

Annual General Meeting of TeamViewer SE

on June 7, 2024

(virtual Annual General Meeting)

Notes on the rights of shareholders

The convening notice already contains information on the rights of shareholders in accordance with Article 56 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), § 50 para. 2 of the German SE Implementation Act ("SEAG"), § 122 para. 2 of the German Stock Corporation Act ("AktG"), §§ 126, 127 AktG, 130a AktG, § 118a para. 1 sentence 2 no. 8 in conjunction with § 245 AktG. The following explanations serve to further clarify these regulations.

1. Requests for additions to the agenda (Art. 56 SE Regulation, § 50 para. 2 SEAG, § 122 para. 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. A 90-day pre-ownership period of the aforementioned minimum shareholding within the meaning of § 122 para. 2 sentence 1 in conjunction with para. 1 sentence 3 AktG is not required. Para. 1 Sentence 3 AktG is not a prerequisite for a request for additions to the SE in accordance with § 50 Para. 2 SEAG.

The request for additions must be addressed to the Executive Board in writing and must be received by the company at least 30 days before 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 -
Bahnhofsplatz 2
73033 Göppingen

Additions to the agenda that are to be announced - unless they have already been announced with the convening notice - will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They will also be made available to shareholders on the company's website at www.ir.teamviewer.com/hv and communicated in accordance with § 125 AktG.

The provisions of the SE Regulation, the SEAG and the AktG on which this shareholder right is based are as follows:

Article 56 SE Regulation

¹The addition of one or more items to the agenda for a General Meeting may be requested by one or more shareholders, provided that their share of the subscribed capital is at least 10%. ²The procedures and deadlines for this request shall be determined in accordance with the national law of the state in which the SE has its registered office or, in the absence of such provisions, in accordance with the SE's Articles of Association. ³The statutes or the law of the Member State in which the registered office is situated may provide for a lower percentage under the same conditions as for public limited companies.

§ 50 SEAG Convening and supplementing the agenda at the request of a minority (excerpt)

(2) The addition of one or more items to the agenda for an Annual General Meeting may be requested by one or more shareholders if their shareholding reaches 5% of the share capital or the proportionate amount of EUR 500,000.

§ 121 AktG General (excerpt)

(7) ¹In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included. ²A postponement from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. ³§§ 187 to 193 of the German Civil Code shall not apply accordingly. ⁴In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.

§ 122 AktG Convening a meeting at the request of a minority (excerpt)

(1) ¹The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the Management Board. ²The Articles of Association may link the right to request the convening of the Annual General Meeting to another form and to the holding of a lower proportion of the share capital. ³The applicants must prove that they have held the 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. ⁴§ 121 (7) shall apply accordingly.

(2) ¹In the same way, shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. ²Each new item must be accompanied by a statement of reasons or a draft resolution. ³The 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, before the meeting; the day of receipt is not included.

§ 124 AktG General (excerpt)

(1) ¹If the minority has requested that items be placed on the agenda in accordance with § 122 para. 2, these must be announced either when the meeting is convened or otherwise immediately after receipt of the request. ²§ 121 para. 4 applies accordingly; in addition, § 121 para. 4a applies accordingly for listed companies. ³Announcement and forwarding must be carried out in the same way as for the convocation.

2. Countermotions and election proposals (§§ 126, 127 AktG)

Every shareholder is entitled to submit countermotions to items on the agenda or nominations for election.

The company will make shareholder motions to be made accessible, including the name of the shareholder, any justification and any statement by the management, available at www.ir.teamviewer.com/hv if the shareholder has sent the company an admissible counter-motion against a proposal by the Management Board and Supervisory Board on a specific item on the agenda to the following address at least 14 days before the meeting, i.e. by the end of May 23, 2024 (24:00 hours (CEST)) at the latest:

TeamViewer SE
Investor Relations
Bahnhofsplatz 2
73033 Göppingen

or by e-mail: ir@teamviewer.com.

The company may refrain from publishing a countermotion and any grounds if one of the exclusion criteria pursuant to § 126 para. 2 sentence 1 AktG applies. The grounds for a countermotion need not be made accessible if they exceed a total of 5,000 characters. The Management Board reserves the right to summarize countermotions and their justifications if several shareholders submit countermotions on the same subject of the resolution.

The above statements, including the deadline for making the election proposal accessible (receipt by May 23, 2024, 24:00 hours (CEST) at the latest), apply mutatis mutandis to election proposals by shareholders pursuant to § 127 AktG; the election proposal does not need to be substantiated. The Management Board must submit the election proposal in accordance with § 127 sentence 3 AktG in conjunction with §§ 124 para. 3 sentence 4, 125 para. 1 sentence 5 AktG if the proposal does not contain the name, profession and place of residence of the proposed person and, in the case of an election of Supervisory Board members, additional information on their membership of other statutory supervisory boards.

Shareholders are requested to provide proof of their shareholder status at the time of sending the countermotion or election proposal.

Countermotions or election proposals to be made available are deemed to have been submitted at the virtual Annual General Meeting at the time they are made available. The right to vote on such motions can be exercised, even before the Annual General Meeting, as soon as the requirements for exercising voting rights are met. If the shareholder who has submitted the motion is not duly authorized and registered for the Annual General Meeting, the motion does not have to be dealt with at the meeting.

The right of every shareholder who is connected to the Annual General Meeting electronically to submit motions and election proposals for a specific agenda item at the Annual General Meeting by means of video communication, even without prior transmission to the company (§§ 118a para. 1 sentence 2 no. 3, 130a para. 5 AktG), remains unaffected.

The provisions of the German Stock Corporation Act on which this shareholder right is based, which also determine the conditions under which countermotions and election proposals may not be made available, are as follows in extract form:

§ 126 AktG Motions by shareholders

(1) ¹Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, must be made available to the authorized persons specified in § 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. ²The day of receipt shall not be counted. ³In the case of listed companies, access must be provided via the company's website. ⁴§ 125 para. 3 applies accordingly.

(2) ¹A counter-motion and its grounds need not be made accessible,

1. to the extent that the Executive Board would make itself liable to prosecution by making it accessible,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that is contrary to the law or the Articles of Association,
3. if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults,
4. if a countermotion of the shareholder based on the same facts has already been made available to a General Meeting of the company in accordance with § 125,
5. if the same counter-motion of the shareholder with essentially the same justification has already been made available to at least two Annual General Meetings of the company in the last five years in accordance with § 125 and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
6. if the shareholder indicates that he will not attend the Annual General Meeting and will not be represented, or
7. if the shareholder has not submitted a countermotion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

²The statement of grounds need not be made accessible if it exceeds a total of 5,000 characters.

(3) If several shareholders submit countermotions on the same subject of the resolution, the Executive Board may summarize the countermotions and their reasons.

(4) ¹In the case of the virtual Annual General Meeting, motions that are to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been submitted at the time they are made accessible. ²The company must ensure that the voting right on these motions can be exercised as soon as the shareholders can provide evidence of the legal or statutory requirements for exercising the voting right. ³If the shareholder who has submitted the motion is not duly authorized and, if registration is required, is not duly registered for the Annual General Meeting, the motion does not have to be dealt with at the meeting.

§ 127 Nominations by shareholders (excerpt)

¹§ 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. ²The nomination need not be substantiated. ³The Management Board need not

make the nomination accessible even if the nomination does not contain the information pursuant to § 124 para. 3 sentence 4 and § 125 para. 1 sentence 5. (...)

§ 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)

(3) (...)⁴ The proposal for the election of Supervisory Board members or auditors must state their name, profession and place of residence. (...)

§ 125 Notifications for shareholders and Supervisory Board members

(1) (...)⁵ In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

§ 118a AktG Virtual Annual General Meeting (excerpt)

(1) (...)² If a virtual Annual General Meeting is held, the following requirements must be met:

(...)

3. shareholders connected electronically to the meeting are granted the right to submit motions and election proposals by means of video communication at the meeting, (...)

§ 130a AktG Right to comment and speak at virtual Annual General Meetings (excerpt)

(5)¹ Shareholders connected to the meeting electronically shall be granted the right to speak at the meeting by means of video communication. (...)³ Motions and election proposals pursuant to § 118 para. 1 sentence 2 no. 3 (...) may form part of the speech. (...)

3. Right to submit statements (§ 130a (1) to (4) AktG)

Shareholders who have duly registered for the Annual General Meeting or their authorized representatives have the right to submit statements on the agenda items in text form prior to the Annual General Meeting by means of electronic communication via the InvestorPortal at www.ir.teamviewer.com/hv. The access data for using the InvestorPortal will be sent to shareholders or their proxies after they have duly registered for the Annual General Meeting.

Statements must be submitted no later than five days before the Annual General Meeting, i.e. no later than June 1, 2024, 24:00 (CEST), to

hv2024-stellungnahme@teamviewer.com

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.

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.

Statements submitted that meet these requirements and must be made accessible in accordance with the statutory provisions will be published, disclosing the name of the shareholder or their proxy, no later than four days before the Annual General Meeting, i.e. by June 2, 2024, 24:00 (CEST), in the InvestorPortal, which is only accessible to duly registered shareholders or their proxies with the corresponding access data at www.ir.teamviewer.com/hv.

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.

The provisions of the AktG on which this shareholder right is based are as follows:

§ 118a AktG Virtual Annual General Meeting (excerpt)

(1) (...)² If a virtual Annual General Meeting is held, the following requirements must be met:

(...)

6. shareholders shall be granted the right to submit statements in accordance with § 130a (1) to (4) by means of electronic communication,

§ 130a AktG Right to comment and speak at virtual Annual General Meetings (excerpt)

(1) ¹In the case of a virtual Annual General Meeting, shareholders have the right to submit statements on the agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. ²This right may be restricted to shareholders who have duly registered for the meeting. ³The scope of the statements can be appropriately limited in the convening notice.

(2) Comments must be submitted no later than five days before the meeting.

(3) ¹The statements submitted must be made available to all shareholders no later than four days before the meeting. ²Access may be restricted to shareholders who have duly registered for the meeting. ³In the case of listed companies, access must be provided via the company's website; in the case of sentence 2, access may also be provided via the website of a third party. ⁴§ 126 para. 2 sentence 1 numbers 1, 3 and 6 shall apply accordingly.

(4) § 121 (7) shall apply to the calculation of the time limits specified in subsections 2 and 3 sentence 1.

(...)

4. Right to speak (§§ 118a para. 1 sentence 2 no. 7, 130a para. 5 and 6 AktG), right to information (§§ 118a para. 1 sentence 2 no. 4, 131 AktG) and right to propose motions (§ 118a para. 1 sentence 2 no. 3 AktG) at the Annual General Meeting

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 para. 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/hv> 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 para. 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.

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 refuse to provide information pursuant to § 131 para. 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 para. 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 para. 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.

The chairman of the meeting is authorized to take measures of conduct and order at the Annual General Meeting. This also includes the right to impose reasonable time limits on the shareholders' right to ask questions and speak.

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which the provision of information may be waived, and the relevant provisions of the Articles of Association of TeamViewer SE are as follows:

§ 118a AktG Virtual Annual General Meeting (excerpt)

(1) (...)² If a virtual Annual General Meeting is held, the following requirements must be met:

(...)

3. Shareholders connected to the meeting electronically are granted the right to submit motions and election proposals by means of video communication at the meeting,

4. the shareholders are granted a right to information in accordance with § 131 by means of electronic communication,

(....)

7. Shareholders connected to the meeting electronically shall be granted the right to speak at the meeting by means of video communication in accordance with § 130a (5) and (6),

§ 130a AktG Right to comment and speak at virtual Annual General Meetings (excerpt)

- (5) ¹Shareholders connected to the meeting electronically must be granted the right to speak at the meeting by means of video communication. ²The form of video communication offered by the company must be used for speeches. ³Motions and election proposals pursuant to § 118a para. 1 sentence 2 no. 3, the request for information pursuant to § 131 para. 1, questions pursuant to § 131 para. 1d and other questions pursuant to § 131 para. 1e may form part of the speech. ⁴§ 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between the shareholder and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

§ 131 AktG Shareholder's right to information

- (1) ¹Upon request, the Management Board must provide each shareholder with information on company matters at the Annual General Meeting, insofar as this is necessary for a proper assessment of the agenda item. ²The duty to provide information also extends to the company's legal and business relationships with an affiliated company. ³If a company makes use of the exemptions pursuant to § 266 para. 1 sentence 3, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form that he would have without these exemptions. ⁴The duty of the Management Board of a parent company (§ 290 (1), (2) of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are presented also extends to the situation of the Group and the companies included in the consolidated financial statements.
- (1a) ¹In the case of the virtual Annual General Meeting, paragraph 1 sentence 1 shall apply with the proviso that the Management Board may stipulate that questions from shareholders must be submitted by electronic communication no later than three days before the meeting. ²§ 121 (7) applies to the calculation of the deadline. ² Questions that are not submitted on time do not have to be considered.
- (1b) ¹ The scope of the submission of questions may be appropriately limited in the notice of the meeting. ²The right to submit questions may be restricted to shareholders who have duly registered for the meeting.
- (1c) ¹The company must make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day before the meeting; § 121 (7) applies to the calculation of the deadline. ² In the case of listed companies, the questions must be made available and answered via the company's website. ³§ 126 (2) sentence 1 numbers 1, 3 and 6 shall apply accordingly to the making available of questions. ⁴If the answers are continuously accessible one day before the start of the meeting and during the meeting, the Management Board may refuse to provide information on these questions during the meeting.
- (1d) ¹ Every shareholder connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the Management Board before and during the meeting. ²Paragraph 2 sentence 2 also applies to the right to ask questions.
- (1e) ¹ In addition, every shareholder connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on matters that only arose after

the deadline pursuant to paragraph 1a sentence 1. ²Paragraph 2 sentence 2 also applies to this right to ask questions.

(1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may only be exercised at the Annual General Meeting by means of video communication.

(2) ¹The information must comply with the principles of conscientious and faithful accountability. ²The articles of association or the rules of procedure in accordance with § 129 may authorize the chairman of the meeting to limit the shareholder's right to ask questions and speak for a reasonable period of time and to determine further details.

(3) ¹The Management Board may refuse to provide information,

1. insofar as the provision of the information is likely, according to sound business judgment, to cause a not inconsiderable disadvantage to the company or an affiliated company;
2. insofar as it relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of § 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting approves the annual financial statements;
5. insofar as the Management Board would make itself liable to prosecution by providing the information;
6. insofar as a credit institution, a financial services institution or a securities institution is not required to disclose information on the accounting and valuation methods applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report;
7. insofar as the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting.

²Information may not be refused for other reasons.

(4) ¹If a shareholder has been provided with information outside of the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the agenda item. ²In the case of a virtual Annual General Meeting, it must be ensured that every shareholder connected electronically to the meeting can submit their request in accordance with sentence 1 by means of electronic communication. ³The Management Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 do not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code), a joint venture (§ 310 (1) of the German Commercial Code) or an associated company (§ 311 (1) of the German Commercial Code) provides the information to a parent company (§ 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) ¹If a shareholder is denied information, he may request that his question and the reason for which the information was denied be included in the minutes of the meeting. ²In the case of a virtual Annual General Meeting, it must be ensured that every shareholder connected electronically to the meeting can submit their request in accordance with sentence 1 by means of electronic communication.

§ 17 of the Articles of Association of TeamViewer SE Chair of the Annual General Meeting (excerpt)

- (1) The Chairman of the Supervisory Board or another person appointed by him chairs the Annual General Meeting (chairman of the meeting). In the event that neither the Chairman of the Supervisory Board nor a person appointed by him chairs the meeting, the Chairman of the meeting shall be elected by the Supervisory Board. If the Supervisory Board does not elect the chairman of the meeting, the chairman must be elected by the Annual General Meeting.
- (2) The chairman of the meeting chairs the proceedings and regulates the course of the Annual General Meeting. In doing so, he may make use of the support of assistants, in particular when exercising domiciliary rights. He shall determine the order of speakers and the treatment of agenda items as well as the form, procedure and further details of voting and may, to the extent permitted by law, decide on the combination of factually related resolution items into one voting item.
- (3) The chairman of the meeting is authorized to impose reasonable time limits on the right to speak and ask questions. In particular, he may impose reasonable restrictions on speaking time, question time or the combined speaking and question time as well as the appropriate time frame for the entire Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the Annual General Meeting; this also includes, in particular, the possibility of closing the list of speakers prematurely if necessary and ordering the end of the debate.
- (4) The chairman of the meeting may authorize the partial or complete recording and transmission of the Annual General Meeting in sound and image via electronic and other media. The transmission may also take place in a form to which the public has unrestricted access.

5. Filing of objections (§ 118a para. 1 sentence 2 no. 8 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/hv>.

The provisions of the AktG on which this shareholder right is based are as follows:

§ 118a (1) no. 8 AktG Virtual Annual General Meeting (excerpt)

- (1) ¹The Articles of Association may provide for or authorize the Management Board to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). ²If a virtual Annual General Meeting is held, the following requirements must be met:

(...)

8. Shareholders connected electronically to the meeting are granted the right to object to a resolution of the Annual General Meeting by means of electronic communication.

§ 245 Right of avoidance (excerpt)

CONVENIENCE TRANSLATION

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

¹The following are authorized to contest

1. every shareholder present at the Annual General Meeting if he had already acquired the shares prior to the announcement of the agenda and has declared an objection to the resolution in the minutes;