 2019). These benefits were granted exclusively by the main shareholder or its affiliated companies and not by the Company.



## Independent auditor's report

The remuneration report forms part of the combined management report of the company and was formally and materially audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, in accordance with Section 162 (3) AktG. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, issued an auditor's report on the audit of the annual financial statements and the combined management report. This is attached to the remuneration report in the combined management report of the company (annual financial statements 2023, from page 40), can be accessed at <https://ir.teamviewer.com/finanzergebnisse> and <https://ir.teamviewer.com/agm> and is reproduced below as an excerpt.

### INDEPENDENT AUDITOR'S REPORT

To TeamViewer SE, Göppingen

### REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

#### Audit Opinions

We have audited the annual financial statements of TeamViewer SE (formerly TeamViewer AG), Göppingen, which comprise the balance sheet as at 31 December 2023, and the profit and loss account for the financial year from 1 January to 31 December 2023 and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of TeamViewer SE, which is combined with the group management report, including the remuneration report pursuant to § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act], including the related disclosures, included in section „8 Remuneration Report“ for the financial year from 1 January to 31 December 2023. In accordance with the German legal requirements, we have not audited the content of the statement on corporate governance pursuant to § 289f HGB [Handelsgesetzbuch: German Commercial Code] and § 315d HGB.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2023 and of its financial performance for the financial year from 1 January to 31 December 2023 in compliance with German Legally Required Accounting Principles and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of the statement on corporate governance referred to above.

Pursuant to § 322 Abs. [paragraph] 3 Satz [sentence] 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

#### Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as “EU Audit Regulation”) in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the “Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report” section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

#### Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from 1 January to

31 December 2023. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In our view, the matter of most significance in our audit was as follows:

#### **1. Measurement of shares in affiliated companies**

Our presentation of this key audit matter has been structured as follows:

1. Matter and issue
2. Audit approach and findings
3. Reference to further information Hereinafter we present the key audit matter:

#### **1. Measurement of shares in affiliated companies**

1. In the annual financial statements of the Company shares in affiliated companies amounting to € 4.048,7 Mio. (100% of total assets) are reported under the “Financial assets” balance sheet item.

Shares in affiliated companies are measured in accordance with German commercial law at the lower of cost and fair value. The fair value of the single equity investments is calculated using discounted cash flow models as the present values of the expected future cash flows according to the planning projections prepared by the executive directors. Expectations relating to future market developments and assumptions about the development of macroeconomic factors are also taken into account. The discount rate used is the individually

determined cost of capital for the relevant financial investment. On the basis of the values determined and supplementary documentation, no writedowns were required for the financial year.

The outcome of this valuation is dependent to a large extent on the estimates made by the executive directors of the future cash flows, and on the respective discount rates and rates of growth used. The valuation is therefore subject to material uncertainties. Against this background and due to the highly complex nature of the valuation and its material significance for the Company’s assets, liabilities and financial performance, this matter was of particular significance in the context of our audit.

2. As part of our audit, we assessed the methodology used for the purposes of the valuation, among other things. In particular, we assessed whether the fair values of the equity investments had been appropriately determined using discounted cash flow models in compliance with the relevant measurement standards. We based our assessment, among other things, on a comparison with general and sector-specific market expectations as well as on the executive directors’ detailed explanations regarding the key value drivers underlying the expected cash flows. In the knowledge that even relatively small changes in the discount rate applied can have a material impact on the value of the entity calculated in this way, we focused our testing in particular on the parameters used to determine the discount rate applied, and assessed the calculation model.

In our view, taking into consideration the information available, the valuation parameters and underlying assumptions used by the executive directors are appropriate overall for the purpose of appropriately measuring the shares in affiliated companies.

3. The Company’s disclosures relating to the financial investment are contained in sections “Accounting Principles” and “Information on shareholdings” of the notes to the financial statements.

#### **Other Information**

The executive directors are responsible for the other information. The other information comprises the statement on corporate governance pursuant to § 289f HGB and § 315d HGB as an unaudited part of the management report.

Our audit opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information mentioned above and, in so doing, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report disclosures audited in terms of content or with our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

### **Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Management Report**

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

The executive directors and the supervisory board are further responsible for the preparation of the remuneration report, including the related disclosures, which is included in a separate section of the management report and complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report**

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

### **Reference to an Other Matter – Formal Audit of the Remuneration Report pursuant to § 162 AktG**

The audit of the management report described in this auditor's report comprises the formal audit of the remuneration report required by § 162 Abs. 3 AktG, including the expression of an opinion on this audit. As we express an unqualified opinion on the management report, this opinion includes the opinion that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

### **OTHER LEGAL AND REGULATORY REQUIREMENTS**

Report on the Assurance on the Electronic Rendering of the Annual Financial Statements and the Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB

### **Assurance Opinion**

We have performed assurance work in accordance with § 317 Abs. 3a HGB to obtain reasonable assurance as to whether the rendering of the annual financial statements and the management report (hereinafter the "ESEF documents") contained in the electronic file Teamviewer\_SE\_EA+LB\_ESEF-2023-12-31.zip and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the annual financial statements and the management report into the ESEF format and there-

fore relates neither to the information contained within these renderings nor to any other information contained in the electronic file identified above.

In our opinion, the rendering of the annual financial statements and the management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of § 328 Abs. 1 HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying annual financial statements and the accompanying management report for the financial year from 1 January to

31 December 2023 contained in the “Report on the Audit of the Annual Financial Statements and on the Management Report” above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the electronic file identified above.

### **Basis for the Assurance Opinion**

We conducted our assurance work on the rendering of the annual financial statements and the management report contained in the electronic file identified above in accordance with § 317 Abs. 3a HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering, of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB (IDW AsS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibility in accordance therewith is further described in the “Auditor’s Responsibilities for the Assurance Work on the ESEF Documents” section. Our audit firm applies the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)).

### **Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents**

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic rendering of the annual financial statements and the management report in accordance with § 328 Abs. 1 Satz 4 Nr. [number] 1 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material non-compliance with the requirements of § 328 Abs. 1 HGB for the electronic reporting format, whether due to fraud or error.

The supervisory board is responsible for overseeing the process for preparing the ESEF-documents as part of the financial reporting process.

### **Auditor’s Responsibilities for the Assurance Work on the ESEF Documents**

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- Identify and assess the risks of material non-compliance with the requirements of § 328 Abs. 1 HGB, whether due to fraud or error, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance work on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e., whether the electronic file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the date of the annual financial statements on the technical specification for this electronic file.
- Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited annual financial statements and to the audited management report.

### **Further Information pursuant to Article 10 of the EU Audit Regulation**

We were elected as auditor by the annual general meeting on 24 May 2023. We were engaged by the supervisory board on 6 July 2023. We have been the auditor of the TeamViewer SE, Göppingen, without interruption since the financial year 2022.

We declare that the audit opinions expressed in this auditor’s report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

## REFERENCE TO AN OTHER MATTER– USE OF THE AUDITOR’S REPORT

Our auditor’s report must always be read together with the audited annual financial statements and the audited management report as well as the assured ESEF documents. The annual financial statements and the management report converted to the ESEF format – including the versions to be filed in the company register – are merely electronic renderings of the audited annual financial statements and the audited management report and do not take their place. In particular, the “Report on the Assurance on the Electronic Rendering of the Annual Financial Statements and the Management Report Prepared for Publication Purposes in Accordance with § 317 Abs. 3a HGB” and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

## GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Jürgen Schwehr.

Stuttgart, 8 March 2024

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

Jürgen Schwehr  
Wirtschaftsprüfer  
(German Public Auditor)

Jens Rosenberger  
Wirtschaftsprüfer  
(German Public Auditor)

## **2. Report pursuant to § 293a (1) AktG in conjunction with §§ 293 (2), 295 AktG on the conclusion of a Profit and Loss Transfer Agreement (on Agenda Item 6)**

### **Joint report pursuant to § 293a AktG**

of the Management Board of  
**TeamViewer SE**

and

the management of the  
**Regit One GmbH**

on the conclusion and content of the Profit and Loss Transfer Agreement  
(Profit and Loss Transfer Agreement within the meaning of § 291 (1) sentence 1 AktG) dated April 18, 2024

### **General information**

The Management Board of TeamViewer SE (hereinafter the “Controlling Company”) and the management of Regit Eins GmbH (hereinafter the “Controlled Company”) hereby submit the following report in accordance with § 293a AktG on the Profit and Loss Transfer Agreement concluded between the Controlling Company and the Controlled Company on April 18, 2024 within the meaning of § 291 (1) sentence 1 AktG (hereinafter the “Profit and Loss Transfer Agreement”).

The Profit and Loss Transfer Agreement requires the approval of the Annual General Meeting of the Company and the shareholders’ meeting of Regit Eins GmbH in order to be effective, and also requires entry in the commercial register of Regit Eins GmbH. The Profit and Loss Transfer Agreement is to be submitted to the Annual General Meeting of TeamViewer SE on June 7, 2024 for approval. The shareholders’ meeting of Regit Eins GmbH is expected to take place after the approval of the Annual General Meeting of TeamViewer SE has been granted.

The Management Boards of TeamViewer SE and the management of Regit Eins GmbH jointly prepare the following report in accordance with § 293a AktG to inform the shareholders of both participating companies and to prepare the respective resolutions of the Annual General Meeting of TeamViewer SE and the shareholders’ meeting of Regit Eins GmbH. In this report, the conclusion of the Profit and Loss Transfer Agreement are explained in detail in legal and economic terms.

### **Conclusion of the Profit and Loss Transfer Agreement**

TeamViewer SE, as the Controlling Company, concluded the Profit and Loss Transfer Agreement with Regit Eins GmbH as the Controlled Company on April 18, 2024. This is a Profit and Loss Transfer Agreement in accordance with § 291 (1) sentence 1 AktG. To be effective, this requires the approval of both the Annual General Meeting of the parent company and the shareholders’ meeting of the Controlled Company. The Management Board and Supervisory Board of the parent company will propose to the Annual (virtual) General Meeting of the parent company convened for June 7, 2024 that it approve the conclusion of the Profit and Loss Transfer Agreement. The shareholders’ meeting of the Controlled Company has not yet approved the conclusion of the Profit and Loss Transfer Agreement. This is expected to take place by way of a resolution to be notarized after approval has been granted by the Annual General Meeting of the parent company. The Profit and Loss Transfer Agreement only becomes effective upon entry of its existence in the commercial register at the registered office of the Controlled Company and applies retroactively from the beginning of the financial year of the Controlled Company in which it becomes effective.

### **Contracting parties**

#### **Parent company**

The parent company is a European Company (Societas Europaea - “SE”) under German law with its registered office in Göppingen. It is entered in the commercial register of Ulm Local Court under HRB 745906. The fiscal year of the parent company is the calendar year.

The objective of the company of the Controlling Company is

(i) the management of a group of companies that are active in the following business areas or sub-areas of: development and distribution of software, in particular in the area of connectivity, as well as all other related business and the provision of related services;

(ii) the acquisition, holding, management and sale of investments in such companies, their combination under common management and their support and advice, including the provision of services for these companies.

(iii) The company may also operate in the business areas mentioned in section (i) itself.

In accordance with § 7 (1) of the Articles of Association of the parent company, the Management Board consists of one or more persons. The Supervisory Board determines the number of members of the Management Board. The Management Board of the parent company currently has four members:

- Oliver Steil (Chairman of the Management Board)
- Michael Wilkens
- Peter Turner
- Mei Dent

If the Management Board consists of several persons, the parent company is legally represented by two members of the Management Board or by one member of the Management Board together with an authorized signatory. If only one member of the Management Board is appointed, he or she shall represent the parent company alone (Section 7 (2) of the Articles of Association).

The Controlling Company is the parent company of the TeamViewer Group and, in this capacity, holds indirect interests in numerous other companies in Germany and abroad in addition to its direct interest in the Controlled Company. As at December 31, 2023, the TeamViewer Group employed more than 1,400 full-time equivalents (FTEs) worldwide and generated revenue of around EUR 626.7 million in the 2023 fiscal year.

### **Controlled Company**

The Controlled Company is a company under the law of the Federal Republic of Germany with its registered office in Göppingen, entered in the commercial register of the Ulm Local Court under HRB 731008. The fiscal year of the Controlled Company is the calendar year. The fully paid-up share capital of the Controlled Company amounts to EUR 25,000.00.

The objective of the company is the acquisition, holding, management and sale of investments in companies of any legal form and the provision of associated services to associated companies.

The sole shareholder of the Controlled Company is the Controlling Company.

In accordance with the Articles of Association, the Controlled Company has one or more managing directors. If only one managing director has been appointed, he shall represent the company alone. If several managing directors have been appointed, the company is represented by two managing directors or by one managing director together with an authorized signatory. Mr. Oliver Steil, Mr. Peter Turner and Mr. Michael Wilkens are currently appointed as managing directors. The Controlled Company itself has no other employees. It holds direct and indirect investments in companies in Germany and abroad.

### **Legal and economic reasons for the conclusion of the Profit and Loss Transfer Agreement**

The conclusion of the Profit and Loss Transfer Agreement is in line with the intended harmonization and optimization of the TeamViewer Group. The aim of the agreement is to establish a consolidated tax group for corporate and trade tax purposes between TeamViewer SE and Regit Eins GmbH from the beginning of the 2024 fiscal year.

In accordance with §§ 14 (1) and 17 of the German Corporation Tax Act (hereinafter “KStG”), the agreement is a mandatory prerequisite for a tax group for income tax purposes between the parent company and the controlled company. This tax group allows for combined taxation of the aforementioned companies. This creates a tax group within which positive and negative results of the controlled company can be offset against positive and negative results of the controlling company at the same time. Depending on the tax results of the companies involved, this can lead to tax advantages. In addition, profits of the controlled company can be transferred to the controlling company without an additional tax burden as part of a consolidated tax group for income tax purposes. Without a tax group, profits could at best be distributed to the parent company by way of a profit distribution; in this case, however, they would be subject to corporation and trade tax to a limited extent at the parent company.



After thorough and careful examination, the Management Board of TeamViewer SE and the management of Regit Eins GmbH have come to the conclusion that only the conclusion of the Profit and Loss Transfer Agreement provides a sufficient legal basis for the intended harmonization between TeamViewer SE and Regit Eins GmbH and that only the conclusion of the Profit and Loss Transfer Agreement can establish the fiscal unity for income tax purposes between TeamViewer SE as the controlling company and Regit Eins GmbH as the controlled company.

There is no alternative to concluding a Profit and Loss Transfer Agreement that would be economically equivalent or better.

## **Explanation of the Profit and Loss Transfer Agreement**

The individual provisions contained in the Profit and Loss Transfer Agreement are explained as follows:

(1) Section 1 of the Profit and Loss Transfer Agreement governs the transfer of profits. The controlled company undertakes to transfer its entire profit to the controlling company in accordance with all provisions of § 301 AktG as amended (Section 1.1 of the Profit and Loss Transfer Agreement). According to the current version of § 301 AktG - subject to the creation or release of reserves in accordance with sections 1.2 and 1.3 of the Profit and Loss Transfer Agreement - the net profit for the year without the profit transfer, less any loss carried forward from the previous year, the amount to be allocated to the statutory reserves in accordance with § 300 AktG and any amount blocked from distribution in accordance with § 268 (8) of the German Commercial Code (hereinafter "HGB"), is to be transferred.

With the consent of the controlling company, the controlled company can only transfer amounts from the net profit for the year to revenue reserves within the meaning of § 272 (3) HGB to the extent that this is permissible under commercial law and economically justified on the basis of prudent business judgment (Section 1.2 of the Profit and Loss Transfer Agreement).

Other revenue reserves within the meaning of § 272 (3) HGB formed during the term of the Profit and Loss Transfer Agreement are to be released by the controlled company at the request of the Controlling Company in accordance with § 301 sentence 2 AktG (analogously) and transferred as profit or used to offset a net loss for the year, if and insofar as § 302 AktG in its currently valid version does not prevent this (Section 1.3 of the Profit and Loss Transfer Agreement).

The transfer of amounts from the reversal of capital reserves or from the reversal of profit carryforwards and/or retained earnings within the meaning of § 272 (3) HGB that were formed before the start of the Profit and Loss Transfer Agreement is excluded. These amounts may also not be used to offset a net loss for the year. (Section 1.4 of the Profit and Loss Transfer Agreement).

The parent company can demand an advance transfer of profits if and to the extent that this is legally permissible (section 1.5 of the Profit and Loss Transfer Agreement).

(2) Section 2 of the Profit and Loss Transfer Agreement regulates, to a certain extent as a counterpart to the profit transfer, the assumption of losses by the Controlling Company. This follows the provisions of § 302 AktG as amended. The latter provision, i.e. the dynamic reference to § 302 AktG, takes into account the current legal situation, according to which a static reference to § 302 AktG is no longer sufficient. According to § 302 (1) AktG, the Controlling Company is obliged to offset any net loss of the controlled company arising during the term of the agreement, unless this is offset by withdrawing amounts from the other revenue reserves that were transferred to them during the term of the agreement (see also section 1.3 of the Profit and Loss Transfer Agreement above).

(3) Section 3 regulates the maturity of the claims to profit transfer or the obligation to assume losses arising from the Profit and Loss Transfer Agreement. The claims to profit transfer or the obligation to assume losses arising from the Profit and Loss Transfer Agreement arise at the end of the balance sheet date, i.e. the end of the respective fiscal year, of the controlled company and are due at this time.

(4) Section 4 of the Profit and Loss Transfer Agreement contains provisions on the effective date, term and termination of the agreement. By law, the Profit and Loss Transfer Agreement becomes effective upon entry of its existence in the commercial register of the controlled company (see also section 4.1 of the Profit and Loss Transfer Agreement).

According to section 4.2 of the Profit and Loss Transfer Agreement, the agreement applies retroactively from the beginning of the fiscal year of the controlled company at the time this agreement comes into effect.

Section 4.3 of the Profit and Loss Transfer Agreement addresses the term of the agreement: The Profit and Loss Transfer Agreement is concluded for an indefinite period. The Profit and Loss Transfer Agreement can be terminated in writing by either party with three months' notice to the end of a fiscal year of the controlled company, but at the earliest

with effect from the end of the first fiscal year that ends at least five (5) years after the start of the fiscal year of the controlled company for which this agreement is first recognized for tax purposes. This provision ensures the minimum term for tax recognition of the Profit and Loss Transfer Agreement.

According to section 4.4 of the Profit and Loss Transfer Agreement, the right to terminate the Profit and Loss Transfer Agreement for good cause remains unaffected. Good cause is, in particular, the sale or contribution of the controlled company by the Controlling Company or the merger, demerger or liquidation of the Controlling Company or the controlled company.

(5) Section 5 of the Profit and Loss Transfer Agreement contains various provisions. According to clause 5.1 of the Profit and Loss Transfer Agreement, all amendments and additions to the Profit and Loss Transfer Agreement - including clause 5.1 - must be made in writing to be effective, unless a stricter form is required by law. Section 5.2 of the Profit and Loss Transfer Agreement states that the (full or partial) invalidity, ineffectiveness or unenforceability of a provision of the Profit and Loss Transfer Agreement does not affect the effectiveness and enforceability of all other provisions (severability clause). The void, invalid or unenforceable provision shall be replaced by a valid and enforceable provision that comes closest to the economic success pursued by the parties. The same applies to the closing of loopholes in the Profit and Loss Transfer Agreement.

(6) In summary, the content of the Profit and Loss Transfer Agreement fully corresponds to what is usually regulated in a Profit and Loss Transfer Agreement.

### **No compensation and no settlement pursuant to §§ 304, 305 AktG; no contract review pursuant to § 293b AktG**

The parent company directly holds 100% of the shares in the controlled company. As the controlled company does not have an outside shareholder, no appropriate compensation is to be determined in the Profit and Loss Transfer Agreement in accordance with § 304 AktG. For the same reason, no compensation is to be determined and a valuation of the companies involved to determine an appropriate compensation and an appropriate settlement is not to be carried out. Finally, as the Controlling Company directly holds all shares in the controlled company, there is no need for an audit of the agreement by an expert auditor (contract auditor) pursuant to § 293b (1) AktG and therefore no need for an audit report pursuant to § 293e AktG.

### **3. Report pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG (on Agenda Item 7)**

The Management Board submits the following report on Agenda Item 7 on the exclusion of subscription rights in accordance with § 203 (2) sentence 2 in conjunction with § 186 (4) sentence 2 AktG.

#### **General information**

Under Agenda Item 7, the Management Board and Supervisory Board propose to the Annual General Meeting the cancellation of the Authorized Capital 2019 and the creation of new Authorized Capital 2024/I in the total amount of up to EUR 34,800,000.00. The proposed volume of the new authorized capital would correspond to an increase in the share capital of 20% of the current share capital if fully utilized. It is intended to replace the Authorized Capital 2019, which would expire on 2 September 2025. The new Authorized Capital 2024/I is to be available for both cash and non-cash capital increases and can also be used in partial amounts, whereby the total amount may not be exceeded. This is intended to provide the Management Board with a flexible instrument for shaping corporate policy for the next five years.

The proposed Authorized Capital 2024/I is intended to enable the Management Board to continue to raise the capital required for the strategic development of the company on the capital markets at short notice by issuing new shares or to quickly and flexibly take advantage of any favorable market conditions to cover future financing requirements without either having to wait until the next Annual General Meeting with a corresponding delay and thus not being able to take advantage of attractive market conditions at short notice or having to hold a costly Extraordinary General Meeting. In addition, the Management Board is to be put in a position to be able to take advantage of attractive acquisition opportunities at short notice and flexibly without having to use the capital markets or to acquire companies, parts of companies or interests in other companies from third parties in return for the issue of shares.

#### **Shareholders' subscription rights**

When using the Authorized Capital 2024/I, shareholders generally have a subscription right so that shareholders can participate in the capital increase in proportion to their shareholding and thus avoid a dilution of their shareholding. In addition to a direct issue of the new shares to shareholders, it is also possible for the technical processing of the share issue to have the new shares taken over by banks or companies determined by the Management Board within the meaning of § 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right).

However, with the authorization to increase the capital, the Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights, in particular in the cases explained below:

### **Exclusion of subscription rights for fractional amounts**

The authorization to exclude subscription rights for fractional amounts resulting from the subscription ratio makes it possible to determine simple and practicable subscription ratios for the capital increase. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The fractional amounts are of minor importance in relation to the total capital increase, and due to the restriction to fractional amounts, the potential dilution effect for shareholders is generally very low. This is another reason why the exclusion of subscription rights in this case is standard market practice. The new shares excluded from subscription rights as so-called "free fractions" are utilized in the best possible way for the companies.

### **Exclusion of subscription rights for outstanding convertible bonds or bonds with warrants and convertible profit participation rights**

An exclusion of subscription rights should also be possible if it is necessary in order to grant holders or creditors of convertible bonds or bonds with warrants and convertible profit participation rights issued by the company and/or its direct or indirect majority shareholdings a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option exercise or conversion obligations. The exclusion of subscription rights in favor of holders or creditors of convertible bonds or bonds with warrants and convertible profit participation rights allows them to participate in the capital increase to the extent to which they would be entitled to participate if they had subscribed to shares on the basis of their option or conversion rights or conversion obligations. This counteracts dilution as a result of the capital increase. As a rule, such protection against dilution is already provided for in the corresponding issue conditions of the bonds in order to meet investor expectations and achieve a better placement on the capital market. At the same time, this generally leads to a higher issue price for the shares to be issued upon conversion or exercise of the option, as a reduction in the conversion or option price is avoided. However, the aforementioned advantages can only be utilized if the shareholders' subscription rights are excluded for this case. The exclusion of subscription rights therefore enables an optimal financing structure for the company and is therefore in the interests of the company and its shareholders.

### **Simplified exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG**

Furthermore, the Management Board is to be permitted to exclude subscription rights if the new shares are issued at an amount that is not significantly lower than the stock market price in the case of cash capital increases in accordance with § 186 (3) sentence 4 AktG. This will continue to enable the Management Board to flexibly cover future financing requirements at short notice and by taking advantage of any favorable capital market conditions to the benefit of the company and its shareholders. This is only possible to a very limited extent when subscription rights are granted due to the costly and time-consuming processing of subscription rights. As a rule, capital increases excluding subscription rights lead to higher cash inflows than capital increases with shareholders' subscription rights. In this way, the company benefits from higher issue proceeds, while the shareholding of existing shareholders is diluted to a small extent.

In order to adequately protect shareholders against dilution, it is stipulated that the shares issued with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG may not exceed a total of 10% of the share capital at the time the authorization becomes effective or - if this value is lower - at the time the authorization is exercised. If other authorizations for the simplified exclusion of subscription rights are used during the term of this authorization until it is exercised, this limit of 10% of the share capital must be taken into account. Thereafter, the authorization volume is reduced and it should be ensured that the 10% limit provided for in § 186 (3) sentence 4 AktG is complied with, taking into account all authorizations with the possibility of excluding subscription rights in direct, corresponding or analogous application of § 186 (3) sentence 4 AktG. This includes any sale of treasury shares and any issue of shares from other (future) authorized capital. In addition, shares issued or to be issued to service bonds or profit participation rights with conversion or option rights or a conversion obligation must also be included. This ensures that, in accordance with the statutory provisions of § 186 (3) sentence 4 AktG, the financial and voting interests of shareholders are adequately safeguarded when using the authorized capital with the exclusion of subscription rights, while the company is given further scope for action in the interests of all shareholders.

When exercising the authorization, the Management Board will set the discount as low as possible in accordance with the market conditions prevailing at the time of placement. The Management Board will set the issue price per new no-par value share in such a way that the discount on the market price is not expected to be more than 3%, but in any case not more than 5% of the then current market price of the company's no-par value share. This takes account of the shareholders' need for protection against dilution of their shareholding. As the new shares will be placed close to the market price, every shareholder will be able to acquire shares on the market at approximately the same conditions as those provided for in the issue in order to maintain their shareholding.

## **Exclusion of subscription rights in the event of a capital increase against contributions in kind**

It should be possible to exclude shareholders' subscription rights in the event of capital increases against contributions in kind, in particular in the form of companies, parts of companies, interests in companies, receivables or other assets. This option to issue shares significantly increases the Management Board's scope for action in international competition, as the consideration to be paid is often in the form of shares in the acquisition, particularly in the case of mergers or the acquisition of companies, parts of companies or interests in companies and other attractive assets. Time and time again, sellers demand such consideration in order to be able to participate indirectly in an increase in the value of the sold company after the sale. Also, with the ever-increasing size of business units in a rapidly growing IT sector, it is often not possible to pay the consideration in cash, or not in full, without straining the company's liquidity or increasing the level of debt to an undesirable extent. Shares are therefore an important alternative form of financing acquisitions. As a rule, such acquisitions cannot be planned in terms of time. The opportunity to acquire attractive companies, parts of companies or interests in companies or other attractive assets regularly arises at short notice and must then be seized quickly in an often competitive environment. In order to be able to act at short notice in such cases without holding an Annual General Meeting and to be able to acquire interests in companies, the company must be able to increase its capital against the exclusion of subscription rights in order to be competitive in the interests of its shareholders. The authorization takes this into account. The reduction in the shareholders' participation resulting from such a capital increase with the exclusion of subscription rights is offset by the fact that, although they hold a smaller share than before, they participate in a company with a higher overall value, without having to provide the funds required for this increase in value themselves. The company's stock market listing also allows each shareholder to restore their previous shareholding by purchasing additional shares.

## **Limitation of the total volume of capital increases without subscription rights**

The authorizations described above are also limited to the extent that the total number of shares issued under Authorized Capital 2024/I with the exclusion of subscription rights may not exceed 10% of the share capital after their exercise. This additionally limits the total volume of shares issued without subscription rights. In this way, shareholders are additionally protected against a possible dilution of their shareholding. Offsetting clauses ensure that the Management Board does not exceed the 10% limit by also making use of other authorizations to issue shares or to issue rights that enable or oblige the subscription of shares and also exclude shareholders' subscription rights.

## **Utilization of the authorized capital**

There are currently no plans to utilize the Authorized Capital 2024/I. The Management Board will carefully examine in each individual case whether the use of the authorization to increase the capital and a possible exclusion of subscription rights is in the best interests of the company, also taking into account the interests of the existing shareholders.

The Management Board will report on each utilization of the Authorized Capital 2024/I at the next Annual General Meeting.

### **4. Report pursuant to §§ 221 (4) sentence 2, 186 (4) sentence 2 AktG (on Agenda Item 8)**

In accordance with § 221 (4) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Management Board submits the following report on the exclusion of subscription rights on Agenda Item 8.

## **General information**

The Management Board and Supervisory Board propose to the Annual General Meeting the cancellation of an existing authorization to issue convertible bonds and/or bonds with warrants together with the associated conditional capital and the granting of a new authorization to issue convertible bonds and/or bonds with warrants together with the creation of the associated new Conditional Capital 2024.

Adequate capital resources and financing are an essential basis for the company's development. By issuing convertible bonds and/or bonds with warrants (collectively "bonds"), the company can take advantage of attractive financing opportunities depending on the market situation and its financing requirements, for example to provide the company with debt capital at low interest rates or to optimize its capital structure. Furthermore, the issue of bonds, possibly in addition to the use of other instruments such as a capital increase, can open up new groups of investors. The Management Board is therefore to be authorized to issue bonds, also against non-cash contributions, and Conditional Capital 2024 is to be resolved.

The authorization proposed under Agenda Item 8 provides that bonds of up to EUR 1,400,000,000 with conversion/option rights or obligations to shares in the company may be issued. Up to 34,800,000 no-par value bearer shares in the company with a pro rata amount of the share capital of up to EUR 34,800,000.00 are to be available for this purpose from the new Conditional Capital 2024 to be created. If this authorization is exercised in full, bonds could be issued that would grant subscription or conversion rights to up to 20% of the company's current share capital at the time they are issued. The authorization is limited until 6 June 2029.

The company should be able to issue the bonds in euros or other legal currencies of OECD countries, if necessary also via its majority shareholdings, limited to the corresponding equivalent value in euros. The bonds should also be able to provide for the possibility of an obligation to exercise the conversion/option rights or exchange rights of the issuer or the company, in particular tender rights or rights to replace the payments originally owed thereunder with shares in the company. With the latter option, it is possible to react flexibly and in a liquidity-friendly manner to changes in the framework conditions between the issue and maturity of such bonds. In addition to servicing from conditional or authorized capital, it should also be possible to provide for the delivery of treasury shares or the payment of compensation in cash.

### **Conversion or option price**

The conversion or option price for a share must be at least 80% of the volume-weighted average price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) on the last ten trading days prior to the date of the resolution by the Management Board on the public announcement of the issue of the bond. If the shareholders are entitled to a subscription right to the bonds, an alternative option is provided to determine the conversion or option price for a share based on the volume-weighted average closing auction price of the share in XETRA trading (or a comparable successor system) on the stock exchange trading days in the period from the beginning of the subscription period to the third day before the announcement of the final conditions in accordance with § 186 (2) sentence 2 AktG (inclusive). In the case of bonds with a conversion/option exercise obligation or a right on the part of the company to grant the holders or creditors of the bonds all or part of their subscription rights, holders or creditors of the bonds in whole or in part instead of payment of the cash amount due, the conversion/option price may be at least either the above-mentioned minimum price (80%) or the volume-weighted average price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) or (i) in the period during the last ten trading days before the final maturity date or (ii) on at least ten trading days immediately before the conversion/option price is determined in accordance with the issue conditions, even if this average price is below the above-mentioned minimum price (80%).

### **Anti-dilution protection and adjustments**

Notwithstanding § 9 (1) and § 199 (2) AktG, the conversion/option price may be adjusted on the basis of dilution protection or adjustment clauses in accordance with the terms and conditions underlying the respective bond if, for example, changes in the company's capital occur during the term of the bonds or warrants or if the company sells treasury shares while granting its shareholders an exclusive subscription right. Dilution protection or adjustments may also be provided for in connection with dividend payments, the issue of further convertible bonds/warrant bonds, conversion measures and in the event of other events affecting the value of the option or conversion rights that occur during the term of the bonds or warrants (such as a third party gaining control). Dilution protection or adjustments can be provided for in particular by granting subscription rights, changing the conversion/option price and by changing or granting cash components.

### **Shareholders' subscription rights**

In principle, shareholders have a subscription right to bonds of this type. In order to facilitate processing, it should also be possible to make use of the option to issue the bonds to banks or companies operating in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with the obligation to offer them to shareholders for subscription. However, in the cases specified in the authorization, the Management Board shall also be authorized to exclude the subscription right with the approval of the Supervisory Board.

### **Exclusion of subscription rights for fractional amounts and in favor of holders or creditors of bonds already issued**

The exclusion of fractional amounts is sensible and in line with the market in order to create a practical subscription ratio and simplify the issue of bonds. In addition, the potential dilution effect is generally very low due to the restriction to fractional amounts. The proposed exclusion of subscription rights is therefore in the interests of the company and its shareholders:

### **Exclusion of subscription rights for benefits in kind**

Furthermore, shareholders' subscription rights can also be excluded if the bonds are issued in return for non-cash contributions. Among other things, this is intended to enable the Management Board to use the bonds as acquisition currency in order to be able to acquire such non-cash contributions in return for the transfer of such financing instruments in suitable individual cases, in particular for the acquisition of companies, parts of companies or interests in companies. Company expansions resulting from the acquisition of companies or equity interests generally require quick decisions. The proposed authorization enables the Management Board to react quickly and flexibly to advantageous offers or other opportunities on the national or international market and to take advantage of opportunities to expand the company by acquiring companies or interests in companies in return for the issue of bonds in the interests of the company and its shareholders. The Management Board will carefully examine in each individual case whether it should make use of the authorization to issue bonds with the exclusion of subscription rights if opportunities to acquire assets, in particular companies or equity interests in companies, materialize. It will only exclude shareholders' subscription rights if this is in the well-understood interests of the company and its shareholders.

## **Exclusion of subscription rights to protect against dilution**

Furthermore, shareholders' subscription rights may be excluded with the approval of the Supervisory Board in order to grant the holders or creditors of bonds a subscription right to compensate for dilution to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their conversion or option obligations. This offers the possibility of granting the holders or creditors of bonds already issued or still to be issued at this time a subscription right as protection against dilution instead of a reduction in the option or conversion price. It is market standard practice to provide bonds with such dilution protection. This exclusion of subscription rights ultimately serves to simplify the issue and marketing of the bonds and is therefore in the interests of the company and its shareholders.

## **Simplified exclusion of subscription rights pursuant to §§ 221 (4) sentence 2, 186 (3) sentence 4 AktG**

Pursuant to § 221 (4) sentence 2 AktG, the provisions of § 186 (3) sentence 4 AktG apply mutatis mutandis to the exclusion of subscription rights when issuing bonds. The limit for the exclusion of subscription rights of up to 10% of the respective share capital regulated there is not exceeded due to the express restriction of the authorization. The notional interest in the share capital attributable to shares to be issued or granted on the basis of bonds issued for cash under this authorization may not exceed 10% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised. Shares that are issued or sold during the term of this authorization up to the time it is exercised in direct or analogous application of § 186 (3) sentence 4 AktG on the basis of an authorization are to be counted towards this limit. Furthermore, shares issued or granted or to be issued or granted on the basis of a convertible bond or bond with warrants issued or to be issued or granted during the term of this authorization based on the exercise of another authorization excluding subscription rights in accordance with this provision shall also be included. These offsets are made in the interest of the shareholders in minimizing the dilution of their shareholding.

The placement with the exclusion of shareholders' subscription rights enables the company to take advantage of favorable capital market situations at short notice and thus achieve a significantly higher inflow of funds than in the case of an issue with subscription rights. In addition, the achievable conditions (in particular the conversion/option price per share and the amount of the option premium received or to be issued and, in the case of foreign currencies, the exchange rate) can be estimated far more reliably over a very short period of time and attractive conditions can therefore also be achieved more reliably. If subscription rights were granted, successful placement would be jeopardized due to the uncertainty of the subscription rights being exercised or would involve additional expense and significantly longer lead times, during which market conditions could change. Conditions that are favorable for the company and as close to market conditions as possible can only be set if the company is not bound to them for too long an offer period. Otherwise, in order to ensure the attractiveness of the conditions and thus the chances of success of the respective issue for the entire offer period, a not inconsiderable haircut would be necessary. In the case of foreign currency borrowings, the impact of exchange rate fluctuations on the issue can also be minimized by excluding subscription rights and shortening the offer period accordingly. Finally, bonds denominated in foreign currencies in particular may be instruments that are only suitable or interesting for specialized investor groups.

The interests of shareholders are safeguarded by ensuring that the bonds are not issued at a price significantly below the theoretical market value in the case of subscription rights or subscription obligations already established at the time of issue. The theoretical market value is to be determined using recognized financial mathematical methods. When setting the price, the Management Board will keep the discount on this market value as low as possible, taking into account the respective situation on the capital market. This will reduce the notional value of a subscription right to the bonds to almost zero, so that shareholders cannot suffer any significant economic disadvantage as a result of the exclusion of subscription rights. Shareholders will also have the opportunity to maintain their share in the company's share capital at approximately the same conditions by purchasing shares on the stock exchange. This ensures that their financial interests are adequately protected.

## **Limitation of the total scope of the issue of bonds without subscription rights**

Bonds may only be issued with the exclusion of subscription rights in accordance with these authorizations if the total amount of new shares to be issued on the basis of such bonds does not exceed 10% of the share capital. This is based on the share capital at the time this authorization becomes effective or - if the subsequent value is lower - at the time this authorization is exercised. This additionally limits the total scope of an issue of bonds without subscription rights. In this way, shareholders are additionally protected against a possible dilution of their shareholding. Offsetting clauses ensure that the Management Board does not exceed the 10% limit by also making use of other authorizations to issue shares or to issue rights that enable or oblige the subscription of shares and also exclude shareholders' subscription rights.

## **Conditional Capital 2024**

The Conditional Capital 2024 is required in order to be able to fulfill conversion/option rights or conversion/option obligations or tender rights associated with correspondingly structured bonds in relation to shares in the company, unless other forms of fulfillment are used for servicing.

## Utilization of the authorization to issue bonds

There are currently no concrete plans to make use of the authorization to issue bonds. In any case, the Management Board will carefully examine whether the use of the authorization is in the interests of the company and its shareholders.

The Management Board will report on each use of the authorization at the next Annual General Meeting.

### 5. Report pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG (on Agenda Item 9)

The Management Board submits the following report on the exclusion of subscription rights on Agenda Item 9 in accordance with § 203 (2) sentence 2 in conjunction with § 186 (4) sentence 2 AktG.

## General information

Under Agenda Item 9, the Management Board and Supervisory Board propose to the Annual General Meeting the creation of new Authorized Capital 2024/II in the total amount of up to EUR 17,400,000.00. The proposed volume of the new authorized capital would correspond to an increase in share capital of 10% of the current share capital if fully utilized. The new Authorized Capital 2024/II is to be available for both cash and non-cash capital increases and can also be used in partial amounts, whereby the total amount may not be exceeded. This is intended to provide the Management Board with a flexible instrument for shaping corporate policy for the next five years.

The proposed Authorized Capital 2024/II is intended to enable the Management Board to continue to raise the capital required for the strategic development of the company on the capital markets at short notice by issuing new shares or to quickly and flexibly take advantage of any favorable market conditions to cover future financing requirements without either having to wait until the next Annual General Meeting with a corresponding delay and thus not being able to take advantage of attractive market conditions at short notice or having to hold a costly Extraordinary General Meeting. In addition, the Management Board is to be put in a position to be able to take advantage of attractive acquisition opportunities at short notice and flexibly without having to use the capital markets or to acquire companies, parts of companies or interests in other companies from third parties in return for the issue of shares.

## Shareholders' subscription rights and exclusion of subscription rights for fractional amounts

When using the Authorized Capital 2024/II, shareholders generally have subscription rights so that shareholders can participate in the capital increase in proportion to their shareholding and thus avoid a dilution of their shareholding. In addition to a direct issue of the new shares to shareholders, it is also possible for the technical processing of the share issue to have the new shares taken over by banks or companies determined by the Management Board within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription (indirect subscription right).

However, with the authorization to increase the capital, the Management Board is also to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights insofar as this is necessary to offset fractional amounts.

The authorization to exclude subscription rights for fractional amounts resulting from the subscription ratio makes it possible to determine simple and practicable subscription ratios for the capital increase. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The fractional amounts are of minor importance in relation to the total capital increase, and due to the restriction to fractional amounts, the potential dilution effect for shareholders is generally very low. This is another reason why the exclusion of subscription rights in this case is standard market practice. The new shares excluded from subscription rights as so-called "free fractions" are utilized in the best possible way for the companies.

## Limitation of the total volume of capital increases without subscription rights

The authorization described above is also limited to the extent that, after its exercise, the total number of shares issued under Authorized Capital 2024/II excluding subscription rights may not exceed 10% of the share capital. This additionally limits the total volume of shares issued without subscription rights. In this way, shareholders are additionally protected against a possible dilution of their shareholding. Offsetting clauses ensure that the Management Board does not exceed the 10% limit by also making use of other authorizations to issue shares or to issue rights that enable or oblige the subscription of shares and also exclude shareholders' subscription rights.

## Utilization of the authorized capital

There are currently no plans to utilize the Authorized Capital 2024/II. The Management Board will carefully examine in each individual case whether the use of the authorization to increase the capital and a possible exclusion of subscription rights is in the best interests of the company, also taking into account the interests of the existing shareholders.

The Management Board will report on each utilization of Authorized Capital 2024/II at the next Annual General Meeting.

## 6. Information on the Supervisory Board candidate proposed for election (for Agenda Item 10)

### Dr Joachim (Joe) Heel



- residing in Menlo Park, CA, United States of America
- Consultant
- Candidate for the Supervisory Board of TeamViewer SE, independent

#### a. Personal data:

- Year of birth: 1965
- Place of birth: Neustadt an der Weinstraße, Germany
- Nationality: German

#### b. Academic Career:

Joe Heel studied engineering and industrial engineering at the Karlsruhe Institute of Technology (KIT) in Germany. He holds an M.S. and an MBA degree. He received his PhD from the Department of Electrical Engineering and Computer Science at the Massachusetts Institute of Technology (MIT) in Cambridge, Massachusetts, United States.

#### c. Professional Career:

- 2014 – 2023** Zebra Technologies Corporation, Chicago and San Jose, USA, Head of Services und Chief Revenue Officer
- 2011 – 2014** IBM Corporation, Dallas, USA, and Stuttgart, Germany, Vice President, Enterprise Sales Germany and US Midwest
- 2010 – 2011** Avaya, Basking Ridge and Santa Clara, USA, SVP und President, Avaya Global Services
- 2005 – 2010** Sun Microsystems, Menlo Park, USA, Senior Vice President Global Services, Global Storage Practice, Industry and Partner Sales and others.
- 1991 – 2005** McKinsey & Company, Miami, Boston, USA and Munich, Partner

#### d. Significant activities in addition to the Supervisory Board mandate at TeamViewer SE

##### (1) Memberships in other statutory supervisory boards:

None

##### (2) Membership in comparable domestic and foreign supervisory bodies of business enterprises:

None

##### (3) Overview of significant activities in addition to the Supervisory Board mandate:

Consulting activities for consulting companies and enterprises in the technology sector

#### e. Relevant knowledge, skills and experience

Joe Heel is an internationally experienced manager and technology expert with extensive industry experience in software and digitalization and a central emphasis on sales and services for enterprise customers. Most recently, he was instrumental in transforming Zebra Technologies, a provider of data capture and identification solutions, from a technical product company to a company with a clear focus on customer relationships and customer success. He also brings extensive strategy and management experience and an excellent knowledge of our target markets in the USA and globally.

Joe Heel has extensive experience on supervisory boards and comparable bodies of listed companies. For example, from 2007 to 2011 he was a member of the Board of Directors and a member of the Governance and Technology Committee at World Fuel Services Corporation, Miami, Florida, USA, and from 2007 to 2009 he was a member of the Board of Directors and a member of the Compensation Committee at Intrinsic Technologies Corporation, Vancouver, BC, Canada.



# Qualification matrix

## Supervisory Board of TeamViewer SE

| Areas of expertise                                | Ralf W. Dieter | Dr Abraham (Abe) Peled | Axel Salzmann | Dr Jörg Rockenhäuser | Hera Kitwan Siu   | Swantje Conrad | Christina Stercken | Dr Joachim (Joe) Heel |
|---|----------------|------------------------|---------------|----------------------|-------------------|----------------|--------------------|-----------------------|
| Member since                                      | October 2022   | August 2019            | August 2019   | August 2019          | November 2021     | May 2023       | May 2023           | For election 2024     |
| Nationality                                       | German         | American               | German        | German               | Hong Kong Chinese | German         | German             | German                |
| Independence                                      | Yes            | Yes                    | Yes           | No                   | Yes               | Yes            | Yes                | Yes                   |
| International leadership                          | ✓✓✓            | ✓✓✓                    | ✓✓✓           | ✓✓✓                  | ✓✓✓               | ✓✓✓            | ✓✓✓                | ✓✓✓                   |
| Industry (Software/ SaaS, IT, digitalisation) (*) | ✓✓✓            | ✓✓✓                    | ✓✓            | ✓✓                   | ✓✓✓               | ✓              | ✓✓                 | ✓✓✓                   |
| Strategy and innovation                           | ✓✓✓            | ✓✓✓                    | ✓✓            | ✓✓                   | ✓✓✓               | ✓✓             | ✓✓✓                | ✓✓✓                   |
| Corporate development                             | ✓✓✓            | ✓✓✓                    | ✓✓✓           | ✓✓✓                  | ✓✓✓               | ✓✓✓            | ✓✓✓                | ✓✓✓                   |
| Accounting and financial reporting                | ✓✓             | ✓✓                     | ✓✓✓           | ✓✓✓                  | ✓                 | ✓✓✓            | ✓✓✓                | ✓✓                    |
| Financial statement auditing                      | ✓✓             | ✓                      | ✓✓✓           | ✓                    | ✓                 | ✓✓✓            | ✓✓                 | ✓                     |
| Corporate governance/ compliance                  | ✓✓✓            | ✓✓                     | ✓✓✓           | ✓✓                   | ✓✓                | ✓✓✓            | ✓✓✓                | ✓✓                    |
| Supervisory board activities                      | ✓✓✓            | ✓✓✓                    | ✓✓✓           | ✓✓✓                  | ✓✓✓               | ✓✓✓            | ✓✓✓                | ✓✓✓                   |
| Sustainability/ ESG                               | ✓✓             | ✓                      | ✓✓            | ✓✓                   | ✓✓✓               | ✓              | ✓✓✓                | ✓✓                    |



Fundamental knowledge/experience



Advanced knowledge/experience; at least one existing or previous management position at a large company



Many years of professional experience at listed companies; several management positions

(\*) Includes cybersecurity expertise

## **7. Report pursuant to Section 71 (1) no. 8 AktG in conjunction with Section 186 (3) and (4) AktG (on Agenda Items 11 and 12)**

Pursuant to § 71 (1) no. 8 sentence 5 in conjunction with § 186 (4) sentence 2 AktG, the Management Board submits the following report on items 11 and 12 of the agenda. § 186 (4) sentence 2 AktG, the Management Board submits the following report on items 11 and 12 of the agenda on the reasons for the proposed authorization of the Management Board to exclude shareholders' tender rights under certain circumstances and to exclude shareholders' subscription rights in the event of the sale of acquired treasury shares under certain circumstances.

There is no right to tender if the number of shares offered by the shareholders exceeds the number of shares requested by the company in the case of a public purchase offer or a public invitation to submit offers to sell. In this case, shares must be allocated on a pro rata basis. In accordance with the proposed authorization, it should be possible to provide for preferential acceptance of smaller offers to sell or smaller parts of offers to sell up to a maximum of 150 shares. This option serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts, thereby facilitating the technical processing of the share buyback. In addition, the repartition can be based on the ratio of shares offered (tender quotas) instead of participation quotas in order to simplify the allocation procedure. Finally, it should be possible to provide for rounding in accordance with commercial principles to avoid fractions of shares. The acquisition ratio and the number of shares to be acquired by individual tendering shareholders can therefore be rounded as necessary to represent the acquisition of whole shares for settlement purposes.

When using derivatives, shareholders should only be entitled to tender their shares when repurchasing treasury shares if the company is obliged to purchase the shares from them under the respective options. Otherwise, derivatives could not be used for the repurchase of treasury shares and the associated benefits for the company could not be realized. After weighing up the interests of the shareholders and the interests of the company, the Management Board considers the authorization not to grant or restrict any right of the shareholders to conclude such derivatives with the company and any right of the shareholders to tender shares to be justified, as the use of such financial instruments can be advantageous for the company compared to a direct acquisition. In addition, it must be taken into account that the rights of the shareholders are safeguarded by the fact that the respective contracting parties of the derivatives are obliged to acquire the shares of the company to be delivered to service the obligations under the derivative while observing the principle of equal treatment under stock corporation law (§ 53a AktG).

The company is also to be expressly authorized to acquire its own shares not via a stock exchange in the formal legal sense, but also via a multilateral trading facility ("MTF") within the meaning of § 2 (6) BörsG. The possibility of using MTFs, possibly additionally, for a share buyback enables the company to gain access to a larger trading volume. In this way, it may be able to achieve more favorable conditions when acquiring its own shares and also reach those shareholders who do not or do not exclusively use traditional stock exchanges for trading in the company's shares. The use of MTFs would therefore ultimately lead to an even better implementation of the principle of equal treatment. The company will generally acquire its own shares via MTFs where it can be assumed that prices will not deviate significantly from the stock exchange prices on the regulated market. Such MTFs do not differ materially from a stock exchange in the formal sense. The same upper and lower price limits apply to purchases via MTFs as to repurchases via the stock exchange. Treasury shares acquired via MTFs are counted towards the upper limit for the acquisition of treasury shares. The use of treasury shares acquired via an MTF is also subject to the same rules as those set out below for treasury shares acquired via the stock exchange in the authorization resolution.

The proposed exclusion of subscription rights for fractional amounts when using treasury shares enables the requested authorization to be utilized in full amounts. This exclusion of subscription rights makes sense and is common practice because the costs of trading in subscription rights for fractional amounts are regularly disproportionate to the associated benefits for shareholders. The dilution effect is kept within negligible limits due to the restriction to fractional amounts. The shares excluded from subscription rights in this respect are utilized in the best possible way for the company.

The authorization under Agenda Item 11 also provides for the acquired treasury shares to be sold to third parties in return for non-cash contributions, excluding shareholders' subscription rights, e.g. for the purpose of acquiring companies, businesses, parts of companies or businesses and/or investments in companies. The Management Board is to be enabled to offer shares in the company as consideration for the acquisition of assets or to grant shares to the holders of option or conversion rights to fulfill their claims without having to carry out a capital increase.

In order to be able to compete nationally and internationally for attractive acquisition opportunities, it is increasingly necessary to be able to offer shares rather than cash as consideration when acquiring companies or interests in other companies. The authorization proposed under Agenda Item 11 will give the company the necessary flexibility to use treasury shares as acquisition currency, for example, and thus to be able to react quickly and flexibly to offers to acquire companies, businesses, parts of companies or businesses, investments in other companies or other

assets that are advantageous to the company. The proposed authorization to exclude shareholders' subscription rights takes this into account.

The proposed authorization to use treasury shares also provides for the sale of treasury shares to third parties in ways other than via the stock exchange or by means of a public offer to all shareholders, provided that the treasury shares are sold for cash and at a price that is not significantly lower than the relevant stock market price. This is intended to enable the company to sell shares to institutional investors, financial investors or other cooperation partners and to achieve the highest possible sale amount and the greatest possible strengthening of equity by setting a price close to the market price. Although this type of sale involves an exclusion of shareholders' subscription rights, this is permitted by law as it corresponds to the simplified exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG.

Furthermore, the Management Board is authorized to satisfy claims of holders of warrant or convertible bonds issued by the company or by companies dependent on it or majority-owned by the company with treasury shares, excluding subscription rights. This may be particularly relevant if, especially, conditional capital is not available for this purpose.

In addition, the company is to be given the opportunity to partially exclude shareholders' subscription rights when selling treasury shares through an offer to all shareholders in favor of the holders of bonds with warrants or convertible bonds that grant an option or conversion right or establish a conversion obligation, in order to grant them subscription rights to the shares to be sold to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling their conversion obligation. In this way, a reduction in the option or conversion price that would otherwise occur can be avoided, thereby strengthening the company's financial resources.

It should also be possible to offer treasury shares to employees of the company and its Group companies as well as members of the executive bodies of Group companies (employee shares). It is in the interests of the company and its shareholders to issue treasury shares to these persons, generally subject to an appropriate lock-up period of several years, as this promotes the identification of the beneficiaries with the company. At the same time, the understanding and willingness to assume greater responsibility, especially economic responsibility, can be strengthened. The issue of shares also enables structures with a long-term incentive effect, in which both positive and negative developments can be taken into account. The shares are intended to provide an incentive to ensure a lasting increase in value for the company. In order to be able to issue corresponding employee shares, shareholders' subscription rights must be excluded. When determining the purchase price to be paid by the beneficiaries, an appropriate discount based on the company's success may be granted, as is customary for employee shares. It should also be possible to use repurchased treasury shares within the framework of regulations that may be agreed in future with members of the company's Management Board as a remuneration component for their activities. The exclusion of shareholders' subscription rights is also required in this respect. The details of the remuneration for the members of the Management Board are determined by the Supervisory Board. Variable remuneration components can be granted that provide an incentive for long-term, sustainable corporate management, for example by granting a portion of the variable remuneration in shares instead of cash or in share commitments, which can also be linked to a vesting period. Variable remuneration components can also be linked to specific performance targets. The remuneration system for the Management Board approved by the 2023 Annual General Meeting does not provide for the granting of shares to Management Board members. However, in view of possible future changes to the remuneration system, a corresponding option is to be created as a precautionary measure. A corresponding change to the remuneration system would first be submitted to the Annual General Meeting for approval in accordance with the legal requirements.

Finally, the Management Board is to be authorized to exclude shareholders' subscription rights in connection with a scrip dividend. Shareholders will only be offered whole shares for purchase; with regard to the portion of the dividend entitlement that does not reach (or exceeds) the subscription price for a whole share, shareholders are referred to receiving the cash dividend and cannot purchase any shares in this respect; there are no plans to offer partial rights or to set up trading in subscription rights or fractions thereof. As the shareholders receive a cash dividend instead of acquiring shares, this appears to be justified and appropriate. The principle of equal treatment under stock corporation law (§ 53a AktG) is complied with.

Furthermore, the sum of the shares that are sold with the exclusion of subscription rights, together with new shares that are issued from authorized capital during the term of this authorization until it is exercised by exercising another authorization with the exclusion of shareholders' subscription rights, and together with rights which are issued during the term of this authorization until it is exercised by exercising another authorization with the exclusion of subscription rights and which enable or oblige the exchange into or subscription of shares in the company, do not exceed a proportionate amount of the share capital of 10% of the share capital. This limit further restricts the dilution potential in favor of existing shareholders. This includes, in particular, measures in direct or analogous application of § 186 (3) sentence 4 AktG. In these cases, the legislator considers it reasonable for existing shareholders to maintain their shareholding quota by acquiring shares on the stock exchange if necessary. For the possible issue of employee shares or to members

of the Management Board under possible future remuneration regulations, the volume is limited to 5% of the relevant share capital figure in order to protect the interests of existing shareholders and prevent possible misguided incentives when structuring remuneration.

## **8. Report of the Management Board on the utilization of the authorization to acquire treasury shares and their use**

The Management Board submits the following report to the Annual General Meeting of the company convened for 7 June 2024 in accordance with § 71 (1) no. 8, (3) sentence 1 AktG regarding the acquisition and use of treasury shares for the period since the last Annual General Meeting on 24 May 2023 on the basis of the authorization last granted by resolution of the Annual General Meeting on 24 May 2023 in accordance with § 71 (1) no. 8 AktG to acquire and use treasury shares (the “Authorization 2023/2024”).

On the basis of the Authorization 2023/2024, the share buyback program (SBB 2023), which the company’s Executive Board had resolved from 6 February 2023 (originally using the previous authorization) with a volume of up to EUR 150,000,000 (see also Annual Report 2023), was continued.

As part of the continued share buyback program (SBB 2023), a total of 6,741,626 shares with a total value of EUR 101,261,316.74 were acquired at an average price of EUR 15.0203 under the 2023/2024 authorization in the period from 25 May 2023 to 30 November 2023. This corresponded to approximately 3.75% of the share capital (calculated on a share capital figure of EUR 180,000,000).

On 7 December 2023, the company’s Management Board approved a new share buyback program with a volume of up to EUR 150,000,000 (excluding incidental acquisition costs). The buyback began on 13 December 2023. The company will continue to use the 2023/2024 authorization for an initial volume of up to 10.7 million shares. The part of the new share buyback programme that goes beyond this is subject to a renewal of the buyback authorization by the company’s Annual General Meeting on 7 June 2024 (see agenda items 11 and 12).

From 13 December 2023 until the date of publication of this invitation in the Federal Gazette, 5,769,544 shares with a total value of EUR 79,999,978.52 were repurchased at an average price of EUR 13.8659 under the current Authorization 2023/2024. This corresponds to approx. 3.3% of the share capital (calculated on a share capital figure of EUR 174,000,000).

From 25 May 2023 until the date of publication of this invitation in the Federal Gazette, a total of 12,511,170 shares with a total value of EUR 181,261,294.26 were repurchased at an average price of EUR 14.4879571 under the authorization 2023/2024. This corresponds to approx. 7.2% of the share capital (calculated on a share capital figure of EUR 174,000,000).

The Authorization 2023/2024 authorizes the Management Board, among other things, to redeem treasury shares acquired on the basis of this or an earlier authorization pursuant to § 71 (1) no. 8 AktG with the approval of the Supervisory Board without a further resolution by the Annual General Meeting. The redemption may be limited to a portion of the acquired shares. The authorization to retire shares may be exercised several times. The redemption generally leads to a capital reduction.

On the basis of authorization 2023/2024, the company cancelled 6,515,856 treasury shares acquired with effect from 26 June 2023 with a corresponding reduction in the share capital from the previous EUR 186,515,856.00 to EUR 180,000,000.00 and a further 6,000,000 treasury shares acquired with effect from 20 December 2023 with a corresponding reduction in the share capital from the previous EUR 180,000,000.00 to EUR 174,000,000.00.

At the time of publication of the invitation, the company thus holds a total of 11,898,516 treasury shares. This corresponds to approx. 6.84% of the share capital (calculated on a share capital figure of EUR 174,000,000).

The company’s treasury shares were not used for any other purposes in the period between the last Annual General Meeting on May 24, 2023 and the announcement of the convening of this year’s Annual General Meeting in the Federal Gazette.

## III. Further information and notes

### 1. Total number of shares and voting rights at the time of convocation

At the time the Annual General Meeting is convened, the company's share capital is divided into 174,000,000 no-par value bearer shares, each of which grants one vote. The total number of voting rights therefore amounts to 174,000,000.

### 2. Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies, video and audio transmission

On the basis of § 15 (4) of the company's Articles of Association, the Management Board of the company has decided to hold the Annual General Meeting in the form of a virtual Annual General Meeting in accordance with § 118a of the German Stock Corporation Act (AktG) without the physical presence of shareholders or their proxies.

Shareholders and their proxies will therefore not be able to physically attend the Annual General Meeting. However, they can follow the entire Annual General Meeting by video and audio transmission via the InvestorPortal at <https://ir.teamviewer.com/agm>. Duly registered shareholders will be sent a confirmation of registration with further information on exercising their rights. The confirmation of registration contains, among other things, the individual access data with which shareholders can use the password-protected InvestorPortal accessible at the Internet address <https://ir.teamviewer.com/agm>.

### 3. Company website and documents and information available there

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting will be available on the company's website at <https://ir.teamviewer.com/agm> from the time the Annual General Meeting is convened.

Any requests for additions to the agenda, counter motions and election proposals from shareholders that are received by the company and require publication will also be made available on the above-mentioned website. The voting results will also be published at this Internet address after the Annual General Meeting.

The password-protected InvestorPortal, which enables duly registered shareholders to exercise their voting rights before and during the Annual General Meeting, can also be accessed via the aforementioned website. Via the InvestorPortal, duly registered shareholders can connect electronically to the virtual Annual General Meeting on June 7, 2024 from 11:00 a.m. (CEST) and follow it live in full length in video and audio (participation), as well as exercise their shareholder rights. Shareholders can exercise their voting rights by means of electronic absentee voting and by granting a proxy. Shareholders connected to the meeting electronically will be granted the right to speak and obtain information as well as the right to submit motions and election proposals by means of video communication. They will also be able to submit statements and object to a resolution of the Annual General Meeting by means of electronic communication.

The speeches of the Chairman of the Supervisory Board and the Chairman of the Management Board, but not the entire virtual Annual General Meeting, will be available as a recording on the company's website <https://ir.teamviewer.com/agm> after the Annual General Meeting.

The details are explained in more detail below.

### 4. Requirements for participation in the virtual Annual General Meeting and the exercise of shareholder rights, in particular voting rights (with record date pursuant to § 123 (4) sentence 2 AktG and its significance)

#### Registration and proof of shareholding

Only those shareholders are entitled to participate in the virtual Annual General Meeting and to exercise shareholder rights, in particular voting rights, who register with the company in text form (§ 126b BGB) in German or English at the following address in accordance with § 16 of the company's Articles of Association and who send the company special proof of their shareholding issued by their custodian bank in text form (§ 126b BGB) in German or English at this address (duly registered shareholders):

TeamViewer SE  
c/o Computershare Operations Center  
80249 Munich

or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Proof of share ownership in text form (§ 126b BGB) by the last intermediary in accordance with § 67c (3) AktG is sufficient in any case. Pursuant to § 16 (4) of the company's Articles of Association, the proof of shareholding must refer to the beginning of the 21st day before the Annual General Meeting, i.e. May 17, 2024 (0:00 a.m. (CEST)), which corresponds to the close of business on the 22nd day before the Annual General Meeting pursuant to § 123 (4) sentence 2 AktG in the version of the German Stock Corporation Financing Act. 4 sentence 2 AktG in the version of the Act on the Financing of Future Investments (Future Financing Act - ZuFinG) (Federal Law Gazette 2023 I No. 354), i.e. May 16, 2024 (midnight (CEST) - so-called "record date").

The registration and proof must be received by the company at the above address at least six days before the Annual General Meeting, i.e. by the end of May 31, 2024 (24:00 hours (CEST)) at the latest.

In relation to the company, only those who have registered in due form and time and have provided proof of share ownership are deemed to be shareholders for the purposes of attending the Annual General Meeting or exercising shareholder rights. If this proof is not provided or not provided in the proper form, the company may reject the shareholder.

The entitlement to participate in the Annual General Meeting and the scope of shareholder rights are based on the shareholder's shareholding on the record date. The record does not have a blocking effect on the potential sale of the shares. Acquisitions and disposals of shareholdings after the record date have no effect on the entitlement to exercise shareholder rights, to participate in the Annual General Meeting or on the scope of voting rights. Acquisitions of shares made after the record date do not entitle the holder to attend or exercise shareholder rights at the Annual General Meeting. Persons who do not yet hold any shares on the record date and only become shareholders after this date are only entitled (in particular entitled to vote) for the shares they hold if they have been authorized by the previous shareholder or have been authorized to exercise rights. The record date has no significance for dividend entitlement.

After receipt of the registration and proof of shareholding by the company, the shareholders or their proxies will be sent confirmation of registration for the exercise of rights in relation to the Annual General Meeting, including individual access data for the InvestorPortal for the purpose of attending the Annual General Meeting and exercising shareholder rights. Participation in the virtual Annual General Meeting takes place by electronic connection via the InvestorPortal. Duly registered shareholders or their proxies can exercise their shareholder rights via the InvestorPortal.

We ask shareholders to ensure that they register and provide proof of share ownership to the company in good time.

### **Exercise of voting rights**

The exercise of voting rights requires registration and proof of share ownership in accordance with the above provisions. Shareholders or their proxies may only exercise their voting rights by means of electronic absentee voting or by authorizing the company's proxies accordingly.

### **Procedure for voting by electronic absentee ballot**

Shareholders who have duly registered in accordance with the above provisions and provided proof of their shareholding may exercise their voting rights - in person or by proxy - by electronic postal vote via the InvestorPortal.

Votes will be cast electronically in accordance with the procedure provided for this purpose via the InvestorPortal, which can be accessed via a link on the company's website at <https://ir.teamviewer.com/agm>. Postal votes can be cast, changed or revoked via the InvestorPortal until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on June 7, 2024.

### **Exercise of shareholder rights by an authorized representative**

Shareholders may also have their voting rights or their right to participate in the Annual General Meeting exercised by a proxy, e.g. by the custodian bank or a shareholders' association. Timely registration by the shareholder and submission of proof of share ownership - as described above under "Registration and proof of share ownership" - are also required in the case of proxy voting.

The granting of a proxy, its revocation and proof of authorization must be in text form (for the exceptions for proxies pursuant to § 135 AktG, see “Proxy voting by intermediaries and persons acting in the course of business (§ 135 AktG)” below). The proxy online form (IVF) available on the company’s website at <https://ir.teamviewer.com/agm> can be used to grant proxy authorization.

The power of attorney and its revocation can be sent to the company in text form exclusively to the following address (by post or e-mail):

TeamViewer SE  
c/o Computershare Operations Center  
80249 Munich

or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de).

You can also nominate a third party via our InvestorPortal at <https://ir.teamviewer.com/agm> under the heading “Authorization of a third party” in the dialog fields provided there and confirm their authorization or issue the power of attorney in text form to the authorized representative.

If the proxy is granted in text form to the authorized representative, proof of authorization in text form is required vis-à-vis the company - unless otherwise stipulated in § 135 AktG (see “Proxy voting by intermediaries and persons acting in the course of business (§ 135 AktG)” below). Proof of authorization can be sent to the company at the above address, including the electronic communication channel (email) specified there.

Authorized representatives cannot physically participate in the virtual Annual General Meeting. They can only exercise the voting rights for shareholders they represent by postal vote or by granting (sub)authorization to the proxies appointed by the company. The use of the InvestorPortal by a proxy requires that the proxy receives the corresponding access data.

### **Proxy voting by intermediaries or persons acting in the course of business (§ 135 AktG)**

If a proxy is granted to an intermediary, a shareholders’ association or a person or institution equivalent to these with regard to the exercise of voting rights in accordance with the provisions of the German Stock Corporation Act, the granting and revocation of a proxy does not require text form in accordance with the statutory provisions. In this case, it is sufficient if the proxy declaration is verifiably recorded by the authorized representative. Intermediaries and shareholders’ associations as well as persons and institutions equivalent to them pursuant to § 135 AktG may stipulate different regulations for their own authorization; please consult with the persons to be authorized in this regard. Separate proof of authorization to the company is not required in this case.

### **Authorization of proxies of the company**

We offer all shareholders the opportunity to be represented by our proxies. If the proxies appointed by the company are authorized, they must always be given instructions on how to exercise voting rights. The authorization and instructions must be issued in text form. The proxy authorization and instruction form included on the registration confirmation can be used to issue them. This can also be downloaded from the company’s website at <https://ir.teamviewer.com/agm>. Proxies and instructions can be submitted to the company by June 6, 2024 (24:00 hours (CEST)) at the following address (by post or e-mail)

TeamViewer SE  
c/o Computershare Operations Center  
80249 Munich

or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The revocation of the power of attorney and changes to instructions must also be sent in text form to the above address by June 6, 2024 (24:00 hours (CEST)). In addition, the proxies appointed by the company can be authorized via our access-protected InvestorPortal at <https://ir.teamviewer.com/agm>. This latter option is available until the time announced by the chairman of the meeting at the virtual Annual General Meeting on June 7, 2024. However, the proxies cannot be authorized to exercise the shareholders’ right to ask questions, to submit motions or to raise objections.

### **Supplementary regulations on the exercise of voting rights**

If the company receives different declarations on the exercise of voting rights for the same shareholding via different transmission channels, only the last declaration received will be taken into account. If an individual vote is held on an Agenda Item without this having been communicated in advance of the Annual General Meeting, any instructions previously issued to the proxies to exercise voting rights on this Agenda Item as a whole or a vote cast by postal vote on this

Agenda Item as a whole shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is changed or revoked.

## 5. Further rights of shareholders

### **Requests for additions to the agenda pursuant to Art. 56 SE Regulation, § 50 (2) SEAG, § 122 (2) AktG**

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

The request must be addressed exclusively in writing to the company's Management Board and must be received by the company at least 30 days prior to the Annual General Meeting, i.e. by the end of May 7, 2024 (24:00 hours (CEST)) at the latest. Requests for supplements received after this date will not be considered.

Requests for additions to the agenda should be sent to the following address:

TeamViewer SE  
- Management Board -  
Bahnhofplatz 2  
73033 Göppingen

The announcement and forwarding of requests for additions in due form and time are carried out in the same way as for the convocation.

### **Countermotions and election proposals from shareholders in accordance with §§ 126 (1), 127 AktG**

Shareholders may submit countermotions to proposals by the Management Board and/or Supervisory Board on specific Agenda Items as well as nominations for the election of the auditor and a member of the Supervisory Board. Countermotions must be accompanied by a justification; no justification is required for election proposals. Countermotions to the agenda and election proposals must be sent exclusively to the following address:

TeamViewer SE  
Investor Relations  
Bahnhofplatz 2  
73033 Göppingen

or by e-mail: [ir@teamviewer.com](mailto:ir@teamviewer.com).

Countermotions and election proposals received by the company at the aforementioned address by the end of May 23, 2024 (24:00 hours (CEST)) at the latest will be made available on the company's website at <https://ir.teamviewer.com/agm> immediately after receipt, subject to the further requirements of §§ 126 and 127 AktG, including the name of the shareholder and - in the case of motions - the reasons. Any statements by the management will also be published at the above Internet address.

Countermotions and election proposals to be made available are deemed to have been submitted at the time of their publication in accordance with § 126 (4) AktG. This applies accordingly to motions on Agenda Items that are subsequently placed on the agenda by separate announcement on the basis of a supplementary motion by shareholders pursuant to § 122 (2) AktG. The right to vote on such motions or election proposals can be exercised as soon as the requirements for participation and exercise of voting rights set out above have been met. If the shareholder who has submitted the motion or election proposal is not duly authorized and registered for the Annual General Meeting, the motion does not have to be dealt with at the virtual Annual General Meeting.

Countermotions and election proposals can also be submitted during the virtual Annual General Meeting as part of the speech by means of video communication.



## **Right to submit statements in accordance with § 130a (1) to (4) AktG**

Shareholders who have duly registered for the virtual Annual General Meeting have the right to submit statements on the items on the agenda in text form prior to the Annual General Meeting by means of electronic communication. Such statements must be submitted by June 1, 2024, 24:00 hours ((CEST) receipt) at the latest. Statements in text form must be submitted within this period exclusively by e-mail to

[hv2024-stellungnahme@teamviewer.com](mailto:hv2024-stellungnahme@teamviewer.com)

to be submitted.

We request that the scope of statements be limited to an appropriate level to enable shareholders to properly review the statements. A volume of 10,000 characters (including spaces) should serve as a guide. Only one written statement per shareholder is permitted. Written statements must be submitted exclusively in German or English and will not be translated. By submitting a statement, the shareholder or their proxy agrees that the statement will be made available on the website <https://ir.teamviewer.com/agm>, stating their name.

It should be noted that there is no legal entitlement to the publication of a written statement prior to or during the Annual General Meeting. In particular, the company reserves the right not to publish written statements with offensive or criminally relevant content, obviously false or misleading content or without any reference to the agenda of the Annual General Meeting as well as written statements with a length of 10,000 characters (including spaces) or not submitted by the above-mentioned date as stated above.

The statements submitted will be made available to all duly registered shareholders at the latest four days before the Annual General Meeting, i.e. by June 2, 2024, 24:00 (CEST), at the Internet address <https://ir.teamviewer.com/agm>, stating the name of the submitting shareholder or their authorized representative, provided that they meet the above requirements and must also be made accessible in accordance with the statutory provisions.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with § 131 (1a) AktG. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered in the virtual Annual General Meeting. These are to be submitted or declared exclusively via the separate channels specified in this invitation.

## **Right to speak in accordance with § 130a (5) and (6) AktG**

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the meeting by means of video communication. Motions and election proposals pursuant to § 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to § 131 AktG may form part of the speech.

From the start of the Annual General Meeting at the latest, the InvestorPortal at <https://ir.teamviewer.com/agm> will be used to set up a virtual registration table where shareholders or their proxies can register their speech. A camera and microphone must be available on the end devices for speeches, which can be accessed from the browser. The chairman of the meeting will explain the procedure for requesting and giving the floor at the virtual Annual General Meeting in more detail.

In accordance with § 130a (6) AktG, the company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

## **Right to information pursuant to § 131 (1) AktG**

Upon verbal request at the Annual General Meeting, the Management Board must provide each shareholder with information on the company's affairs, including legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for a proper assessment of the Agenda Item and there is no right to withhold information pursuant to § 131 (3) AktG. Shareholders or their proxies also have the right to ask questions at the virtual Annual General Meeting about all answers provided by the Management Board (§ 131 (1d) AktG).

The right to information in accordance with § 131 AktG can only be exercised in the virtual Annual General Meeting by means of video communication via the InvestorPortal, provided that the chair of the meeting determines this accordingly in accordance with § 131 (1f) AktG. It is intended that such a determination will be made by the chairman of the meeting in the virtual Annual General Meeting. A requirement by the Management Board pursuant to § 131 (1a) AktG that questions must be submitted in advance of the virtual Annual General Meeting is expressly not provided for. Accordingly, the right to information can be exercised in the virtual Annual General Meeting without the restrictions that are provided for by law in the event of such a requirement.

In order to ensure the orderly conduct of the Annual General Meeting, the chairman of the meeting is authorized in accordance with § 17 (3) of the Articles of Association to impose reasonable time limits on the shareholders' right to speak and ask questions.

## **Objection to a resolution pursuant to § 118a (1) sentence 2 no. 8 in conjunction with § 245 AktG**

Duly registered shareholders who have joined the Annual General Meeting electronically and who have exercised their voting rights themselves by means of electronic communication or through a proxy may object to resolutions of the Annual General Meeting electronically from the beginning to the end of the Annual General Meeting via the company's InvestorPortal, which can be accessed at <https://ir.teamviewer.com/agm>.

### **6. Further explanations on shareholder rights**

Further information on the rights of shareholders in accordance with Article 56 SE Regulation, § 50 (2) SE-AG §§ 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 no. 8 in conjunction with § 245 AktG can be found on the website <https://ir.teamviewer.com/agm>.

### **7. Transmission of the Annual General Meeting, report of the Chairman of the Management Board and the Chairman of the Supervisory Board**

The Annual General Meeting on June 7, 2024 will be broadcast live in full length in audio and video for shareholders and their proxies via the password-protected InvestorPortal from 11:00 a.m. (CEST).

Both the opening of the Annual General Meeting and the speeches by the Chairman of the Management Board and the Chairman of the Supervisory Board can also be followed live by other interested parties via the company's website at <https://ir.teamviewer.com/agm>. After the Annual General Meeting, this public part, but not the entire Annual General Meeting, will be available on the same website.

Shareholders should be given the opportunity to respond to the CEO's speech with their questions. For this reason, the preliminary manuscript of the speech by the Chairman of the Management Board is expected to be made available on the company's website at <https://ir.teamviewer.com/agm> from May 31, 2024 on a voluntary basis and without any associated requirement pursuant to § 131 (1a) AktG to submit questions in advance of the Annual General Meeting. The speech given during the Annual General Meeting may deviate from this advance manuscript, particularly if this should become necessary due to current developments. The spoken word shall prevail.

The live broadcast and the electronic connection to the Annual General Meeting do not enable participation in the Annual General Meeting within the meaning of § 118 (1) sentence 2 AktG or the exercise of voting rights by means of electronic participation within the meaning of § 118a (1) sentence 2 no. 2 AktG.

### **8. Further information on the votes**

The planned votes on Agenda Items 2 to 4 and 6 to 14 are binding (BV), the planned vote on Agenda Item 5 is of a recommendatory nature (AV) within the meaning of Table 3 of Implementing Regulation (EU) 2018/1212. It is possible to vote yes (approval) or no (rejection) or to abstain from voting (abstention).

### **9. Information on data protection**

If you register for the Annual General Meeting, issue a proxy, participate in the virtual Annual General Meeting or submit information in advance of the Annual General Meeting, we collect personal data (e.g. name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and voting card number) about you and/or your proxy. This is done to enable shareholders or their proxies to connect to and exercise their rights in connection with the virtual Annual General Meeting.

is responsible for the processing of your personal data:

TeamViewer SE  
Bahnhofplatz 2  
73033 Göppingen

E-mail: [ir@teamviewer.com](mailto:ir@teamviewer.com)

If we use service providers to carry out the virtual Annual General Meeting, they will only process your personal data on our behalf and are otherwise obliged to maintain confidentiality.

If the legal requirements are met, every data subject has the right of access, rectification, restriction, erasure and, where applicable, objection to the processing of their personal data at any time, as well as the right to data portability and the right to lodge a complaint with a competent data protection supervisory authority.

Further information on the handling of your personal data in connection with the virtual Annual General Meeting and on your rights under the EU General Data Protection Regulation can be found at any time on the company's website at <https://ir.teamviewer.com/agm> or requested from the following address: TeamViewer SE, Bahnhofplatz 2, 73033 Göppingen, Germany, e-mail: [ir@teamviewer.com](mailto:ir@teamviewer.com).

## **10. Technical information on the virtual Annual General Meeting**

To participate in the virtual Annual General Meeting, use the InvestorPortal and exercise shareholder rights, you need an internet connection and an internet-enabled device. A stable internet connection with a sufficient transmission speed is recommended in order to be able to optimally reproduce the video and audio transmission of the Annual General Meeting.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones. If you wish to exercise your right to speak in accordance with § 130a (5) and (6) AktG or your right to information in accordance with § 131 (1) AktG, you will also need a camera and a microphone.

To access the company's password-protected InvestorPortal, you will need your individual access data, which you will receive with your registration confirmation. You can use this access data to log in to the InvestorPortal on the login page.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) before the start of the Annual General Meeting.

Shareholders will receive further details on the InvestorPortal and the terms and conditions of registration and use together with the confirmation of registration or on the Internet at <https://ir.teamviewer.com/agm>.

## **11. Note on the availability of image and sound transmission**

Duly registered shareholders will be able to follow the Annual General Meeting live in full length via the InvestorPortal on June 7, 2024, from 11:00 a.m. (CEST). The video and audio transmission of the virtual Annual General Meeting and the availability of the InvestorPortal may be subject to fluctuations according to the current state of the art due to restrictions in the availability of the telecommunications network and the restriction of Internet services from third-party providers, over which the company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the Internet services used, the third-party network elements used, the transmission of images and sound, or access to the InvestorPortal and its general availability. The company also accepts no responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, unless there is intent. For this reason, the company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage. If data protection or security considerations make it absolutely necessary, the chairperson of the Annual General Meeting must reserve the right to interrupt or completely suspend the virtual Annual General Meeting.

Göppingen, April 2024

**TeamViewer SE**  
**The Management Board**



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Bahnhofplatz 2  
73033 Göppingen  
Germany

[www.teamviewer.com](http://www.teamviewer.com)