



**Convenience translation**

**This translation is a working translation only. Legally binding and relevant is solely the German version.**

TeamViewer AG, Göppingen

ISIN DE000A2YN900 (WKN A2YN90)

**Annual General Meeting of TeamViewer AG**

**on 15 June 2021**

**(virtual Annual General Meeting)**

**Explanations in accordance with section 121(3) sentence 3 no. 3 AktG on the rights of shareholders pursuant to sections 122(2), 126(1), 127 and 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C19-AuswBekG (as defined below)**

The convening notice of the Annual General Meeting of TeamViewer AG already contains information about the rights of the shareholders according to sections 122(2), 126(1), 127, 131(1) of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with section 1(2) sentence 1 no. 3 of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie; C19-AuswBekG*). The following information serves to further explain these rights.

**I. Supplementary Motions to the Agenda at the Request of a Minority pursuant to Section 122(2) AktG**

Shareholders whose shares together amount to one-twentieth of the share capital or the 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 grounds or a draft resolution.

The request must be addressed in writing (section 126 German Civil Code (*Bürgerliches Gesetzbuch* - **BGB**)) to the Management Board of the company, whereby each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the company at least 30 days prior to the meeting, i.e. by the end of 15 May 2021 (24:00 hours (CEST)) at the latest. Requests for supplements received after this date will not be considered.

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

TeamViewer AG  
- Vorstand -  
Bahnhofsplatz 2  
73033 Göppingen

In accordance with section 122(2) in conjunction with para. 1 AktG, the shareholders concerned must prove that they have held the required number of shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request. Section 70 AktG applies to the calculation of the period of share ownership; Section 121(7) AktG applies accordingly to the calculation of the period.

Notice and delivery of requests for additions to the agenda will be made in the same manner as for the convening of the annual general meeting. They will also be made available on the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> and communicated to the shareholders.

The provisions of the German Stock Corporation Act underlying these shareholder rights are as follows:

**Section 122 AktG Convening the Annual General Meeting upon a Corresponding Demand being made by a Minority (extract)**

- (1) The annual general meeting is to be convened wherever shareholders, whose shares, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the annual general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121(7) shall apply *mutatis mutandis*.
- (2) In the same way, shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000 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 within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, prior to the annual general meeting; the day of receipt shall not be included in calculating the period.

## **II. Countermotions and Nominations by Shareholders in Accordance with Sections 126(1) and 127 AktG**

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

TeamViewer AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
e-mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Counter-motions and election proposals received by the Company at the above address by no later than the end of 31 May 2021 (24:00 hours (CEST)) will be made available on the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> subject to the further requirements of sections 126, 127 AktG, including the name of the shareholder and - in the case of motions - the statement of grounds without delay after receipt. Any comments by the management will also be published at the above Internet address.

The Company may refrain from publishing a counter-motion and its statement of grounds as well as an election proposal if one of the grounds for exclusion pursuant to section 126(2) AktG applies. The grounds for exclusion within the meaning of section 126(2) AktG relate to counter-motions that are unlawful, contrary to the Articles of Association or abusive and apply mutatis mutandis to election proposals (section 127 sentence 1, section 126(2) AktG).

The Management Board reserves the right to combine counter-motions and their statement of grounds if several shareholders submit countermotions on the same resolution subject matter.

Except in the cases specified in section 126(2) AktG, publication of nominations may also be omitted in accordance with section 127(3) AktG if the nomination does not contain the information specified in section 124(3) sentence 4, i.e. if the nomination does not contain the name, profession and place of residence of the person proposed.

Counter-motions and election proposals received by the Company from duly registered shareholders via the AGM Portal accessible at the Internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> by no later than the end of 31 May 2021, 24:00 hours (CEST), will be considered as having been submitted during the virtual Annual General Meeting.

The provisions of the German Stock Corporation Act underlying these shareholder rights are as follows:

## Section 126 AktG Motions by Shareholders

- (1) Motions by shareholders, including the name of the shareholder, the statement of grounds and comment by the management, if any, shall be made available to the beneficiaries named in section 125(1) to 3 under the conditions specified therein if the shareholder has sent a counter-motion against a proposal of the Management Board and Supervisory Board on a specific item on the agenda, together with a statement of grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the date of the annual general meeting of the company. The day of receipt shall not be counted. In the case of listed companies, the information must be made available on the company's website. Section 125(3) shall apply *mutatis mutandis*.
- (2) A counter-motion and the grounds for which it is being made need not be made accessible
  1. insofar as the Management Board would render itself liable to prosecution by making such information available,
  2. if the countermotion would lead to a resolution of the annual general meeting that would be contrary to the law or the Articles of Association,
  3. if the statement of reasons contains statements which are manifestly false or misleading in material respects or if it is defamatory,
  4. if a counter-motion of the shareholder based on the same facts has already been made available to an annual general meeting of the Company pursuant to section 125,
  5. if the same counter-motion of the shareholder with essentially the same grounds has already been made accessible to at least two annual general meetings of the Company pursuant to section 125 within the past five years and less than one-twentieth of the share capital represented voted in favour of it at the annual general meeting,
  6. if the shareholder indicates that he will not participate in the annual general meeting and will not be represented by a proxy, or
  7. if the shareholder has failed to make or cause to be made a countermotion communicated by him at two annual general meetings within the last two years.

The statement of reasons need not be made accessible if it is longer than 5000 characters in total.
- (3) If several shareholders submit counter-motions on the same subject matter of the resolution, the Management Board may combine the countermotions and their reasons.

### **Section 127 AktG Election Proposals by Shareholders (excerpt)**

Section 126 shall apply *mutatis mutandis* to a shareholder's proposal for the election of Supervisory Board members or auditors. The nomination does not need to be substantiated. The Management Board does not need to make the nomination accessible even if the nomination does not contain the information required under section 124(3) sentence 4 and section 125(1) sentence 5.

### **Section 124 AktG Publication of Requests for Supplements; Proposals for Resolutions (excerpt)**

- (3) (*Sentence 4:*) The nomination for the election of Supervisory Board members or auditors must state their names, profession and place of residence.

### **III. Shareholders' right to Information or Possibility to ask Questions pursuant to Section 131(1) AktG in conjunction with Section 1(2) sentence 1 no. 3 C19-AuswBekG**

Duly registered shareholders have the opportunity to ask questions by means of electronic communication (cf. section 1(2) sentence 1 no. 3 of the C19-AuswBekG). Any questions must be submitted via the Company's AGM Portal accessible at the Internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> at the latest two days before the Annual General Meeting, i.e. by the end of 13 June 2021, 24:00 hours (CEST). The "*Fragen einreichen*" (submit questions) button in the AGM Portal is provided for this purpose. It is not possible to submit questions by any other means of transmission.

Questions may not be submitted after the above deadline. Likewise, questions cannot be submitted during the Annual General Meeting. In principle, it is planned to disclose the name of the person asking the question when answering the questions. Please also note the more detailed explanations on shareholder rights and data protection at the end of the convening notice.

The provisions of the C19 AuswBekG underlying these shareholder rights are as follows:

### **Section 1 Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Associations (excerpt)**

- (1) Decisions on the participation of shareholders in the annual general meeting by means of electronic communication in accordance with section 118(1) sentence 2 of the German Stock Corporation Act (AktG) (electronic participation), the casting of votes by means of electronic communication in accordance with section 118(2) of the German Stock Corporation Act (AktG) (absentee voting), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with section 118(3) sentence 2 of the German Stock Corporation Act (AktG) and the approval of video and audio transmission in accordance with section 118(4) of the German Stock Corporation Act (AktG) may also be made by the Management Board of the Company without authorisation by the Articles of Association or rules of procedure.

- (2) The Management Board may decide that the meeting is held as a virtual annual general meeting without the physical presence of shareholders or their proxies, provided that
1. the video and audio transmission of the entire meeting takes place,
  2. the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,
  3. the shareholders are given the right to ask questions by way of electronic communication,

the shareholders who have exercised their voting rights in accordance with No. 2 are given the opportunity to object to a resolution of the annual general meeting, in deviation from Section 245 No. 1 of the German Stock Corporation Act (AktG), waiving the requirement to appear in person at the annual general meeting. The Management Board shall decide, at its due and sole discretion, which questions to answer and how to answer them; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting.

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