

Invitation to the Annual General Meeting 2023

TeamViewer SE – Virtual Annual General Meeting | May 24, 2023, 11.00 am



Convenience translation

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

TeamViewer SE Goeppingen ISIN DE000A2YN900 (WKN A2YN90)

Invitation to the Annual General Meeting

(virtual Annual General Meeting)

We hereby invite the shareholders¹ of our Company to this year's

Annual General Meeting

to be held on Wednesday, May 24, 2023, at 11:00 a.m. (CEST).

In accordance with § 26n (1) of the Introductory Act to the Stock Corporation Act (EGAktG) and with the approval of the Supervisory Board, the Annual General Meeting will be held in the form of a virtual Annual General Meeting pursuant to § 118a of the Stock Corporation Act (AktG) without the physical presence of shareholders or their proxies. The entire virtual Annual General Meeting will be published on the internet at

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

The entire virtual Annual General Meeting will be accessible live to duly registered shareholders by video and audio transmission via the Company's password-protected online portal (InvestorPortal). Other interested parties will also be able to follow the opening of the Annual General Meeting and the speeches by the Management Board and Supervisory Board at the above Internet address. Shareholders' voting rights may be exercised - by the shareholders themselves or by their proxies - exclusively by electronic postal vote or by granting power of attorney to the proxies appointed by the Company. The place of the Annual General Meeting within the meaning of § 118a (1) AktG is the administrative headquarters of the Company in 73033 Göppingen, Bahnhofsplatz 2. A physical presence of the shareholders and their proxies, with the exception of the proxies of the Company, at the place of the Annual General Meeting is excluded.

Further details and additional information and instructions on shareholder participation in the Annual General Meeting can be found under Section III following the Agenda.

I. Agenda

- 1. Presentation of the adopted annual financial statements of TeamViewer SE (formerly TeamViewer AG) and the adopted consolidated financial statements of the TeamViewer Group for the 2022 fiscal year; presentation of the management reports of TeamViewer SE (formerly TeamViewer AG) and the TeamViewer Group for the 2022 fiscal year including the explanatory reports on the disclosures pursuant to §§ 289 a, 315 a of the German Commercial Code (HGB); presentation of the report of the Supervisory Board.**

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board on March 8, 2023. The annual financial statements are thus adopted in accordance with § 172 of the German Stock Corporation Act (AktG). In accordance with the statutory provisions, no resolution of the Annual General Meeting on Agenda Item 1 is required. There is no distributable profit on a at the level of the separate financial statements for the fiscal year 2022 of TeamViewer SE to be appropriated by the Annual General Meeting in accordance with § 174 (1) sentence 1 AktG.

¹ For better readability, the generic masculine form is used in the following. All personal designations apply equally to all genders.

The documents on agenda item 1 are available and published on the Company's website at <https://ir.teamviewer.com/agm>.

2. Discharge of the Management Board members of TeamViewer SE (formerly TeamViewer AG) for the fiscal year 2022

The Management Board and the Supervisory Board propose to discharge the members of the Management Board of the Company holding office in the fiscal year 2022 in respect of this period.

3. Discharge of the Supervisory Board members of TeamViewer SE (formerly TeamViewer AG) for the fiscal year 2022

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board of the Company holding office in the fiscal year 2022 in respect of this period.

4. Resolution on the appointment of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor for the audit review of interim financial information

The Supervisory Board proposes - based on the recommendation of its Audit Committee - to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditors of the annual financial statements and consolidated financial statements for the fiscal year 2023, and auditors for any review of the condensed financial statements and interim management report for the first half of the fiscal year 2023, as well as for any review of additional interim financial information within the meaning of § 115 (7) of the German Securities Trading Act (WpHG) during the fiscal year 2023 and until the next Annual General Meeting in 2024.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and that no selection restriction clauses within the meaning of Article 16 (6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public interest entities and repealing Commission Decision 2005/909/EC have been imposed on it.

5. Approval of the Remuneration Report

The Management Board and Supervisory Board of the Company prepare an annual Remuneration Report in accordance with § 162 AktG and submit it to the Annual General Meeting for approval.

The Remuneration Report was audited by the auditors pursuant to § 162 (3) AktG to determine whether the legally required disclosures pursuant to § 162 (1) and (2) AktG had been made.

The Management Board and Supervisory Board propose to approve the Remuneration Report for the fiscal year 2022, which has been prepared and audited in accordance with § 162 AktG.

The Remuneration Report for the 2022 financial year and the auditor's report on its audit can be found under Section II.1 of this Invitation, in the Annual Report for the 2022 financial year, and at <https://ir.teamviewer.com/remuneration>.

6. Extension of the Supervisory Board to eight (8) members and corresponding amendment of the Articles of Association

The Supervisory Board of the Company is to be extended to eight (8) members. This will preserve the full experience of the existing members while at the same time adding complementary expertise and diversity to the Supervisory Board. In addition, a better distribution of the numerous tasks within the Supervisory Board can be ensured in the long term.

The Management Board and the Supervisory Board propose that § 9 (1) of the Articles of Association be amended as follows:

“(1) The Supervisory Board shall consist of eight (8) members elected by the Annual General Meeting, unless otherwise provided by mandatory statutory provisions or an agreement on the involvement of employees pursuant to § 13 (1) sentence 1 SEBG.”

7. Elections to the Supervisory Board

Effective as of the end of the Annual General Meeting to be held on May 24, 2023, the terms of office for Dr. Abraham (Abe) Peled, Axel Salzmann, Dr. Jörg Rockenhäuser and Stefan Dziarski on the Supervisory Board of TeamViewer SE (formerly TeamViewer AG) will end. A new election of shareholder representatives by the Annual General Meeting is therefore necessary.

In addition, Jacob Fønnesbech Aqraou has resigned from his position as a member of the Supervisory Board of TeamViewer SE (formerly TeamViewer AG) as of August 22, 2022. Upon request of the Management Board, the Local Court of Ulm thereupon appointed Ralf W. Dieter as a member of the Supervisory Board on October 17, 2022. As Ralf W. Dieter was appointed by the Court’s order, he shall now also be proposed at the Annual General Meeting for election as a shareholder representative on the Supervisory Board in accordance with the principles of Good Corporate Governance.

In addition - assuming approval by the Annual General Meeting of the expansion of the Supervisory Board to eight members proposed under Agenda Item 6 and corresponding amendment of § 9 (1) of the Articles of Association - the election of two new Supervisory Board members is required. In this context, the proportion of female members on the Supervisory Board will be significantly increased.

The Supervisory Board of TeamViewer SE shall be composed in accordance with Art. 40 para. 2, para. 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 SE Implementation Act (SE-Ausführungsgesetz, SEAG), § 21 para. 3 of the SE Participation Act (SEBG), § 19 of the Agreement on the Participation of Employees in TeamViewer SE (formerly TeamViewer AG) as amended on January 19, 2023 (hereinafter referred to as the “Participation Agreement”), § 5 of the Supplementary Agreement to the Involvement Agreement dated January 19, 2023 (hereinafter referred to as the “Supplementary Agreement”) and § 9 para. 1 of the Articles of Association of the Company currently consists of six (6) members and, after the expansion of the Supervisory Board as proposed under Agenda Item 6 and the corresponding amendment of § 9 (1) of the Articles of Association becomes effective, of eight (8) members who are elected by the Annual General Meeting.

The Supervisory Board proposes - in accordance with the recommendation of the Nomination Committee and Compensation Committee - to elect the following persons as members of the Supervisory Board with effect from the end of the Annual General Meeting on May 24, 2023 for a period until the end of the Annual General Meeting that resolves on ratification of actions for the fiscal year 2026:

- 7.1. Dr. Abraham (Abe) Peled, Washington D.C., United States of America, Partner of Peled Ventures and industry advisor to Hg Capital Private Equity, independent;
- 7.2 Axel Salzmann, Großhansdorf, Germany, Managing Director and CFO of Best Secret GmbH, independent;
- 7.3 Dr. Jörg Rockenhäuser, Frankfurt am Main, Germany, Partner at Permira, Chairman of the DACH region and member of the Global Investment Committee, not independent;
- 7.4 Stefan Dziarski, Frankfurt am Main, Germany, Partner at Permira, not independent;
- 7.5 Ralf W. Dieter, Stuttgart, Germany, Entrepreneur and Managing Partner of RWD Vermögens- und Beteiligungsgesellschaft, independent.

In addition, the Supervisory Board proposes, based on the recommendation of its Nomination Committee and Compensation Committee, that the following persons are elected as members

of the Supervisory Board, in each case with effect from the entry of the amendment to § 9 (1) of the Articles of Association proposed for resolution under Agenda Item 6 and for a period until the end of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the fiscal year 2026:

7.6 Swantje Conrad, Munich, Germany, self-employed consultant and Non-Executive Director, independent;

7.7 Christina Stercken, Munich, Germany, self-employed consultant and Non-Executive Director, independent.

It is intended that Agenda Items 7.1 through 7.7 will be voted on individually.

The election proposals take into account the principles of the requirements of the German Corporate Governance Code (as amended on April 28, 2022, hereinafter referred to as “GCGC”) and thus the objectives specified by the Supervisory Board for its composition in accordance with recommendation C. 1 GCGC, and aim to fulfill the competence profile and diversity concept developed for the entire Supervisory Board.

Stefan Dziarski, Axel Salzmann, Swantje Conrad and Christina Stercken have expertise in the fields of accounting and auditing within the meaning of § 100 (5) AktG.

All candidates are independent within the meaning of the recommendations of the GCGC. The Supervisory Board has also assured itself that all candidates are able to devote the expected amount of time.

It is intended that Ralf W. Dieter, if elected by the Annual General Meeting, will stand for election as Chairman of the Supervisory Board. It is further intended that Ms. Swantje Conrad, in the event of approval by the Annual General Meeting of the expansion of the Supervisory Board to eight members proposed for resolution under Agenda Item 6 and the corresponding amendment of § 9 (1) of the Articles of Association, as well as her election by the Annual General Meeting, will stand for Chair of the Audit Committee.

Supplementary information on Agenda Item 7 pursuant to recommendation C. 13 GCGC

With respect to recommendation C. 13 of the GCGC, it is disclosed that Dr. Jörg Rockenhäuser and Stefan Dziarski are partners at Permira. Permira advises, among others, funds controlling TigerLuxOne S.à r.l. (“TLO”). TLO is a shareholder with a material interest in the Company within the meaning of recommendation C. 13 of the DCGK, holding 20.1% of the voting shares of the Company. The Supervisory Board therefore considers Dr. Jörg Rockenhäuser and Stefan Dziarski as not independent.

With the exception of Dr. Jörg Rockenhäuser and Stefan Dziarski, the Supervisory Board is of the opinion that there are no personal or business relationships between the candidates proposed for election and TeamViewer SE (formerly TeamViewer AG) or its group companies, the corporate bodies of TeamViewer SE (formerly TeamViewer AG), or a significant shareholder with an interest in the Company that would be relevant for the election decision of an objectively judging shareholder.

For transparency reasons, it is disclosed that Axel Salzmann is the CFO and Managing Director of Best Secret GmbH. This company is controlled by funds advised by Permira. These funds are distinct from and not affiliated with the funds controlling TLO. The Supervisory Board considers him to be independent.

The curricula vitae of the proposed candidates, including information on memberships of other statutory supervisory boards, and of comparable German and international supervisory bodies of business enterprises, as well as overviews of their main activities in addition to their Supervisory Board mandate, are listed in Section II.2 following the Agenda and are available from the date convening the Annual General Meeting on <https://ir.teamviewer.com/agm> and in annually updated

form together with the curricula vitae of all other Supervisory Board members on our Company's website <https://ir.teamviewer.com>. A qualification matrix with details is attached following the Agenda under Item II.2 and is available on our website at <https://ir.teamviewer.com/agm>.

8. Resolution on the authorization of the Management Board to hold virtual shareholders' meetings and related amendments to the Articles of Association

Pursuant to § 118a AktG, newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Provisions of July 20, 2022 (Federal Law Gazette of July 26, 2022, page 1166 et seq.), it is possible to provide in the Articles of Association for the General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the General Meeting (so-called virtual General Meeting). The Articles of Association may also authorize the Management Board to provide for the holding of a virtual Annual General Meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five (5) years from registration of the corresponding amendment to the Articles of Association in the Company's commercial register.

The Management Board and the Supervisory Board of TeamViewer SE (formerly TeamViewer AG) are of the opinion that the virtual format of the Annual General Meeting has proven its worth in the past years. For this reason, the possibility of being able to hold Annual General Meetings in virtual format in the future should be maintained. In the format provided for by the new provisions in the Stock Corporation Act, a virtual Annual General Meeting adequately safeguards the rights of shareholders and, in particular, provides for direct interaction between shareholders and Management during the meeting via video communication and electronic communication channels in a manner similar to the conventional in-person Annual General Meeting. However, it makes sense not to directly order the holding of a virtual Annual General Meeting by means of a provision in the Articles of Incorporation. The intention is rather that the Management Board determines in advance of each Annual General Meeting whether the meeting is to be held as a virtual meeting or as a meeting in which shareholders are physically present. I can thus respond to the specific situation and any legal requirements. In making its decision, the Management Board will take into account, among other things, the items on the Agenda, the aim of ensuring the broadest possible and most flexible participation of shareholders (in particular also international investors), cost aspects and sustainability considerations, as well as health protection issues, if any, as part of its weighing decision. If the Management Board decides in favor of the virtual format, as things stand at present it is not intended to provide for questions to be submitted in advance. Instead, shareholders will be able to ask their questions during the Annual General Meeting, as is planned for this year, in same way as at the Annual General Meeting being held in present. For the sake of good order, however, it is pointed out that the Management Board would have to decide anew on the specific form of the right to ask questions each time a virtual Annual General Meeting is convened and, if necessary, revise its current assessment as outlined above.

The Management Board and the Supervisory Board therefore propose adding the following new paragraph 4 to Article 15 of the Articles of Association:

“(4) The Management Board is authorized to provide, for Annual General Meetings to be held up to the end of June 30, 2025, to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). If a virtual Annual General Meeting is held, the legal requirements for this must be complied with. “

9. Resolution on an amendment to the Articles of Association to enable Supervisory Board members to participate in virtual shareholders' meetings by means of video and audio transmission

Pursuant to § 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate in shareholders' meetings by means of audio and video transmission. § 18 (2) of the Articles of Association currently stipulates that, in consultation with the Chairman of the meeting, members of the Supervisory Board are exceptionally permitted to participate in the Annual General Meeting by means of audio and video transmission in cases where they are prevented from attending for business reasons or would have to travel

to the venue of the Annual General Meeting at considerable expense in terms of time or money. According to the new § 118a (2) sentence 2 AktG inserted into the German Stock Corporation Act, § 118 (3) sentence 2 AktG also applies to virtual shareholders' meetings, i.e. it should be possible for members of the Supervisory Board to participate electronically in virtual shareholders' meetings in the future by means of two-way communication. This does not apply to the Supervisory Board member chairing the meeting, who in the case of a virtual shareholders' meeting must participate physically at the location of the shareholders' meeting in accordance with § 118a (2) sentence 3 AktG.

Management Board and Supervisory Board propose that the following new sentence 2 be added to Article 18 (2) of the Articles of Association:

“The same shall apply in the case of the virtual General Meeting, with the exception of the Supervisory Board member chairing the meeting.”

10. Approval of the Remuneration System for the Management Board Members

Pursuant to Art. 52 para. 2 SE Regulation in conjunction with § 120a (1) AktG, listed companies are obliged to submit the remuneration system for the Management Board members to the Annual General Meeting for approval upon each material change of the remuneration system, at least every four years.

The Annual General Meeting of TeamViewer SE (formerly TeamViewer AG) last resolved on the approval of the Management Board remuneration system on June 15, 2021 and approved the submitted Management Board remuneration system with 96.23%.

Starting in 2023, TeamViewer SE (formerly TeamViewer AG) will report on its business development using a revised key performance indicator system. In this context, Revenue (IFRS) will become more important than Billings (i.e. the (net) value of invoiced goods and services charged to customers within a period and constituting a contract as defined by IFRS 15). Against this background, TeamViewer SE (formerly AG) has also adjusted the definition of adjusted EBITDA to change from a billings perspective to a revenue perspective. Annual forecasts for 2023 and future fiscal years will also be based on Revenue (IFRS) and adjusted (revenue) EBITDA margin.

The Management Board remuneration system is to be adjusted accordingly prior to the expiry of four years since the last resolution in order to also ensure a consistent change from the billing perspective to the revenue perspective so that the incentive parameters of the Management Board are consistent. In addition, various technical changes are to be made which are mainly of a clarifying nature. In addition, the content of the Management Board remuneration system will remain unchanged.

On the recommendation of its Nomination Committee and Compensation Committee, the Supervisory Board resolved on April 6, 2023 to make the aforementioned changes to the remuneration system for the Management Board members. The newly resolved Management Board remuneration system is attached to this invitation under Section II.3 and is also accessible from the convening of the Annual General Meeting (and throughout the Annual General Meeting) via the internet address <https://ir.teamviewer.com/agm>.

The Supervisory Board proposes that the remuneration system for Management Board members to be approved as outlined in Section II.3 of the Invitation to the Annual General Meeting on May 24, 2023.

11. Authorization to acquire and use treasury shares and to exclude tender or subscription rights

The authorization granted by the Annual General Meeting on May 17, 2022 to acquire and use treasury shares has been 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 in each case), a corresponding new authorization is to be created. As already publicly communicated, the Management Board intends, subject to approval of the authorizations

proposed under this and Agenda Item 12, to repurchase further treasury shares in the course of 2023 for a total purchase price (excluding incidental acquisition costs) of up to EUR 75 million.

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

1. Cancellation of the authorization to acquire and use treasury shares and to exclude subscription rights dated May 17, 2022

The authorization to acquire and use treasury shares and to exclude subscription rights resolved by the Annual General Meeting of the Company on May 17, 2022 under Agenda Item 8 shall, to the extent not yet utilized, be cancelled and replaced by the following authorization when it takes effect.

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 capital stock on or before May 23, 2028. The limit of 10 % shall be based on the amount of capital stock at the time this authorization takes effect. If the capital stock figure is lower at the time this authorization is exercised, this lower figure shall apply. The shares acquired on the basis of this authorization, together with other shares in the Company which the Company has already acquired and still holds, may at no time account for more than 10% of the respective existing capital stock. 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 dependent on it or in which the Company holds a majority interest. The authorization may be exercised in full or in partial amounts, on one or more occasions.

The acquisition shall be made on the stock exchange, by means of a public offer to buy or sell addressed to all shareholders of the Company, by using Derivatives (as defined below) or by a credit or financial institution .

- a) Acquisition via the stock exchange

If the shares are purchased on the stock exchange, the purchase price (excluding incidental costs) may not be more than 10% higher or 20% lower than the share price of the Company's stock determined in the opening auction on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system) on the respective trading day. If no opening auction is held, the relevant stock exchange price shall be the first price paid for the shares of the Company 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 by means of a public purchase offer, the Company may either publish a formal offer or issue a public invitation to submit offers for sale. The purchase price paid to the shareholders (excluding incidental 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 paid stock exchange price) on the last three stock exchange trading days prior to publication of the offer or, in the case of an invitation to submit offers, prior to the purchase. 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 a closing auction is not held, the respective last paid stock exchange price) on the last three stock exchange trading days prior to publication of the adjustment shall be decisive.

The repurchase volume may be limited. If the shares offered for purchase by the shareholders exceed the total amount of the Company's purchase offer, acceptance may be in proportion to the shares tendered or offered at the purchase price or at a lower price instead of in proportion to the participation quota of the tendering or offering shareholders. It may also be provided that small numbers of up to 150 offered shares 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 may agree with a credit institution and/or another company meeting the requirements of § 186 (5) sentence 1 AktG (financial institution) that they will deliver to the Company a predetermined number of shares or a predetermined euro equivalent of shares in 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 predefined number of stock market trading days. However, the price of the share 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 of or after the end of the actual period of the repurchase. In addition, the banks or other companies fulfilling 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 which would apply if the shares were purchased directly on the stock exchange by the Company itself.

The acquisition authorization pursuant to this Item 2 may be exercised for any legally permissible purpose, in particular, in pursuit of one or more of the objectives set out in Items 3 and 4 below. Acquisition for the purpose of trading in treasury shares is excluded.

3. Cancellation of shares

The Management Board is authorized, with the approval of the Supervisory Board, to retire 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 any further resolution by the Annual General Meeting. The redemption may be limited to a portion of the shares acquired. The authorization to retire shares may be exercised several times. The retirement of shares generally leads to a reduction in capital. In derogation of this, the Executive Board may determine that the capital stock shall remain unchanged and that instead the redemption shall increase the proportion of the capital stock represented by the remaining shares in accordance § 8 (3) AktG. In this case, the Executive Board is authorized to adjust the indication of the corresponding figure in the Articles of Association.

4. Use of the shares

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

a) for sale against contributions in kind, in particular - but without limitation to this - for the acquisition of companies, businesses, parts of companies or businesses, equity interests in companies or for 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, provided that such sale is made at a price which is not significantly lower than the stock market price of shares in the Company (simplified exclusion of subscription rights pursuant to §§ 186 (3) sentence 4, 71 (1) no. 8 sentence 5 half-sentence 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 upon it or majority-owned by the Company, 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 in which the Company holds a majority interest 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 under the said instruments;

e) for granting within the framework of participation programs and/or within the framework of share-based compensation. The transfer of shares or a corresponding commitment or agreement to transfer may only be made to persons who participate in the relevant participation program as a member of the Management Board of the Company, the management of a company dependent on the Company or as employees of the Company or a company dependent on the Company or who receive share-based remuneration in this capacity. The transfer of treasury shares may also be effected at reduced prices or without special consideration;

f) to implement a so-called scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company in return for the granting of shares in the Company.

The authorizations under subsections (a) to (f) may be exercised once or several times and by dependent companies or companies majority-owned by the Company or by third parties for the account of the Company or companies dependent on it or majority-owned by the Company. Shareholders' subscription rights are excluded in each case. Under this authorization, treasury shares may only be used to the exclusion of subscription rights if the total of these new shares does not account for more than 10% of the capital stock at the time the authorization takes effect or - if 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 used and subscription rights are excluded in the process (including an exclusion of subscription rights in accordance with or analogously to § 186 (3) sentence 4 AktG), this shall be counted towards the aforementioned 10 % limit. An exclusion of subscription rights in accordance with the above subsection (e) may only be made up to a maximum of 5 % of the capital stock at the time this authorization becomes effective or - if this value is lower - at the time it is exercised. Shares issued or sold to the same group of persons during the term of this authorization under another authorization excluding shareholders' subscription rights shall be counted towards this limit. In addition, the nominal amount of any conditional capital of the Company resolved for the purposes of § 192 (2) no. 3 AktG shall be counted towards this 5 % limit.

12. 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 shall again 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 additionally authorized to acquire treasury shares via a multilateral trading system within the meaning of § 2 (6) of the Stock Exchange Act.

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

1. Use of derivatives

The acquisition of treasury shares under the authorization pursuant to Agenda Item 11 of the Annual General Meeting of May 24, 2023 ("Authorization Resolution") may also be effected by means of (i) the acquisition of options which grant the Company the right to acquire shares in the Company (call options), (ii) the sale of options which, if exercised, oblige the Company to acquire shares in the Company (put options), and/or (iii) the conclusion of forward purchase contracts for shares of the Company for which there are more than two stock exchange trading days between

the conclusion of the respective contract and the stock exchange delivery of the shares of the Company (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 capital stock. The limit of 5% shall be based on the amount of capital stock at the time this authorization takes effect. If the capital stock figure is lower at the time this authorization is exercised, this lower figure shall apply. This limit applies cumulatively to the limit of 10% of the capital stock 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 each end no later than May 23, 2028.

The terms and conditions of the derivatives must ensure that they are only serviced with shares acquired on the stock exchange in compliance with the principle of equal treatment under stock corporation law (§ 53a AktG). The restrictions set out in Section I.1 (a) of the Authorization Resolution apply 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/Main stock exchange on the last three trading days prior to conclusion of the relevant derivative transaction. In addition, 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 financial mathematical methods. The respective exercise price shall be appropriately taken into account 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 may be excluded by analogous application of § 186 (3) sentence 4 AktG. Shareholders have a right to tender their shares to the Company only insofar as the Company is obliged to accept the shares from them under the derivative transactions. Any further right to tender shares is excluded.

2. Acquisition of treasury shares via multilateral trading systems

In addition to the Authorization Resolution, the shares of the Company may also be purchased via multilateral trading facilities (MTF) as defined in section 2 (6) of the Stock Exchange Act (BörsG). The acquisition via MTF shall be treated in the same way as an acquisition via the stock exchange in accordance with the Authorization Resolution. The consideration paid per share (excluding incidental costs) may not be more than 10% higher or 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 shall be counted towards the acquisition limit of the Authorization Resolution.

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

The provisions of the authorizing resolution shall apply mutatis mutandis to the use of treasury shares acquired using derivatives or via multilateral trading systems.

II. Reports, annexes and further information on agenda items

1. Remuneration report of TeamViewer SE (formerly TeamViewer AG) and report of the independent auditor on the audit of the remuneration report pursuant to § 162 (3) AktG (on agenda item 5)

Remuneration Report

This chapter has not been audited by the auditor.

The remuneration report describes the basic principles of the remuneration system for members of the Management Board and Supervisory Boards as well as the amount of individual remuneration granted or owed to the members of the Management Board and Supervisory Board TeamViewer AG in the 2022 fiscal year. The report complies with the legal requirements of § 162 of the German Stock Corporation Act (AktG) as well as the recommendations of the German Corporate Governance Code (GCGC) both as amended on 28 April 2022 and as amended on 16 December 2019 and applicable in the 2022 fiscal year up to this date. The Management Board and Supervisory Board of TeamViewer AG have prioritised clear, comprehensible and transparent reporting in preparing the remuneration report. The remuneration report was formally audited by the auditor in accordance with § 162 (3) sentences 1 and 2 AktG.

Remuneration for fiscal year 2022 in retrospect

Business development in 2022

In the 2022 fiscal year, TeamViewer consistently delivered on its growth strategy, achieving profitable growth despite major geopolitical and macroeconomic challenges. TeamViewer successfully executed a series of organisational and operational measures during the fiscal year to position the Company for the future. Organisationally, the focus was on completing the ReMax programme, expanding the management team and strengthening the financial profile, which included a share buyback programme, repaying financial liabilities and concluding hedging transactions to protect against future interest rate and currency risks. In the operating business, TeamViewer focused on the continued implementation of its growth strategy along the growth dimensions defined. This included various cross-selling and upselling initiatives, the targeted strengthening of the company's presence in growth markets and expanding strategic technology partnerships.

As a result, TeamViewer was able to achieve its capital market guidance. Billings increased by 16% to EUR 634.8 million, which was in line with the revised guidance given in August 2022 of "approximately EUR 630 million". Revenue of EUR 565.9 million also met expectations of "EUR 565 to 580 million". The adjusted EBITDA margin of 47% was at the upper end of the guidance range of 45-47%.

The "pay for performance" principle of the remuneration system stating that exceptional performance should be appropriately rewarded and that missed targets should result in a reduction in remuneration is reflected, above all, in the Management Board remuneration for the 2022 fiscal year presented below.

Changes in corporate governance

Changes occurred in both the Management Board and the Supervisory Board of TeamViewer AG in the 2022 fiscal year. Michael Wilkens was appointed as a member of the Management Board and Chief Financial Officer (CFO) of TeamViewer AG as of September 2022. His mandate runs until August 2025. Peter Turner was appointed as a member of the Management Board of TeamViewer AG and Chief Commercial Officer (COO) as of July 2022. His mandate runs until July 2025. In the fiscal year 2022, Stefan Gaiser was a member of the Management Board of TeamViewer AG and its CFO until August 2022. He left the Company by mutual agreement upon the expiry of his contract in August 2022.

Following the pre-term departure of former TeamViewer AG Supervisory Board member Jacob Fannesbech Agraou, Ralf W. Dieter has been judicially appointed as a member of the Supervisory Board as

of October 2022. The confirmation of his appointment by the Annual General Meeting will be carried out at the 2023 Annual General Meeting (AGM). The 2022 AGM confirmed the appointment of Hera Kitwan Siu for a period of four years. Beyond these, no other changes took place on the Management Board or Supervisory Board of TeamViewer AG.

Vote on the remuneration report at the Annual General Meeting 2022

The remuneration Report 2021, which reports on the compensation granted and owed to members of the Management Board and Supervisory Board of the Company in the 2021 fiscal year, was prepared for the first time in accordance with § 162 AktG, formally reviewed by the auditor in accordance with § 162 (3) sentence 1 and 2 AktG, and approved by a majority of 93.15% at the Annual General Meeting on 17 May 2022. In view of the high level of approval for the remuneration report, the remuneration report 2022 follows a similar structure. In the interests of even greater transparency, further details and overviews to the section on short-term variable compensation/STI bonus have been added.

Principles of Management Board remuneration

Objective of the remuneration system

The current remuneration system for the members of the Management Board of TeamViewer AG was adopted by the Supervisory Board on 17 March 2021 at the recommendation of its Nomination and Remuneration Committee. It was approved by the Company's Annual General Meeting on 15 June 2021 with a 96.23% majority of the votes cast and has applied to all Management Board members in the 2022 fiscal year. The remuneration system complies with the requirements of the German Stock Corporation Act and the relevant recommendations of the German Corporate Governance Code.

The current remuneration system for the Management Board is designed to promote the Company's business strategy and long-term positive development. Above all, it creates effective incentives for driving growth and profitability and aims to improve non-financial performance, including sustainability aspects (Environmental, Social, Governance – ESG aspects). The remuneration system is an important tool for ensuring that TeamViewer's growth strategy is implemented and achieved while giving appropriate consideration to the individual tasks and performance of the Management Board's members as well as the overall situation and performance of TeamViewer.

Structure of the Management Board remuneration

The current remuneration for the members of the Management Board encompasses a mix of short- and long-term remuneration components intended to effectively promote the Company's strategy and sustainable, long-term development. Non-financial performance targets are included in addition to the financial performance targets. These non-financial performance targets incorporate ESG aspects related to TeamViewer's corporate and sustainability strategy, thus setting incentives for TeamViewer's consistent and lasting success. To ensure that the Management Board's interests are aligned with those of the shareholders, the long-term variable remuneration component is strongly linked to TeamViewer's share price development. To further reinforce the alignment of interests, TeamViewer's Management Board members are also required to purchase and hold TeamViewer shares.

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. To ensure that the remuneration systems for the Management Board, upper management circle, and employees are consistent with one another, the same performance targets and incentives are set for steering the Company.

The remuneration system for the Management Board applies to new Management Board members, to reappointments of incumbent Management Board members, and to other amendments to existing employment contracts. The remuneration system has been applied to the employment contracts of the current Management Board. Therefore no deviations from the remuneration system of the Management Board in accordance with § 162 (1) sentence 2 no. 5 AktG. In the 2022 fiscal year, the Supervisory Board did not make use of the options anchored in the remuneration system in accordance with the legal requirements to temporarily deviate from the remuneration system.

Further information on the Management Board remuneration system can be found on the Company's Investor Relations website (<https://ir.teamviewer.com/remuneration>) under the Governance & ESG section.

Process for determining, implementing and reviewing the Management Board remuneration system

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 remuneration system for the members of the Management Board and in assessing the appropriateness of the remuneration. An independent external remuneration expert was called in by the Supervisory Board to assist in the development of the remuneration system.

The remuneration system adopted by the Supervisory Board was approved by the 2021 Annual General Meeting and applied in the 2022 fiscal year. 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

Management Board remuneration appropriately considers the individual duties and performance of the individual member, as well as the economic situation, success, and future prospects of TeamViewer.

The Nomination and Remuneration Committee regularly reviews the appropriateness of the Management Board's remuneration and proposes adjustments to the Supervisory Board when necessary in order to comply with regulatory requirements and ensure the remuneration is commensurate with the market. In doing so, the Committee did not identify any indications of inappropriate development or a need for an adjustment in the 2022 fiscal year.

In order to assess the appropriateness of the remuneration, the Nomination and Remuneration Committee considers the amount of the remuneration in comparison to the remuneration of members of the Management Board of comparable companies (horizontal comparison) as well as the vertical appropriateness in relation to the remuneration and employment conditions of the senior management and the overall workforce of TeamViewer AG (vertical comparison).

For the horizontal comparison, the Supervisory Board selects a group of comparable companies based on the country, company size and sector. To assess the remuneration granted in the 2022 fiscal year, the Board used a group consisting of international technology companies of similar size and the companies listed in the MDAX. This provided an appropriate comparison both in terms of similarly sized companies in Germany and international companies in the same sector. The Supervisory Board's comparison took primarily the following aspects into account:

- the mode of action of the individual fixed and variable remuneration components, i.e. their methodology and performance parameters;
- the relative weighting of the components, i.e. the ratio of the fixed basic remuneration to the short-term and long-term variable components;

- the amount of target total remuneration, consisting of the annual base salary and fringe benefits, the short-term incentive (STI) (annual bonus) and the long-term incentive (LTI); as well as
- the possible maximum amount of remuneration granted.

The vertical (internal) comparison encompasses TeamViewer AG’s upper management circle and its workforce. The comparison assesses both the current ratio and the change in the ratio of the remuneration of the Management Board to the workforce as a whole. The comparison also took into account the remuneration of the Senior Leadership Team as the upper management circle of the Group.

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) (annual bonus) and long-term variable remuneration (long-term incentive – LTI).

To reinforce the pay for performance principle of the remuneration system, variable, performance-based components make up the majority of the target total remuneration for each Management Board member. 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.

The weighting of the individual components may vary for Management Board members who received compensation payments to the extent permitted by law for remuneration forfeited from previous employers when they took office. Management Board remuneration in the 2022 fiscal year

The following table provides an overview of TeamViewer’s remuneration system.

Overview of the remuneration system

	Base salary	<ul style="list-style-type: none"> • Fixed cash remuneration, monthly payment in twelve equal installments
	Fringe benefits	<ul style="list-style-type: none"> • Car allowance • Contribution to insurances (private health and nursing care insurance, accident insurance, D&O insurance)
	Short-Term Incentive (STI)	<ul style="list-style-type: none"> • Annual cash bonus • Performance targets: <ul style="list-style-type: none"> – Billings, adjusted EBITDA, non-financial performance targets comprising ESG aspects and personal performance criteria • Cap: 200% of the target amount
	Long-Term Incentive (LTI)	<ul style="list-style-type: none"> • Performance share plan • Performance period: four years • Performance targets: <ul style="list-style-type: none"> – average billings growth, average EBITDA growth, relative total shareholder return (50% vs. STOXX 600 Technology and 50% vs. MDAX initially) and non-financial performance targets comprising ESG aspects • Cap: 200% of the target amount
	Further contractual components	<ul style="list-style-type: none"> • Share Ownership Guidelines: <ul style="list-style-type: none"> – Investment of 200% of base salary for the CEO and 100% of base salary for the CFO/Ordinary Board Member – Holding until the end of appointment • Maximum remuneration: <ul style="list-style-type: none"> – Cap of the total remuneration granted for one fiscal year in accordance with § 87a (1) sentence 2 no. 1 AktG – EUR 9,800,000 for the CEO and Ordinary Board Member each • Malus and clawback: <ul style="list-style-type: none"> – Full or partial reduction/repayment of variable remuneration in case of material breaches or in the event of incorrect consolidated financial statements • Severance payment: <ul style="list-style-type: none"> – Limited to two years’ fixed remuneration plus STI, but not exceeding the remaining term of the service agreement

Fixed remuneration

Annual base salary

In the 2022 fiscal year, all Management Board members received an annual fixed base salary in cash, payable in twelve equal monthly instalments. Chief Executive Officer Oliver Steil received a gross amount of EUR 900,000 p.a., Mr Wilkens received a gross amount of EUR 700,000 p.a., Mr Turner received a gross amount of EUR 475,000 p.a. and Mr Gaiser received a gross amount of EUR 550,000 p.a. The annual base salary was paid pro rata temporis for Mr Wilkens, Mr Turner and Mr Gaiser.

Fringe benefits

The Management Board members were also granted fringe benefits in kind. These consisted mainly of lump-sum payments of EUR 2,000 per month for the use of a private car for business trips, contributions to the (private or state) health and long-term care insurance (in the amount of the statutory employer's contributions to the statutory health and long-term care insurance or a maximum of half of the contribution actually expended), continued payment of salary in the event of incapacity to work due to illness or death, and accident insurance in the event of death and disability. The Company also provided Mr Gaiser with a driving service for certain trips. 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 company law amounting to 10% of the damage, but no more than 150% of the annual base salary.

In order to attract qualified candidates to the Management Board, the Supervisory Board is also able to grant appropriate compensation to new Management Board members in a manner in line with the market. Examples include compensation for forfeited remuneration at previous employers. In the 2022 fiscal year, the Company granted Mr Wilkens a one-time compensation payment of EUR 150,000 (gross) as compensation for forfeited remuneration at his previous employer.

The Company shall reimburse Mr. Turner for the costs of a tax advisor for the preparation of his tax returns in Germany up to an amount of EUR 5,000 plus VAT p.a. upon provision of proof. The Company shall also reimburse him for the additional costs of a tax advisor for the preparation of his tax returns in the United Kingdom incurred as a result of receiving foreign income up to an amount of EUR 3,000 plus VAT p.a., upon furnishing proof thereof. Mr Turner will bear any applicable income tax on the reimbursement. Any income tax payable on this amount shall be borne by Mr Turner.

No granting of loans and other types of guarantees or commitments

As at 31 December 2022, no loans or advances had been granted to members of the Company's Management Board. As in the previous year, no guarantees or commitments were entered into in favour of Management Board members.

Variable remuneration elements

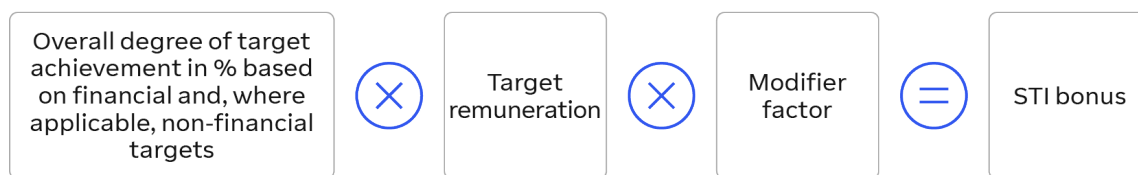
Short-term variable remuneration/STI bonus

The short-term incentive bonus (STI bonus) is the short-term variable remuneration element with a term of one year. The annual cash bonus is dependent on the achievement of certain financial targets (according to billings-based performance targets and/or adjusted EBITDA targets), as well as certain optional non-financial corporate targets (particularly sustainability and ESG aspects). The amount of the STI bonus also depends on the achievement of personal performance targets, which are weighted on a percentage basis and set by the Supervisory Board at the beginning of the fiscal year individually for each Management Board member. The current remuneration system includes the option of taking non-financial corporate objectives into account for the STI assessment, which is meant to ensure that sustainability aspects are incorporated into the STI bonus consideration to an even greater extent than before, reflecting the overriding importance TeamViewer places on ESG aspects. For the 2022 fiscal year, ESG aspects were included as a central criterion ("modifier criteria") in assessing the individual performance of all Management Board members in order to underscore the high significance of ESG aspects.

The calculation and payment of the STI bonus also incorporate special malus and clawback criteria that may result in the reduction, complete elimination or clawback of the STI bonus.

Subject to any reductions or clawbacks (malus and clawback), the STI bonus for a fiscal year is generally calculated as follows:

Basis for the assessment of the STI bonus



Assuming 100% target achievement (and no malus or clawback events), the target remuneration in the 2022 fiscal year was as follows:

STI bonus for 100 % target achievement in the 2022 fiscal year	Target remuneration p.a. in EUR	Target remuneration pro rata temporis in EUR
Oliver Steil	900,000	900,000
Michael Wilkens ² (as of 1 September 2022)	700,000	233,333
Peter Turner ^{1,2} (as of 11 July 2022)	440,000	208,172
Stefan Gaiser ² (until 18 August 2022)	500,000	315,860

¹ In the case of Mr Turner, the STI bonus shall be adjusted annually on 1 January, if necessary, for the first time as of 1 January 2023, based on the applicable EUR/GBP exchange rate as per TeamViewer Accounting department.

² The STI bonus for Mr Wilkens, Mr Turner and Mr Gaiser is pro rata temporis based on the respective active employment period.

The STI bonus is limited to a maximum of 200% of the target STI bonus. If the respective employment contract begins or ends during the course of a year, the STI bonus is calculated pro rata temporis for the period the employment relationship existed in the respective fiscal year. In this case, the degree of target achievement is determined according to the originally defined parameters, even in the event of a departure during the year, and is paid at the regular due date. The STI bonus, insofar as an entitlement to such has arisen, is due for payment six weeks after the adoption of the consolidated financial statements.

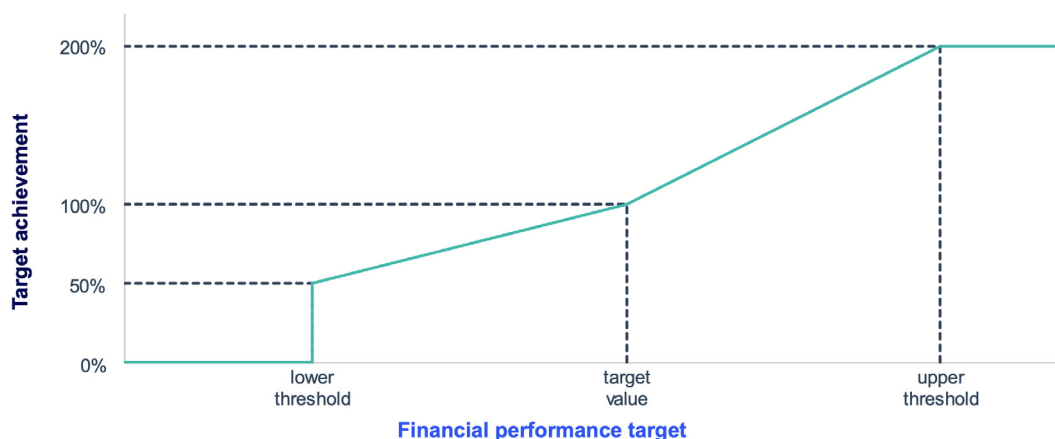
Overall degree of target achievement

The Supervisory Board set the target values for the STI bonus for the 2022 fiscal year for Mr Steil and Mr Gaiser on 25 January 2022 and for Mr Wilkens and Mr Turner on 29 July 2022. It specified the collective and individual personal performance criteria for each Management Board member in addition to the financial performance targets for billings and adjusted EBITDA, each weighted at 50%.

Financial targets

For the 2022 fiscal year, the target achievement curves shown below apply to all Management Board members. The target achievement between these amounts is determined in each case by linear interpolation. The target achievement is 0% if the lower limit is not reached.

Target achievement curve for financial performance targets



STI 2022 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 2022	Target achievement in %
Billings (50 %)	621.0	641.0	661.0	634.8	84 %
Adjusted EBITDA (50 %)	280.5	300.5	324.5	298.7	96 %
Overall degree of target achievement in %					90 %

Personal performance criteria/Modifier factor

The individual personal performance criteria of the Management Board focused primarily on the Company's sustainable, long-term growth, sustainability (ESG criteria and improving the Company's ESG scores and the recruitment and promotion of high-calibre female executives), the further development and enhancement of the Company's organisational structure and processes, the onboarding of Michael Wilkens and Peter Turner, as well as the strengthening and positioning of TeamViewer within the framework of the capital market strategy.

The Supervisory Board as well as the Nomination Committee have dealt in detail with the individual target achievement of both the entire Management Board and each individual Management Board member following the close of the 2022 fiscal year. Once the consolidated financial statements for the respective fiscal year are approved, the Supervisory Board determines the degree of target achievement (in percent) with regard to the financial and non-financial performance targets. This includes the resulting overall degree of target achievement, taking into account the weighting of the individual financial and non-financial performance targets and the individual Modifier factors in a range of 0.8 to 1.2, at the Supervisory Board's reasonable discretion, depending on the target achievement of the respective criteria set.

Board member	Individual targets	Target achievement in %	Modifier factor
Oliver Steil	The performance of CEO Oliver Steil in the 2022 fiscal year was measured above all based on the growth initiative in the Enterprise business, increasing growth in the SMB business, building a leading global tech brand, improving the ESG profile, communicating with investors and strengthening the organisational structure and processes.	109.56 %	1.0956
Michael Wilkens	The individual target achievement of Chief Financial Officer Michael Wilkens was assessed in 2022 based on a smooth onboarding process, strengthening and positioning TeamViewer within the capital markets strategy, setting the budget and funding for 2023, ensuring legal and compliance requirements are met, setting targets to improve the reputation of the TeamViewer share from an ESG perspective, including supporting the recruitment and development of a high-calibre female leadership group, further improving ESG ratings, and reducing the Company's CO ₂ footprint.	120 %	1.2
Peter Turner	CCO Peter Turner's individual target achievement was assessed for 2022 based on a smooth onboarding process, demand generation and growth of the webshop and inside sales, building a new, high-performing marketing team filling key positions, focusing on commercial results and targets to improve TeamViewer's share reputation from an ESG perspective.	98.5 %	0.985
Stefan Gaiser	The individual target achievement of CFO Stefan Gaiser was assessed until the end of his contract in August 2022 based on his support during the exit process and handover process to the new CFO, communication with investors, the Company's capital market strategy, the ongoing share buyback programme and related strategy, and the implementation of ESG measures to reduce carbon emissions.	114.78 %	1.1478

For the 2022 fiscal year, the summary for the STI is as follows:

Board member	Overall degree of target achievement in %	Target remuneration in EUR	Modifier factor	STI bonus for the 2022 fiscal year in EUR
Oliver Steil	90 %	900,000	1.0956	887,436
Michael Wilkens (as of 1 September 2022)	90 %	233,333	1.2	252,000
Peter Turner ¹ (as of 11 July 2022)	90 %	208,172	0.985	184,544
Stefan Gaiser (until 18 August 2022)	90 %	315,860	1.1478	326,290

¹ In the case of Mr Turner, the STI bonus shall be adjusted annually on 1 January, if necessary, starting as of 1 January 2023, based on the applicable EUR/GBP exchange rate as per TeamViewer Accounting department.

STI as part of the remuneration granted and owed in the 2022 fiscal year

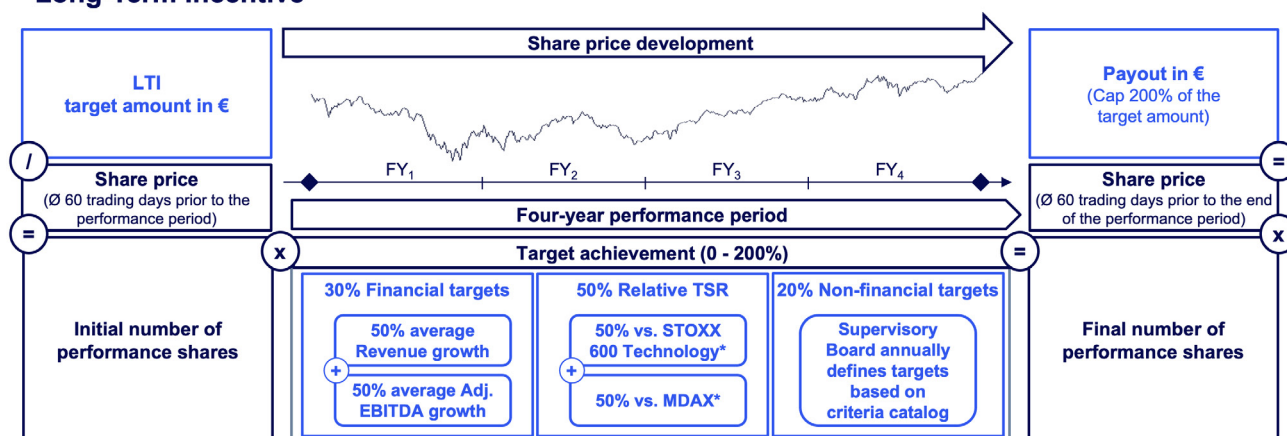
The STI bonus for the 2022 fiscal year concerns remuneration for the full performance of the underlying activity in the 2022 fiscal year, even if payment is not made until 2023. For the purposes of accrual-based allocation, the STI is reported as remuneration granted and owed in the 2022 fiscal year in accordance with § 162 AktG.

Long-term variable remuneration (Long-term incentive/LTI bonus)

The long-term variable remuneration for the 2022 fiscal year is remuneration not yet granted in accordance with § 162 AktG, as the vesting and performance period for the LTIP 2022-2025 does not end until the 2025 fiscal year. The Company's first LTIP (LTIP 2020-2023) does not end until the 2023 fiscal year, meaning the following disclosures are voluntary.

The Management Board members also participated in the Company's applied long-term incentive programme (LTIP) in the 2022 fiscal year. Long-term incentive (LTI) is measured based on "performance shares" with a four-year performance period. The terms and conditions of the LTIP are determined by the Supervisory Board at its reasonable discretion for each performance period. Unless the Supervisory Board decides to redefine the terms and conditions of the LTIP, the terms and conditions of the LTIP for the fiscal year preceding shall also apply to the next performance period.

Long-Term Incentive



At the beginning of each performance period, the Supervisory Board sets a target for each of at least three performance targets which, if achieved, results in 100% target achievement. For each of these performance targets, the Supervisory Board also defines, where possible, a minimum value as the lower end of the target corridor that, if achieved, results in 50% target achievement (minimum value). In addition, a maximum value is determined that, if achieved or exceeded, results in 200% target achievement (maximum value). If the value achieved with respect to the performance target falls below the minimum value, the degree of target achievement for that performance target is 0%. If the value achieved with respect to the performance target reaches or exceeds the maximum value, the degree of target achievement is 200%.

The payout amount is determined by multiplying the final number of performance shares for the performance period by the average closing price of the Company's share for the 60 trading days preceding the end of the performance period. Assuming the share price is unchanged and 100% target achievement overall (without the intervention of malus or clawback provisions), the LTI payout amount would be equal to the original grant value. The maximum payout of an LTI tranche (before taking into account any malus or clawback provisions) may generally not exceed 200% of the original grant value.

Overall target achievement for the performance period takes the following components into consideration:

- 30% financial performance targets "average billings growth" and "average adjusted 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 and share indices determined by the Supervisory Board for comparison
- 20% non-financial performance targets, which mainly concern sustainability aspects (environmental, social, governance – ESG)

The payout is then calculated based on TeamViewer’s average share price for the 60 trading days preceding the end of the performance period. The payout is capped at 200% of the LTI target amount.

If the employment agreement or the right to participate in an LTIP begins or ends during the year, the allocation value shall be reduced on a pro rata basis to an amount corresponding to the number of calendar months during which the employment agreement or the right to participate existed in the allocation year (the first year of the performance period). Any forfeiture in accordance with the respective LTIP remains unaffected.

LTIP for the 2022 to 2025 performance period

Each fiscal year marks the start of a new assessment period (performance period) in accordance with the terms of the applicable LTIP. After the end of each fiscal year, the achievement of certain predefined targets is measured. The LTIP allocated in the 2022 fiscal year is based on the 2022 to 2025 performance period.

The Supervisory Board defined the following target components for the 2022 fiscal year:

Remuneration components for the Management Board

Targets	Weighting	Conditions
1. Long-term financial target	30 %	50 %: Average billings growth 2022-2025 ¹ 50 %: Average Adjusted EBITDA growth 2022-2025 ¹
2. Non-financial strategic objective	20 %	50 %: Net promoter score (collected externally) 50 %: ESG targets
3. Share price/return-based target	50 %	50 %: Relative stock return vs. STOXX® 600 Technology 50 %: Relative stock return vs. MDAX®

¹ Average of the four annual growth rates for the years 2022 to 2025.

In addition to setting the target values for the long-term financial targets (average billings and adjusted EBITDA growth in the years 2022 to 2025), the non-financial targets were supplemented by a further ESG-based remuneration component aimed at effectively increasing the proportion of women in executive positions and improving the net promoter score. Targets were also set for the relative return for TeamViewer shares compared with the STOXX® 600 Technology and MDAX, with a relative performance target of 6.67% outperformance over the respective benchmark index (minimum value of 0% and maximum value of 20% outperformance). All companies contained in the respective benchmark index were taken into account.

The terms of the current LTIP provide for the allocation of a tranche of virtual shares (performance shares) at the beginning of the first fiscal year of the performance period 2022 to 2025. The initial tranche of performance shares allocated is used as the basis for calculating any LTIP payout at a later date, taking into account performance measurement/target achievement at the end of the four-year measurement period. The initial number of performance shares allocated in a tranche is calculated by dividing the allocation value promised to the Management Board member by the average closing price of the Company’s share on the last 60 trading days before the start of the performance period (rounded to full performance shares).

LTI bonus for 100 % target achievement in the 2022 fiscal year	Target remuneration p.a. in EUR	Target remuneration pro rata temporis in EUR
Oliver Steil	1,000,000	1,000,000
Michael Wilkens ² (as of 1 September 2022)	830,000	276,667
Peter Turner ^{1,2} (as of 11 July 2022)	600,000	250,000
Stefan Gaiser ² (until 18 August 2022)	550,000	320,833

¹In the case of Mr Turner, the STI bonus shall be adjusted annually on 1 January, if necessary, starting as of 1 January 2023, based on the applicable EUR/GBP exchange rate as per TeamViewer Accounting department.

²The LTI bonuses for Mr Wilkens, Mr Turner and Mr Gaiser are pro rata temporis based on the respective active employment period.

At the end of the performance period, an overall target achievement level is determined for the performance targets set by the Supervisory Board before the start of the performance period. The payment amount for the respective performance period is due with the next possible salary statement following the adoption of the Company's consolidated financial statements after the end of the respective performance period and no later than December 31 of the fiscal year following the end of the performance period.

Based on the current LTIP, the final number of performance shares at the end of the performance period is determined by multiplying the initial number of performance shares by the overall target achievement level. The overall target achievement level is determined from the target achievement levels of the individual targets set by the Supervisory Board for the respective performance period.

Further disclosures on share-based payments through performance shares can be found in the notes to the consolidated financial statements (pp. 121 ff.).

Malus and Clawback

The STI and LTI are subject to malus and clawback conditions (as of the Company's IPO). 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 elimination of the variable remuneration amount, which is determined on the basis of the target achievement level and the LTIP conditions.

Variable remuneration amounts already paid out can be reclaimed within a clawback period if clawback criteria emerge during the period for which the variable remuneration component was paid. The clawback period for each variable remuneration component begins with the expiry of the performance period on which it is based and ends two years after this date. In the 2022 fiscal year, there were neither reductions nor clawbacks of variable remuneration components due to malus or clawback events.

Overview of the target and maximum remuneration structure in fiscal year 2022

Target remuneration 2022 (annual base salary, STI bonus and LTI for 100 % target achievement excluding fringe benefits)	Annual base salary in EUR	STI in EUR	LTI in EUR	Total in EUR
Oliver Steil	900,000 (32 %)	900,000 (32 %)	1,000,000 (36 %)	2,800,000
Michael Wilkens (as of 1 September 2022)	233,333 (31 %)	233,333 (31 %)	276,667 (38 %)	743,333
Peter Turner (as of 11 July 2022)	224,306 (33 %)	208,172 (31 %)	250,000 (36 %)	682,478
Stefan Gaiser (until 18 August 2022)	348,333 (35 %)	315,860 (32 %)	320,833 (33 %)	985,026
Total				5,210,837

Maximum remuneration structure 2022 (annual base salary, STI bonus and LTI at 200 % target achievement excluding fringe benefits)	Annual base salary in EUR	STI in EUR	LTI in EUR	Total in EUR
Oliver Steil	900,000 (19 %)	1,800,000 (38 %)	2,000,000 (43 %)	4,700,000
Michael Wilkens <i>(as of 1 September 2022)</i>	233,333 (19 %)	466,667 (37 %)	553,333 (44 %)	1,253,333
Peter Turner <i>(as of 11 July 2022)</i>	224,306 (20 %)	416,344 (37 %)	500,000 (43 %)	1,140,650
Stefan Gaiser <i>(until 18 August 2022)</i>	348,333 (21 %)	631,720 (39 %)	641,667 (40 %)	1,621,720
Total				8,715,703

The fixed and variable remuneration components paid to the Management Board members in the 2022 fiscal year fully comply with the requirements of the remuneration system approved by the Company's Annual General Meeting in 2021. In particular, the amount of remuneration granted also complied with the maximum remuneration stipulated by the remuneration system. To avoid unlimited or excessive remuneration of the Management Board, remuneration is limited in two ways. First, the payment of 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 level of remuneration for the members of the Management Board in accordance with § 87a (1) sentence 2 no. 1 AktG, which includes all fixed and variable remuneration components granted for a single fiscal year. The maximum remuneration realisable for a given fiscal year may not exceed EUR 9,800,000 p.a. for each Management Board member. Should the defined maximum remuneration for a fiscal year be exceeded, the amount paid out under the LTI will be reduced accordingly.

The mix of short-term and long-term remuneration components, as well as the above-described assessment of the performance criteria on a case-by-case basis, ensure the effective promotion of TeamViewer's corporate strategy and sustainable, long-term development.

Shareholding obligations

The Company's Management Board members are obliged to hold shares in TeamViewer AG for the duration of their appointment as Board members, whereby this obligation must be fulfilled for the first time no later than after the expiration of four years (or two years in the case of Mr Steil and Mr Gaiser, and one year in the case of Mr Wilkens and Mr Turner) since their initial appointment. The number of shares in the Company to be held (restricted shares) is calculated by dividing (i) the annual base remuneration by (ii) the value of the Company's share at the time of the IPO. The shares granted by the Company's principal shareholder² to redeem previous shareholding commitments for participating in the increase in the Company's value (see third-party benefits below) may be used for this purpose.

Shares held by members of the Management Board as of 31 December 2022:

Management Board members	Number of shares
Oliver Steil	2,500,000
Michael Wilkens	73,300
Peter Turner	50,321

² TigerLuxOne S.à.r.l (TLO); insofar as the principal shareholder is referred to below, this is TLO.

Based on the aforementioned shareholdings of the Management Board members, their compliance with the shareholding obligations was established as at 31 December 2022. Michael Wilkens and Peter Turner were not subject to the shareholding obligation in their first year on the Management Board. Stefan Gaiser was no longer a member of the Management Board as at 31 December 2021.

Benefits in the event of pre-term termination of employment

In the event of a pre-term revocation of the appointment, Management Board members may be entitled to severance payments under certain circumstances. In the event of a revocation of appointment due to an inability to properly manage the Company within the meaning of § 84 (3) AktG, due to a gross breach of duty or due to other good cause for which the Management Board member is responsible pursuant to § 84 AktG, or if there is good cause for which the Management Board member is responsible within the meaning of § 626 BGB which would have entitled the Company to terminate the employment contract for cause, the Management Board member shall not receive any severance payment.

If the Management Board member's term of office ends pre-term due to death, the Company shall pay the fixed remuneration and any STI bonus for the month of death and three subsequent calendar months on a pro rata basis to the surviving spouse or registered partner or – if the Management Board member is not married or in a civil partnership – to any first-order heirs.

Benefits in the event of regular termination of employment

In the event of a regular termination of employment, no severance payment or other comparable benefit has been promised to the members of the Management Board. In the event of a departure from the Management Board under or a termination of this employment contract during the year or a leave of absence, the degree of target achievement as well as the modifier factor are calculated and determined on the basis of the 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 competition ban, 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 non-compete compensation is reduced by income the Management Board member earned through other use of the member's services or as a benefit according to 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.

Mr 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 is subject to a twelve-month non-compete clause following the termination of his employment contract. During the non-compete period, Mr Gaiser will receive compensation in the amount of 50% of the last agreed remuneration, consisting of annual base salary, STI and LTI. The amount of 50% of the last agreed remuneration received is EUR 506,275. Accordingly, the compensation amounts to EUR 42,189 per month and is paid monthly for a period of twelve months. All payments are to be understood as payments on account due to the variable compensation components. After the expiry of all vesting periods, the compensation is adjusted according to the actual achievement of targets.

Third-party benefits

Management Board members Oliver Steil and Stefan Gaiser (while still managing directors of TeamViewer GmbH and Regit Eins GmbH) agreed with the Company's principal shareholder at the time on participation in the increase in value of the Company and also acquired an indirect interest in the Company ("management equity participation – MEP"). Prior to the Company's IPO in 2019, the stock appreciation rights were modified. After the IPO, the participation commitments were partially paid out based on the value appreciation achieved and the indirect participation was sold. This resulted for both parties in an inflow of funds and entitlements to future benefits. These benefits were or will be granted exclusively by the main shareholder or its affiliated companies and not by the Company. Nevertheless, these are to be recognised as an expense by TeamViewer AG in accordance with the relevant provisions of IFRS (Consolidated Group).

In 2019, Oliver Steil received an amount of EUR 39,734,344.93 and Stefan Gaiser an amount of EUR 19,907,507.22 in this connection. As outlined in the Company's securities prospectus dated 11 September 2019, this has been supplemented by two share allocations subject to certain conditions. For the tranche maturing in 2020, these conditions ultimately occurred on 1 October 2020. On 1 December 2020, Mr Steil was therefore allotted 1,765,971 shares and Mr Gaiser 884,778 shares from the holdings of the principal shareholder. These shares are held by Mr Steil and Mr Gaiser, with the exception of a proportion sold immediately upon allocation, mainly to settle taxes and costs. The second share allocation in an identical amount was made on 1 December 2021. These shares are also held by Mr Steil and Mr Gaiser, with the exception of a proportion sold mainly to settle taxes and costs immediately upon allocation.

In 2021, Mr Steil and Mr Gaiser decided to settle a portion of the taxes and costs incurred in this connection from their own funds and therefore sold significantly fewer shares than in the previous year. After these allocations as well as the further acquisition of shares from own funds, the shareholding requirements (Share Ownership Guidelines) were fulfilled by both in 2021.

In the 2022 fiscal year, no member of the Management Board received benefits from a third party with regard to their activities as a member of the Company's Management Board.

Remuneration granted and owed

The following tables show the remuneration granted and owed to the current members of the Management Board in the past fiscal year in accordance with § 162 (1) sentence 1 AktG. This includes all fixed and variable remuneration components as well as their respective relative share per Management Board member. Remuneration is "granted" when it has actually accrued to the member of the governing body and has thus been transferred to the member's assets, regardless of whether the accrual is for the fulfilment of the obligation or for no legal reason. In this context, remuneration can already be stated for the fiscal year in which the underlying activity (of one or more years) has been fully performed. Accordingly, with regard to the remuneration of the Management Board, the amounts of the STI and LTI are reported below as "granted" in the 2022 fiscal year whose performance period has expired as of 31 December 2022, since the underlying services were fully performed by the reporting date of 31 December 2022, even if payment is not made until the following year. This ensures that reporting is transparent and easy to understand and ensures there is a link between performance and remuneration in the fiscal year. "Owed" is remuneration if, in the fiscal year for which remuneration report is prepared, the Company has a legally existing obligation to the governing body member that is due but not yet fulfilled. All tables contain the remuneration granted and owed to current and former members of the Management Board and current and former members of the Supervisory Board.

The table shows the annual base remuneration, fringe benefits, STI and other remuneration (compensation payments, non-compete compensation for post-contractual non-compete clause) paid out in the fiscal year. The Company does not have any current pension expenses. The LTI did not represent remuneration granted or owed in the 2022 fiscal year, as the claims from the LTI tranches granted in previous years are not yet due and the LTI tranches granted in 2020, 2021 and 2022 do not, by definition, represent remuneration granted and owed in 2022.

In addition to the above information, the table also shows the relative proportions of all fixed and variable remuneration components in relation to the total remuneration (TR) in the respective fiscal year, 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 fiscal year 2022
(1 January 2022 to 31 December 2022), Part I**

	Oliver Steil, Chairman of the Board/CEO				Michael Wilkens, Chief Financial Officer/CFO 1 September 2022–31 December 2022			
	2021 in EUR	2021 in % TR	2022 in EUR	2022 in % TR	2021 in EUR	2021 in % TR	2022 in EUR	2022 in % TR
Annual basic salary	900,000	4.08 %	900,000	49.73 %	–	–	233,333	36.27 %
Fringe benefits	21,981	0.10 %	22,307	1.23 %	–	–	8,000	1.24 %
Total	921,981	4.18 %	922,307	50.96 %	–	–	241,333	37.51 %
One-year variable remuneration (STI)								
2021	–	–	–	–	–	–	–	–
2022	–	–	887,436	49.04 %	–	–	252,000	39.17 %
Multi-year variable remuneration (LTIP)								
2020–2023	–	–	–	–	–	–	–	–
2021–2024	–	–	–	–	–	–	–	–
2022–2025	–	–	–	–	–	–	–	–
Other	21,138,673 ¹	95.82 %	–	–	–	–	150,000 ²	23.32 %
Total	21,138,673	95.82 %	887,436	49.04 %	–	–	402,000	62.49 %
Total remuneration (as defined by § 162 AktG)	22,060,654	100 %	1,809,743	100 %	–	–	643,333	100 %

¹ Third-party payment paid by the main shareholder or its majority shareholder. In 2021, this payment was made in the form of share transfers; 1,765,971 shares at the weighted average price on 1 December 2021 of EUR 11.97 per share.

² One-off compensation payment related to the initial appointment as compensation for forfeited remuneration at previous employer.

Remuneration granted and owed to the current Management Board members in accordance with § 162 (1) sentence 1 AktG for the fiscal year 2022 (1 January 2022 to 31 December 2022), Part II

Peter Turner
Chief Commercial Officer/CCO
11 July 2022–31 December 2022

	2021 in EUR	2021 in % TR	2022 in EUR	2022 in % TR
Annual base salary	–	–	224,306	54.84 %
Fringe benefits	–	–	168	0.04 %
Total	–	–	224,474	54.88 %
One-year variable remuneration (STI)				
2021	–	–	–	–
2022	–	–	184,545	45.12 %
Multi-year variable remuneration (LTIP)				
2020–2023	–	–	–	–
2021–2024	–	–	–	–
2022–2025	–	–	–	–
Other	–	–	–	–
Total	–	–	184,545	45.12 %
Total remuneration (as defined by § 162 AktG)	–	–	409,018	100 %

The following table shows the remuneration of the former member of the Management Board granted and owed in the past fiscal year in accordance with § 162 (1) sentence 1 AktG. After ten years following the end of the fiscal year in which Management Board members end their activity, their personal information is omitted in accordance with § 165 (5) AktG.

Lisa Agona, Chief Marketing Officer/CMO
19 April 2021–31 December 2021

Stefan Gaiser, Chief Financial Officer/CFO
1 January 2022–18 August 2022

	2021 in EUR	2021 in % TR	2022 in EUR	2022 in % TR	2021 in EUR	2021 in % TR	2022 in EUR	2022 in % TR
Annual base salary	257,690	19.03 %	–	–	550,000	4.92 %	348,333	38.59 %
Fringe benefits	33,839	2.50 %	–	–	36,845	0.33 %	42,343	4.69 %
Total	291,529	21.53 %	–	–	586,845	5.25 %	390,676	43.28 %
One-year variable remuneration (STI)								
2021	–	–	–	–	–	–	–	–
2022	–	–	–	–	–	–	326,290	36.15 %
Multi-year variable remuneration (LTIP)								
2020–2023	–	–	–	–	–	–	–	–
2021–2024	–	–	–	–	–	–	–	–
2022–2025	–	–	–	–	–	–	–	–
Other	1,062,323 ¹	78.47 %	–	–	10,590,793 ²	94.75 %	185,634 ³	20.57 %
Total	1,062,323	78.47 %	–	–	10,590,793	94.75 %	511,924	56.72 %
Total remuneration (as defined by § 162 AktG)	1,353,852	100 %	–	–	11,177,638	100 %	902,600	100 %

¹ Severance payment to settle all future claims arising from and in connection with the employment relationship.

² Third-party payment paid by the main shareholder or its majority shareholder. In 2021, this payment was made in the form of share transfers; 884,778 shares at the weighted average price on 1 December 2021 of EUR 11.97 per share.

³ Benefits due to the post-contractual non-competition clause.

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 the 15 June 2021 with 98.71% of the votes cast, came into effect for all Supervisory Board in the 2022 fiscal year. The remuneration system and the Articles of Association are both publicly available.

The remuneration of the Supervisory Board is fully fixed. It takes into account the duties and responsibilities of the members of the Supervisory Board. The members of the Supervisory Board 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 members of the Supervisory Board acting as members of the Audit Committee receive an 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 Chairmen 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 that this limit is exceeded. The above remuneration is payable in four equal instalments due and payable at the end of each quarter for which the remuneration is paid. Members of the Supervisory Board who hold office on the Supervisory Board or the office of Chairman or Deputy Chairman for only part of the fiscal year receive the corresponding remuneration on a pro rata basis. In addition, the Company reimburses the members of the Supervisory Board 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.

The members of the Supervisory Board are covered by the Company's D&O insurance policy with coverage in line with the market.

Partners and employees of Permira 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 Permira. They are generally required to waive any remuneration they may be entitled to in such positions.

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	
	2021	2022	2021	2022	2021	2022
Supervisory Board members in office as of 31 December 2022						
Council members						
Dr Abraham Peled (Chairman)	187,500	187,500	55,000	55,000	242,500	242,500
Axel Salzmann (Deputy Chairman as of 1 September 2022)	75,000	104,837	110,000	110,000	185,000	214,837
Stefan Dziarski ¹	-	-	-	-	-	-
Dr Jörg Rockenhäuser ¹	-	-	-	-	-	-
Ralf W. Dieter (as of 17 October 2022)	-	9,375	-	6,875	-	16,250
Hera Kitwan Siu	4,688	75,000	-	30,000	4,688	105,000
Former Supervisory Board members						
Jacob Fannesbech Agraou (former Deputy Chairman) (until 22 August 2022)	165,000	106,264	55,000	35,421	220,000	141,685

¹ Stefan Dziarski and Dr Jörg Rockenhäuser have waived their remuneration in the 2022 fiscal year.

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 EBIDTA.

Since TeamViewer AG has not had any employees of its own since 1 June 2022, the presentation of the average remuneration of employees on a full-equivalent basis (FTE) is based on the workforce of the TeamViewer Group in Germany (TeamViewer Germany GmbH and Regit Eins GmbH), which consisted of an average of 726 employees (FTE) in the 2022 fiscal year. In comparison, the TeamViewer Group employed 694 employees (FTE) in Germany in the 2021 fiscal year. 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 compensation therefore corresponds in principle to the remuneration granted and owed within the meaning of § 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	2018 ¹	2019	% change ¹
Earnings development of TeamViewer AG in EUR			
Net loss for the year (HGB) (in EUR million)	-	2	-
Earnings development of the TeamViewer Group in EUR			
Billings (non-IFRS) (in EUR million)	-	324.9	-
Adjusted EBITDA (non-IFRS) (in EUR million)	-	182.1	-
Average remuneration of employees			
Total workforce TeamViewer AG (until 2022)	-	84,489	-
Total workforce TeamViewer Group in Germany (as of 2022)	-	-	-
Management Board remuneration			
Oliver Steil (as of 2019)	-	41,292,291 ³	-
Michael Wilkens (as of 1 September 2022)	-	-	-
Peter Turner (as of 17 July 2022)	-	-	-
Former Management Board members			
Stefan Gaiser (until 18 August 2022)	-	20,844,399 ³	-
Lisa Agona (as of 19 April 2021 until 31 December 2021)	-	-	-
Supervisory Board remuneration			
Dr Abraham Peled (as of August 2019)	-	71,879 ²	-
Axel Salzmänn (as of August 2019)	-	82,804 ²	-
Stefan Dziarski (as of August 2019)	-	-	-
Dr Jörg Rockenhäuser (as of August 2019)	-	-	-
Ralf W. Dieter (as of 17 October 2022)	-	-	-
Hera Kitwan Siu (as of 26 November 2021)	-	-	-
Former Supervisory Board members			
Jacob Fannesbech Agraou (until 22 August 2022)	-	81,420 ²	-

¹ The Company was founded in 2019. For this reason, it is not possible to provide a figure for 2018.

² The remuneration relates to the period as of the appointment of the Supervisory Board in August 2019.

³ The remuneration in the 2019, 2020 and 2021 fiscal years contains a high proportion of third-party benefits. These mainly include benefits granted under an investment agreement concluded in connection with the Company's IPO (see the Company's securities prospectus dated 11 September 2019). These benefits were granted exclusively by the main shareholder or its affiliated companies and not by the Company.

⁴ The remuneration includes a lump-sum settlement payment of EUR 1,602,852 to settle all future claims arising from and in connection with the employment relationship.

Fiscal year	2020	% change
Earnings development of TeamViewer AG in EUR		
Net loss for the year (HGB) (in EUR million)	9	-350 %
Earnings development of the TeamViewer Group in EUR		
Billings (non-IFRS) (in EUR million)	460.3	+42 %
Adjusted EBITDA (non-IFRS) (in EUR million)	261.4	+44 %
Average remuneration of employees		
Total workforce TeamViewer AG (until 2022)	110,942	+31 %
Total workforce TeamViewer Group in Germany (as of 2022)	-	-
Management Board remuneration		
Oliver Steil (as of 2019)	72,883,940 ³	+76 %
Michael Wilkens (as of 1 September 2022)	-	-
Peter Turner (as of 17 July 2022)	-	-
Former Management Board members		
Stefan Gaiser (until 18 August 2022)	36,757,382 ³	+76 %
Lisa Agona (as of 19 April 2021 until 31 December 2021)	-	-
Supervisory Board remuneration		
Dr Abraham Peled (as of August 2019)	242,500	+237 %
Axel Salzmänn (as of August 2019)	185,000	+123 %
Stefan Dziarski (as of August 2019)	-	-
Dr Jörg Rockenhäuser (as of August 2019)	-	-
Ralf W. Dieter (as of 17 October 2022)	-	-
Hera Kitwan Siu (as of 26 November 2021)	-	-
Former Supervisory Board members		
Jacob Fønnesbech Agraou (until 22 August 2022)	220,000	+170 %

¹ The Company was founded in 2019. For this reason, it is not possible to provide a figure for 2018.

² The remuneration relates to the period as of the appointment of the Supervisory Board in August 2019.

³ The remuneration in the 2019, 2020 and 2021 fiscal years contains a high proportion of third-party benefits. These mainly include benefits granted under an investment agreement concluded in connection with the Company's IPO (see the Company's securities prospectus dated 11 September 2019). These benefits were granted exclusively by the main shareholder or its affiliated companies and not by the Company.

⁴ The remuneration includes a lump-sum settlement payment of EUR 1,602,852 to settle all future claims arising from and in connection with the employment relationship.

Fiscal year	2021	% change
Earnings development of TeamViewer AG in EUR		
Net loss for the year (HGB) (in EUR million)	8	+11 %
Earnings development of the TeamViewer Group in EUR		
Billings (non-IFRS) (in EUR million)	547,6	+19 %
Adjusted EBITDA (non-IFRS) (in EUR million)	257,0	-2 %
Average remuneration of employees		
Total workforce TeamViewer AG (until 2022)	113,160	+2 %
Total workforce TeamViewer Group in Germany (as of 2022)	92,004	-
Management Board remuneration		
Oliver Steil (as of 2019)	22,060,654 ³	-69 %
Michael Wilkens (as of 1 September 2022)	-	-
Peter Turner (as of 17 July 2022)	-	-
Former Management Board members		
Stefan Gaiser (until 18 August 2022)	11,177,638 ³	-69 %
Lisa Agona (as of 19 April 2021 until 31 December 2021)	1,353,852 ⁴	-
Supervisory Board remuneration		
Dr Abraham Peled (as of August 2019)	242,500	0
Axel Salzmänn (as of August 2019)	185,000	0
Stefan Dziarski (as of August 2019)	-	-
Dr Jörg Rockenhäuser (as of August 2019)	-	-
Ralf W. Dieter (as of 17 October 2022)	-	-
Hera Kitwan Siu (as of 26 November 2021)	4,688	-
Former Supervisory Board members		
Jacob Fønnesbech Agraou (until 22 August 2022)	220,000	0

¹ The Company was founded in 2019. For this reason, it is not possible to provide a figure for 2018.

² The remuneration relates to the period as of the appointment of the Supervisory Board in August 2019.

³ The remuneration in the 2019, 2020 and 2021 fiscal years contains a high proportion of third-party benefits. These mainly include benefits granted under an investment agreement concluded in connection with the Company's IPO (see the Company's securities prospectus dated 11 September 2019). These benefits were granted exclusively by the main shareholder or its affiliated companies and not by the Company.

⁴ The remuneration includes a lump-sum settlement payment of EUR 1,602,852 to settle all future claims arising from and in connection with the employment relationship.

Fiscal year	2022	% change
Earnings development of TeamViewer AG in EUR		
Net loss for the year (HGB) (in EUR million)	14	-75 %
Earnings development of the TeamViewer Group in EUR		
Billings (non-IFRS) (in EUR million)	634.8	+16 %
Adjusted EBITDA (non-IFRS) (in EUR million)	298.7	+16 %
Average remuneration of employees		
Total workforce TeamViewer AG (until 2022)	-	-
Total workforce TeamViewer Group in Germany (as of 2022)	95,479	+ 4 %
Management Board remuneration		
Oliver Steil (as of 2019)	1,809,743	-92 %
Michael Wilkens (as of 1 September 2022)	643,333	-
Peter Turner (as of 17 July 2022)	409,018	-
Former Management Board members		
Stefan Gaiser (until 18 August 2022)	902,600	-92 %
Lisa Agona (as of 19 April 2021 until 31 December 2021)	-	-
Supervisory Board remuneration		
Dr Abraham Peled (as of August 2019)	242,500	0 %
Axel Salzmänn (as of August 2019)	214,837	+16 %
Stefan Dziarski (as of August 2019)	-	-
Dr Jörg Rockenhäuser (as of August 2019)	-	-
Ralf W. Dieter (as of 17 October 2022)	16,250	-
Hera Kitwan Siu (as of 26 November 2021)	105,000	+2,140%
Former Supervisory Board members		
Jacob Fønnesbech Agraou (until 22 August 2022)	141,685	-36 %

¹ The Company was founded in 2019. For this reason, it is not possible to provide a figure for 2018.

² The remuneration relates to the period as of the appointment of the Supervisory Board in August 2019.

³ The remuneration in the 2019, 2020 and 2021 fiscal years contains a high proportion of third-party benefits. These mainly include benefits granted under an investment agreement concluded in connection with the Company's IPO (see the Company's securities prospectus dated 11 September 2019). These benefits were granted exclusively by the main shareholder or its affiliated companies and not by the Company.

⁴ The remuneration includes a lump-sum settlement payment of EUR 1,602,852 to settle all future claims arising from and in connection with the employment relationship.

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To TeamViewer AG, Göppingen

Opinion

We have formally audited the remuneration report of the TeamViewer AG, Göppingen, for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that 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

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor’s report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Stuttgart, 8 March 2023

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

Jürgen Schwehr
Wirtschaftsprüfer
(German Public Auditor)

ppa. Jens Rosenberger
Wirtschaftsprüfer
(German Public Auditor)

2. Information on the Supervisory Board candidates proposed for election (for Agenda Item 7)

Dr Abraham (Abe) Peled

residing in Washington D.C., United States of America
Partner of Peled Ventures and
Industry advisor to Hg Capital Private Equity

Member of the Supervisory Board of TeamViewer SE
(formerly TeamViewer AG) since 2019, independent
Chairman of the Supervisory Board of TeamViewer SE



a) Personal data:

Year of birth: 1945
Place of birth: Suceava, Romania
Nationality: US-American

b) Academic Career:

Abraham (Abe) Peled studied electrical engineering at the Technion Institute in Israel. He holds a bachelor's and a master's degree. He received his PhD in digital signal processing from Princeton University, USA.

c) Professional Career:

- 2021 – today** Industrial consultant to Hg Capital Private Equity
- 2013 – today** Peled Ventures, Wilmington, USA, Partner
- 2012 – 2021** Senior advisor to Permira Private Equity Tech Group
- 2012 – 2014** Cisco Systems, San Jose, CA, USA, Senior Vice President and chief strategist of the Video and Collaboration Group
- 2004 – 2012** NDS Group Ltd., Feltham, UK, CEO and Chairman
- 1995 – 2004** NDS Group Ltd., Feltham, UK, CEO
- 1993 – 1995** Eltron Industries, Israel, Senior Vice President
- 1985 – 1993** IBM Research, New York, USA, Vice President Systems and Software
- 1974 – 1985** IBM Research, New York, USA, researcher and later in the research management

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:

- Chairman of the Board of Directors of CyberArmor Ltd. (not listed)

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

None

Axel Salzmann

residing in Großhansdorf, Germany
Managing Director and Chief Financial
Officer of Best Secret GmbH



Member of the Supervisory Board of TeamViewer SE
(formerly TeamViewer AG) since 2019, independent

a) Personal data:

Year of birth: 1958
Place of birth: Oldenburg in Holstein, Germany
Nationality: German

b) Academic Career:

Axel Salzmann holds a degree in industrial engineering and economics from the University of Hamburg.

c) Professional Career:

2022 – today Best Secret GmbH, Aschheim, Chief Financial Officer
2017 – 2022 Hensoldt AG, Taufkirchen, Chief Financial Officer
2015 – 2016 Bilfinger SE, Frankfurt am Main, Chief Financial Officer
2008 – 2015 ProSiebenSat. 1 Media AG, Unterföhring, Chief Financial Officer
2002 – 2007 O2 (Germany) GmbH & Co. OHG, München, Chief Financial Officer and Deputy Chief Executive Officer
previously Philips Group, Hamburg, various management positions

d) Significant activities in addition to the

(1) Supervisory Board mandate at TeamViewer SE 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:

None

Dr Jörg Rockenhäuser

residing in Frankfurt, Germany
Partner at Permira, Chairman of the DACH Region
and member of the global investment committee

Member of the Supervisory Board of TeamViewer SE (formerly
TeamViewer AG) since 2019, not independent



a) Personal data:

Year of birth: 1966
Place of Birth: Ratingen, Germany
Nationality: German

b) Academic Career:

Jörg Rockenhäuser holds a PhD degree from the University of Bochum and a master's degree from the University of Münster.

c) Professional Career:

2001 – today Permira, Frankfurt am Main, Partner, various roles and activities

2023 – today Partner and Chairman DACH

2008 – 2022 Managing Partner and Head of DACH

2009 – today Member of the Global Investment Committee

2008 – 2021 Member of the Global Executive Committee

1993 – 2000 A.T. Kearney, Düsseldorf, Principal

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

(1) Memberships in other statutory supervisory boards:

- Member of the Supervisory Board of Best Secret Group SE (not listed)

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

- Chairman of the Advisory Board of Neuraxpharm Arzneimittel GmbH (not listed)
- Member of the Advisory Board of Engel & Völkers Holding GmbH (not listed)

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

- Member of the advisory board of various charities, e.g. Off Road Kids

Stefan Dziarski

residing in Frankfurt, Germany
Partner at Permira

Member of the Supervisory Board of TeamViewer SE (formerly TeamViewer AG) since 2019, not independent



a) Personal data:

Year of birth: 1980
Place of birth: Leverkusen, Germany
Nationality: German

b) Academic Career:

Stefan Dziarski studied business administration at the European Business School in Germany, the Thunderbird School of Global Management, USA and the National University of Singapore.

c) Professional Career:

2007 – today Permira, Frankfurt am Main, Partner

2003 – 2007 Salomon Smith Barney / Citigroup, New York and Hong Kong, Associate, part of the Citigroup's New York Media and Telecom M&A practice and Citigroup's Asia Pacific Technology

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

(1) Memberships in other statutory supervisory boards:

- Member of the Supervisory Board of P&I Personal & Informatik AG (not listed)
- Member of the Supervisory Board of Flix SE (not listed)

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

- Member of the Board of Directors of McAfee TopCo, Inc. (not listed)

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

None

Ralf W. Dieter

residing in Stuttgart, Germany
Entrepreneur and Managing Partner of
RWD Vermögens- und Beteiligungsgesellschaft mbH

Member of the Supervisory Board of TeamViewer SE (formerly
TeamViewer AG) since his court appointment in 2022,
independent



a) Personal data:

Year of birth: 1961
Place of birth: Baden-Baden, Germany
Nationality: German

b) Academic Career:

Ralf W. Dieter studied civil engineering at Karlsruhe University of Applied Sciences (HKA) and economics at the universities of Karlsruhe and Freiburg. He holds a diploma in economics.

c) Professional Career:

- 2021 – today** RWD Vermögens- und Beteiligungsgesellschaft mbH, Stuttgart, Entrepreneur, Managing Partner
- 2006 – 2021** Dürr AG, Stuttgart, Chairman of the Board of Management
- 2005 – 2006** Dürr AG, Stuttgart, Member of the Board of Management
- 2003 – 2005** Carl Schenck AG, Darmstadt, Chairman of the Executive Board
- 1999 – 2003** Carl Zeiss Industrielle Messtechnik GmbH, Oberkochen, Chairman of the Management Board
- 1998 – 1999** IBM EMEA European Headquarter, Paris / France, Director of Sales Business Partner EMEA
- 1995 – 1998** IBM Deutschland GmbH, Stuttgart, Director and Sales Manager for Business Partners, Germany, Sales Manager Central Europe
- 1989 – 1995** DAT AG, Ratingen, Consultant, Regional Manager, Department Manager, Sole Managing Director

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

(1) Memberships in other statutory supervisory boards:

- Member of the Supervisory Board of Körber AG (not listed)
- Member of the Supervisory Board of Schuler Group GmbH (not listed)

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

- Chairman of the Advisory Board of Dantherm Group A/S, Denmark (not listed)
- Member of the Advisory Board of Leadec Holding BV, Netherlands (not listed)

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

None

Swantje Conrad

residing in Munich, Germany
Self-employed consultant and Non-Executive Director

Candidate for the Supervisory Board of TeamViewer SE,
independent



a) Personal data:

Year of birth: 1965
Place of birth: Stuttgart, Germany
Nationality: German

b) Academic Career:

Swantje Conrad holds an International MBA from the University of South Carolina, Columbia, South Carolina, USA, and a degree in Industrial Engineering from the University of Karlsruhe, Germany (KIT).

c) Professional Career:

1991 – 2017 J.P. Morgan Corporate & Investment Bank, Frankfurt, London, New York

- 2008 – 2017 Managing Director, Investor Client Management
- 2005 – 2008 Managing Director, Equity Specialist Sales European Diversified Industrials/
Aerospace/Automotive
- 1997 – 2004 Managing Director, Head of European Diversified Industrials Equity Research
- 1994 – 1996 Vice President, Mergers & Acquisitions
- 1991 – 1994 Associate, Corporate Finance

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

(1) Memberships in other statutory supervisory boards:

- Member of the Supervisory Board of RENK GmbH, Augsburg, Germany (not listed)

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

- Non-Executive Director at CT Private Equity Trust Plc, Edinburgh, United Kingdom (listed)

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

None

Christina Stercken

residing in Munich, Germany
Self-employed consultant and Non-Executive Director

Candidate for the Supervisory Board of TeamViewer SE,
independent



a) Personal data:

Year of birth: 1958
Place of birth: Bonn, Germany
Nationality: German

b) Academic Career:

Christina Stercken studied economics and business administration at the University of Bonn and the Technical University Berlin and holds a degree in economics. She also holds an Executive MBA from Duke University, Durham, North Carolina, USA.

c) Professional Career:

- Since 2017** Non-Executive Director in various Boards
- 2006 – 2017** EAC International Consulting PartG, Munich, Executive Partner
- 2000 – 2006** Siemens AG, Munich, Managing Director Corporate Finance M&A
- 1998 – 2000** Siemens Business Services GmbH & Co. OHG, Munich (now Atos), Head of the Public Sector Division Federal and Local Governments
- 1995 – 1997** Siemens AG, Munich and Siemens Ltd, Beijing, China, Head of Task Force China
- 1994 – 1995** Siemens AG, Munich, Corporate Development & Strategy, Head of Regional Strategy
- 1985 – 1994** Siemens AG, Munich, various management positions
- 1983 – 1984** BMW (South Africa) Pty. Ltd., Isando, South Africa, Project Manager Marketing and Sales

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

(1) Memberships in other statutory supervisory boards:

None

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

- Non-Executive Director at Ansell Ltd, Melbourne, Australia (listed)
- Non-Executive Director at Landis+Gyr Group AG, Switzerland (listed)

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

- Vice Chair of Myanmar Foundation, Munich, Germany

Qualification matrix | Supervisory Board of TeamViewer SE

Kompetenzfelder	Dr Abraham (Abe) Peled	Axel Salzmann	Ralf W. Dieter	Stefan Dziarski	Dr Jörg Rockenhäuser	Hera Kitwan Siu	Swantje Conrad	Christina Stercken
Areas of competence	August 2019	August 2019	October 2022	August 2019	August 2019	November 2021	Candidate for election 2023	Candidate for election 2023
Nationality	American	German	German	German	German	Hong Kong Chinese	German	German
Independence	Yes	Yes	Yes	No	No	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							

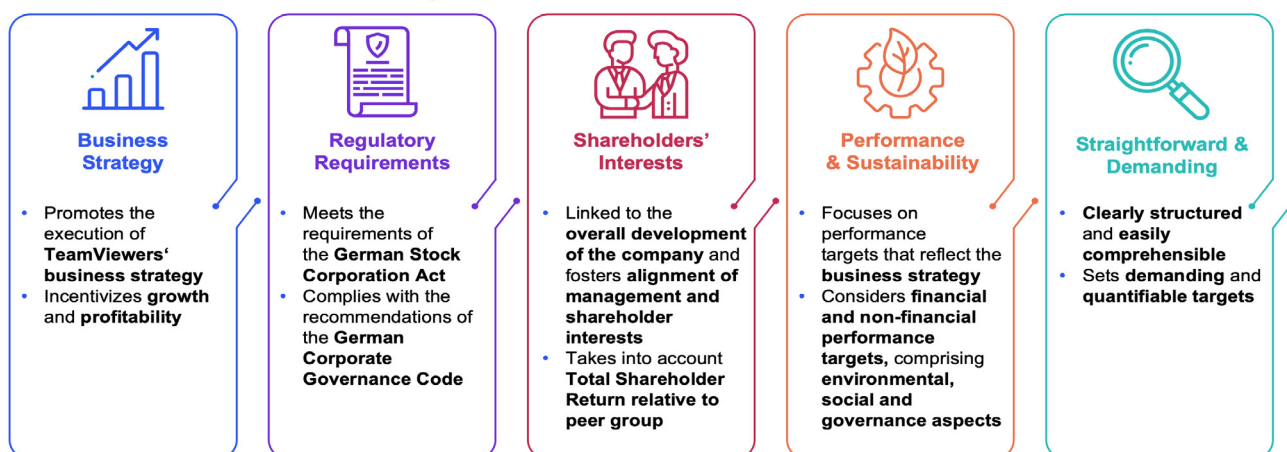
3. Management Board Remuneration System as of April 6, 2023 (for Agenda Item 10)

Management Board Remuneration System of TeamViewer SE

1. Principles of the Management Board remuneration system

The Management Board remuneration system of TeamViewer SE (together with its consolidated subsidiaries referred to as “TeamViewer”) described in the following is designed to provide effective incentives for growth and increasing profitability, while at the same time improving non-financial performance, including environmental, social and governance (ESG) aspects. It thus delivers a key contribution to execute and achieve TeamViewer’s pursued growth strategy. The remuneration system appropriately reflects the individual tasks and performance of the members of the Management Board, as well as TeamViewer’s overall situation and performance. It is based on the following principles:

Principles of the remuneration system



Management Board remuneration is comprised of a mix of short-term and long-term remuneration elements to effectively promote the business strategy and the sustainable and long-term development of TeamViewer. In addition to financial performance targets, non-financial performance targets are included. Those non-financial performance targets comprise ESG aspects which clearly relate to TeamViewer’s business and sustainability strategy, hence providing additional incentives for the long-term and sustainable success of TeamViewer. Furthermore, the long-term variable remuneration is largely based on TeamViewer’s share price development which ensures an alignment of the interest of the Management Board and the shareholders. An obligation to acquire and hold shares of TeamViewer also contributes to this alignment.

TeamViewer’s Management Board remuneration complies with the requirements of the German Stock Corporation Act (Aktengesetz, AktG) and the recommendations for Management Board remuneration of the German Corporate Governance Code (GCGC).

When determining compensation for the Management Board, the Supervisory Board takes the respective compensation and employment conditions of senior management and the workforce of TeamViewer into account. A consistency of the remuneration system for Management Board members, executives and employees is ensured by using the same performance targets and thus setting equal incentives in steering TeamViewer.

2. Procedure of determining, implementing and reviewing the remuneration system

The Supervisory Board is responsible for the determination, implementation and review of the Management Board remuneration system. In this regard, the Supervisory Board is supported by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee develops recommendations for Management Board remuneration, taking into account the aforementioned principles as well as the recommendations of the GCGC in its applicable version. Prepared by the Nomination and Remuneration Committee the remuneration system as well as any other matter relating to the individual remuneration of the Management Board members are discussed and resolved by the Supervisory Board. If necessary, the Nomination and Remuneration Committee, as well as the Supervisory Board, may consult independent external remuneration experts to support the determination of the remuneration of Management Board members as well as the determination and review of the system as a whole.

The remuneration system approved by the Supervisory Board will be submitted to the Annual General Meeting for approval. The Supervisory Board regularly reviews the remuneration system and makes any changes that are deemed necessary. In the event of major changes to the remuneration system, but at least every four years, the remuneration system will be resubmitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system will be submitted for approval at the next regular Annual General Meeting.

2.1 Appropriateness of the Management Board remuneration

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

The Nomination and Remuneration Committee regularly reviews the appropriateness of the Management Board remuneration and proposes adjustments to the Supervisory Board as necessary in order to ensure a remuneration package that is both in line with regulatory requirements and is competitive in the market.

To assess the appropriateness of the remuneration, the Nomination and Remuneration Committee considers the level of remuneration in comparison with the remuneration of Management Board members of comparable companies (horizontal assessment), as well as its vertical appropriateness to the remuneration and employment conditions of senior management and the overall workforce of TeamViewer (vertical assessment).

To evaluate horizontal appropriateness, comparable companies – based on country, company size and industry – are used as a peer group. The Supervisory Board decides on a suitable peer group, which will be disclosed in the remuneration report.

To evaluate vertical appropriateness, the senior management and workforce of TeamViewer are taken into account. In this evaluation, both the current ratio as well as the change of the ratio over time of the Management Board's remuneration compared to the remuneration of senior management and the workforce as a whole are assessed. The Supervisory Board determines how senior management and workforce are to be differentiated for the comparison.

2.2 Measures for avoiding conflicts of interest

The Supervisory Board's rules of procedure set out guidelines for the avoidance of conflicts of interest which also need to be taken into consideration when determining, implementing or reviewing the remuneration of the Management Board. The Supervisory Board members are obliged to consider only the interests of the enterprise and must disclose conflicts of interest in a timely manner. In its report to the Annual General Meeting, the Supervisory Board will provide information about any conflicts of interest that have arisen and on how these have been dealt with. Material conflicts of interest that are not only temporary and that relate to a member of the Supervisory Board will lead to a termination of the mandate.

3. Overview of the remuneration system

The following table provides an overview of TeamViewer’s remuneration system, i.e. the remuneration elements and further contractual components:

Overview of the remuneration system	
<p>30% - 40% fixed</p> <p>60% - 70% variable</p> <p>30% - 47% short-term</p> <p>53% - 70% long-term</p>	<p>Base salary</p> <ul style="list-style-type: none"> Fixed cash remuneration, monthly payment in twelve equal installments
	<p>Fringe benefits</p> <ul style="list-style-type: none"> Car allowance, contribution to accident insurance Reimbursement of accommodation and tax consultancy costs for members who are domiciled abroad
	<p>Short-Term Incentive (STI)</p> <ul style="list-style-type: none"> Annual cash bonus Performance targets: <ul style="list-style-type: none"> Revenue, Adjusted EBITDA, non-financial performance targets comprising ESG aspects and personal performance criteria Cap: 200% of the target amount
	<p>Long-Term Incentive (LTI)</p> <ul style="list-style-type: none"> Performance share plan Performance period: four years Performance targets: <ul style="list-style-type: none"> average Revenue growth, average Adjusted EBITDA growth, relative total shareholder return (50% vs. STOXX 600 Technology and 50% vs. MDAX initially) and non-financial performance targets comprising ESG aspects Cap: 200% of the target amount
	<p>Further contractual components</p> <ul style="list-style-type: none"> Share Ownership Guidelines: <ul style="list-style-type: none"> Investment of 200% of base salary for the CEO and 100% of base salary for the CFO/Ordinary Board member Holding until the end of appointment Maximum remuneration: <ul style="list-style-type: none"> Cap of the total remuneration granted for one fiscal year in accordance with § 87a (1) sentence 2 no. 1 AktG EUR 9,800,000 for the CEO and Ordinary Board Member each Malus and clawback: <ul style="list-style-type: none"> Full or partial reduction/repayment of variable remuneration in case of material breaches or in the event of incorrect consolidated financial statements Severance payment: <ul style="list-style-type: none"> Limited to two years' fixed remuneration plus STI, but not exceeding the remaining term of the service agreement

3.1 Remuneration elements and structure

The Management Board remuneration system is composed of fixed and variable elements. Fixed remuneration consists of the base salary and fringe benefits. Variable remuneration comprises a Short-Term Incentive (STI) and a Long-Term Incentive (LTI). The sum of base salary, fringe benefits, STI target amount and LTI target amount constitutes the total target remuneration.

To strengthen the pay-for-performance idea of the remuneration system, the majority of the total target remuneration of the Management Board is made up of variable, performance-based elements. Furthermore, to ensure that the remuneration is geared towards the sustainable and long-term development of TeamViewer, the portion of the LTI outweighs the portion of the STI.

The proportion of the fixed remuneration in total target remuneration ranges between 30% and 40%, of which base salary has a share of 90% to 100% and fringe benefits account for up to 10%. The proportion of variable remuneration in total target remuneration ranges between 60% and 70%, of which 30% to 47% is attributable to the STI and 53% to 70% to the LTI.

3.2 Maximum remuneration

In order to avoid uncontrolled and excessive Management Board remuneration, the remuneration is capped twice. Firstly, the payout of variable remuneration elements is limited to 200% of target amount for both, STI and LTI. Secondly, the Supervisory Board has determined an overall maximum remuneration pursuant to § 87a (1) sentence 2 no.1 AktG for the Management Board members, which comprises all fixed and variable remuneration elements granted for a fiscal year. Maximum remuneration achievable for a specific fiscal year may not exceed EUR 9,800,000 for each member of the Management Board. In case the defined maximum remuneration for a fiscal year is exceeded, the payout amount of the LTI is reduced accordingly.

4. Elements of the remuneration system in detail

4.1 Fixed remuneration elements

4.1.1 Base salary

Members of the Management Board receive a fixed annual base salary in cash, payable in equal monthly installments.

4.1.2 Fringe benefits

Members of the Management Board are also granted fringe benefits. These in particular consist of a car allowance, reimbursement of accommodation costs and accident insurance in the event of death or disability. Members of the Management Board who are domiciled abroad may be granted reasonable tax consultancy costs.

4.1.3 Other

All members of the Management Board are insured against third-party liability claims through a D&O insurance policy taken out at TeamViewer's expense with a deductible in accordance with the provisions under the AktG totaling 10% of the loss or damage but no more than 150% of the annual base salary.

Management Board members do not receive any pension benefits.

4.2 Variable remuneration elements

Variable remuneration accounts for the majority of the Management Board remuneration. It comprises two elements: a STI in the form of an annual bonus with a performance period of one year and a LTI in the form of a performance share plan with a performance period of four years. The STI provides an incentive for operational business objectives of the financial year, which in turn are derived from the business strategy and the annual budget plans. The LTI provides an incentive for the long-term performance of TeamViewer. To ensure a sustainable and long-term development of TeamViewer and to further align the interests of the Management Board and shareholders, the greater part of variable remuneration is long-term oriented and is based on TeamViewer's share price performance.

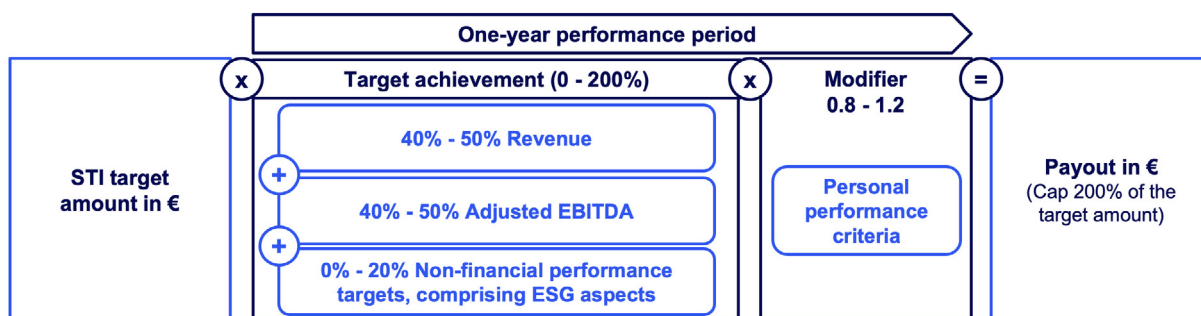
4.2.1 Short-Term Incentive

4.2.1.1 Principles of the Short-Term Incentive

The Short-Term Incentive (STI) is an annual cash bonus in order to reward the contribution to the operational implementation of the business strategy in a specific fiscal year. In addition to financial performance targets, any non-financial performance targets, which particularly comprise ESG aspects, are taken into account when determining the payout. Furthermore, personal performance criteria are agreed with each Management Board member at the beginning of the fiscal year and are considered via a multiplicative factor (Modifier).

Payout of the STI is derived by multiplying the STI target amount, the overall target achievement of 0% to 200% and the Modifier, which may range from 0.8 to 1.2. The overall target achievement takes into account the respective target achievement of two financial performance targets with a weighting of 40% to 50% each as well as the target achievement of predefined non-financial performance targets, which particularly comprise ESG aspects, with up to 20% weight. Respective weightings are decided by the Supervisory Board at the beginning of each fiscal year. Payout is limited to 200% of the STI target amount.

Short-Term Incentive



4.2.1.2 Performance targets of the Short-Term Incentive

4.2.1.2.1 Financial performance targets

Since 2023, TeamViewer uses Revenue and Adjusted EBITDA as most significant external key performance indicators. Accordingly, both are used as financial performance targets in the Management Board remuneration system.

- Revenue

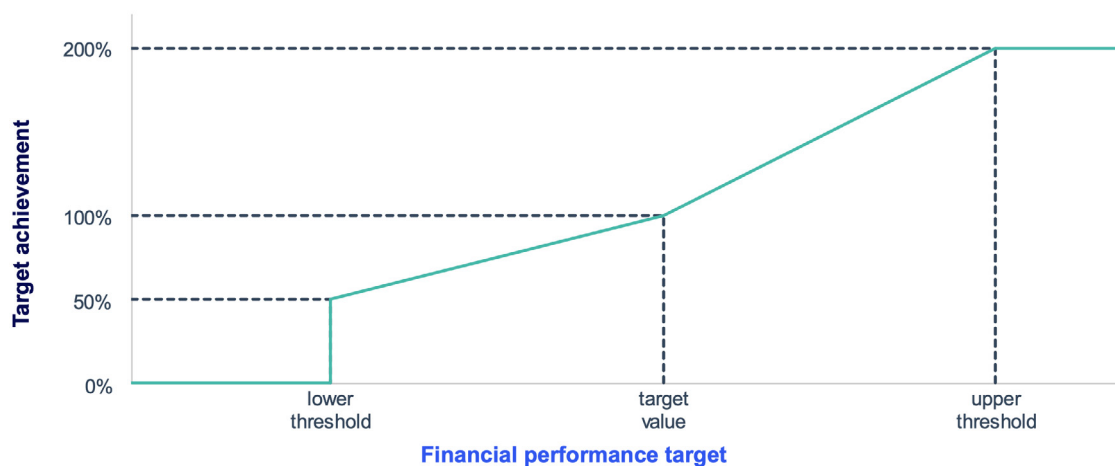
Revenue refers to TeamViewer's Revenue (IFRS). TeamViewer believes Revenue is an important performance measure for management to evaluate and monitor the performance of its business. As an indicator for TeamViewer's growth it is thus included as a performance target to incentivize the implementation of TeamViewer's targeted growth strategy.

- Adjusted EBITDA

Adjusted EBITDA (also referred to as Adjusted (Revenue) EBITDA) is defined as operating income (EBIT) according to IFRS, plus depreciation and amortization of tangible and intangible fixed assets (EBITDA), adjusted for certain business transactions (income and expense) defined by the Management Board in agreement with the Supervisory Board. Business transactions to be adjusted relate to share-based compensation schemes and other material special items of the business that are presented separately to show the underlying operating performance of the business. Adjusted EBITDA reflects TeamViewer's earnings power and is a key indicator of TeamViewer's performance. It is used as a performance target to incentivize profitable growth by implementing TeamViewer's targeted growth strategy.

For both financial performance targets, the Supervisory Board defines an upper and lower threshold as well as a target value in accordance with the budget and capital market communication at the beginning of each fiscal year. Target achievement is set at 100% if the actually achieved value reaches the defined target value. Target achievement is 0% if the lower threshold is not met. In case the lower threshold is met, target achievement equals 50%. Target achievement is limited to 200%, if the actually achieved value meets or exceeds the upper threshold. In case the actually achieved value falls between the lower threshold and the target value or between the target value and the upper threshold, target achievement is determined via linear interpolation.

Target achievement curve for financial performance targets



Defined target values, the lower and upper thresholds and the resulting target achievements will be transparently disclosed in the remuneration report for the respective fiscal year.

4.2.1.2.2 Non-financial performance targets

In addition to financial performance targets, non-financial performance targets, which particularly comprise environmental, social and governance (ESG) aspects, can be included when measuring the overall success of TeamViewer. Those aspects clearly relate to TeamViewer's business and sustainability strategy. They ensure a sustainable development of TeamViewer and thereby further align the interests of Management Board members and other stakeholders while providing incentives for the long-term and sustainable success of TeamViewer. Such non-financial performance targets may in particular also include the criteria described for the Long-Term Incentive below, such as an increase of gender diversity.

At the beginning of each fiscal year, the Supervisory Board decides if ESG aspects should be included in the STI, in addition to the LTI, to foster short-term measures that support the long-term sustainable strategy. If ESG aspects are included for the respective fiscal year, the Supervisory Board decides on specific targets of relevance and defines objectives and their respective weighting. For this purpose, the Supervisory Board has developed a list of criteria (displayed in section 4.2.2.3). Depending on the achievement of the defined objectives, target achievement can range from 0% to 200%. Defined objectives and the resulting target achievement will be transparently disclosed in the remuneration report for the respective fiscal year.

4.2.1.3 Modifier of the Short-Term Incentive

The Modifier assesses personal performance criteria which are set at the beginning of the fiscal year by the Supervisory Board. The Modifier may include collective and individual performance criteria which may be financial or non-financial. In case ESG aspects are not considered as explicit performance targets in the STI, the Modifier includes those as well.

After each fiscal year, the Supervisory Board assesses the achievement of the underlying personal performance criteria and derives an individual Modifier in a range between 0.8 and 1.2.

Personal performance criteria applicable for a specific fiscal year as well as the resulting Modifier will be transparently disclosed in the remuneration report for the respective fiscal year.

4.2.2 Long-Term Incentive

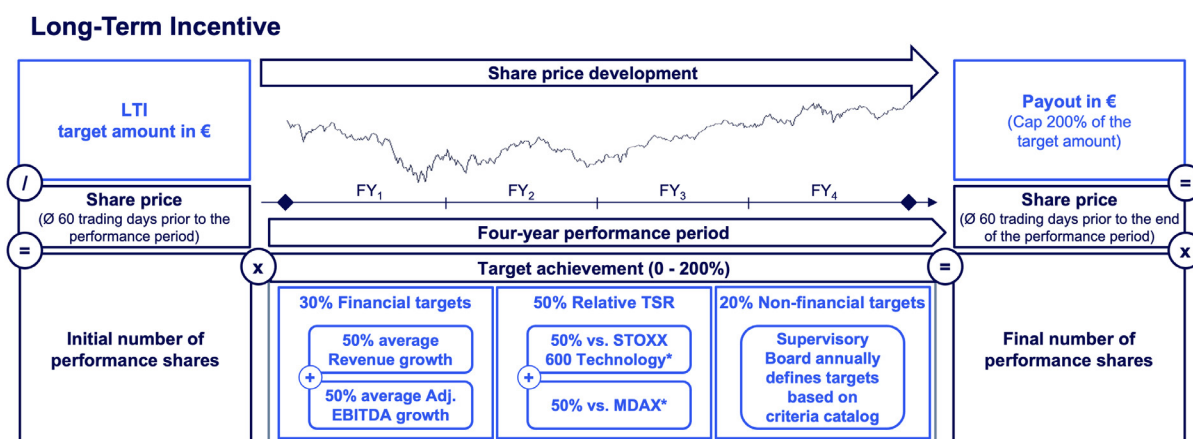
4.2.2.1 Principles of the Long-Term Incentive

The Long-Term Incentive (LTI) is a performance share plan with a four-year performance period. At the beginning of each fiscal year, the LTI target amount is divided by TeamViewer’s average share price of the last 60 trading days prior to the beginning of the performance period, resulting in the initial number of virtual performance shares granted. At the end of the four-year performance period, the final number of virtual performance shares is determined based on the overall target achievement which ranges from 0% to 200%.

The overall target achievement considers

- 30% financial performance targets “average Revenue growth” and “average Adjusted EBITDA growth” (equally weighted),
- 50% relative Total Shareholder Return (TSR), measured against the two peer groups “STOXX® 600 Technology” and “MDAX” (equally weighted), or such different peer groups or stock indices as determined by the Supervisory Board for comparison, and
- 20% non-financial performance targets, which particularly comprise environmental, social and governance (ESG) aspects.

Subsequently, the payout is calculated taking into account TeamViewer’s average share price of the last 60 trading days prior to the end of the performance period. Payout is limited to 200% of the LTI target amount.



4.2.2.2 Performance targets of the Long-Term Incentive

4.2.2.2.1 Financial performance targets

Financial performance targets of the LTI are also based on Revenue and Adjusted EBITDA as most significant external key performance indicators. While STI targets are based on absolute annual budget figures, the LTI targets focus on long-term growth rates.

- Average Revenue growth

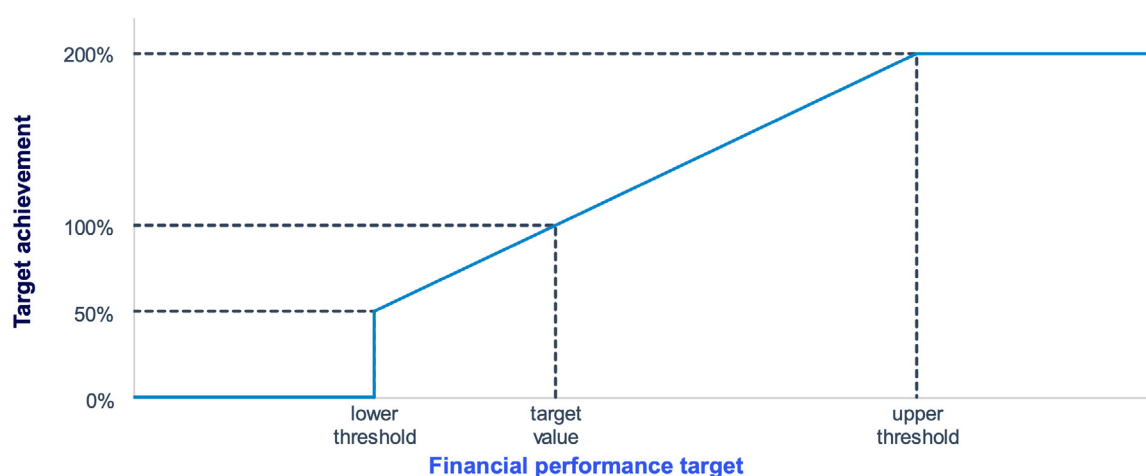
As Revenue (IFRS) is an important performance measure for TeamViewer to evaluate and monitor the performance of its business, average Revenue growth is included as a performance target to reflect long-term growth and thus incentivize the implementation of TeamViewer’s targeted growth strategy in the long-term.

- Average Adjusted EBITDA growth

Taking into account average Adjusted EBITDA growth facilitates a comparison of TeamViewer’s core operating results over multiple years. Thus, average Adjusted EBITDA growth is included as a performance target to incentivize profitable growth in TeamViewer’s earnings power during the four-year performance period by implementing TeamViewer’s targeted growth strategy.

For both financial performance targets, the Supervisory Board will define an upper and lower threshold as well as a target value prior to each LTI tranche. Target achievement is set at 100% if the actually achieved value reaches the defined target value. Target achievement is 0% if the lower threshold is not met. In case the lower threshold is met, target achievement equals 50%. Target achievement is limited to 200%, if actually achieved value meets or exceeds the upper threshold. In case the actually achieved value falls between lower threshold and target value or between target value and the upper threshold, target achievement is determined via linear interpolation.

Target achievement curve for financial performance targets



Defined target values, the lower and upper thresholds and the resulting target achievements will be transparently disclosed in the remuneration report for the respective fiscal year.

4.2.2.2.2 Relative Total Shareholder Return

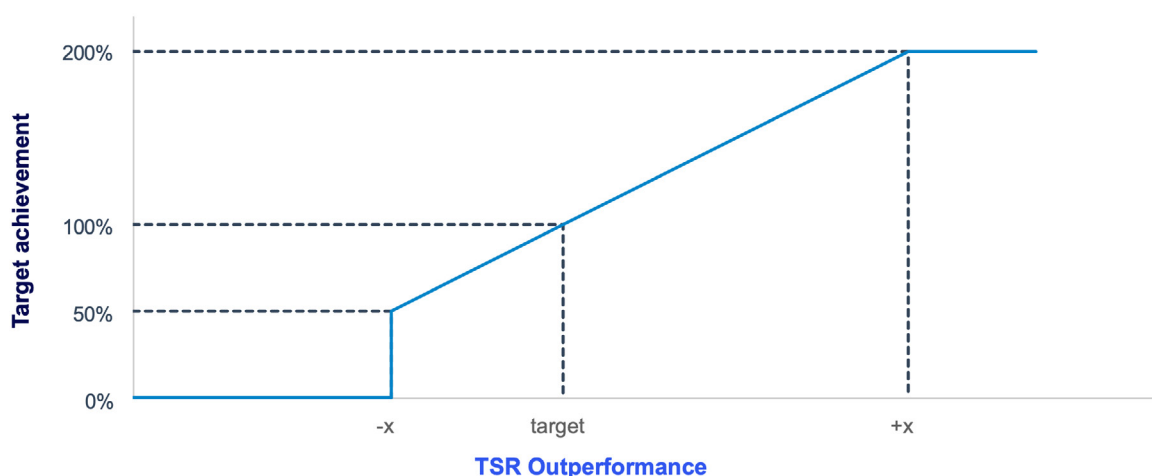
As an external performance target which is oriented towards the capital market, relative Total Shareholder Return (TSR) is used. Relative TSR takes into account the development of TeamViewer’s share price during the four-year performance period including reinvested gross dividends compared to relevant peer groups or stock indices, as determined by the Supervisory Board. Thus, considering relative TSR in the context of the LTI supports the alignment of shareholders’ and Management Board’s interests and incentivizes the outperformance of peer groups in the long-term.

Target achievement of relative TSR is equally based on the comparison to an industry specific index and a national broad index. To compare TeamViewer’s performance to companies in the same industry and thus take into consideration industry specific developments, the STOXX® 600 Technology is initially considered as relevant peer group. Additionally, to account for national developments and company size, TeamViewer’s performance is also compared to the MDAX, as TeamViewer itself is listed in this index and the MDAX consists of companies of a comparable size.

Target achievement is derived from the difference between TeamViewer’s TSR and the TSR of the respective peer group. The Supervisory Board defines a specific target value for which target achievement is set at 100%, as well as an upper [+x] and a lower [-x] threshold. If the difference is less than [-x]%, target achievement is 0%. Target achievement is set at 50% in case the difference equals [-x]%. If the difference equals [+x]% or more, target achievement is set at 200%. In case the difference

is between $[-x]\%$ and the target value or between the target value and $[+x]\%$, target achievement is determined via linear interpolation.

Target achievement curve for relative TSR



The Supervisory Board may define one or several different peer groups or stock indices for comparison as well as the respective target value, lower threshold and upper threshold prior to the start of a new LTI tranche. The chosen peer groups or stock indices as well as the defined target value, the lower threshold and the upper threshold will be transparently disclosed in the remuneration report for the respective fiscal year of the grant.

Resulting target achievements will be transparently disclosed in the remuneration report for the respective fiscal year after the end of the performance period.

4.2.2.2.3 Non-financial performance targets

In addition to the financial performance targets and relative TSR, non-financial performance targets, which particularly comprise ESG aspects, are included in the overall LTI target achievement. Based on the following catalog of criteria, the Supervisory Board decides on relevant targets, defines concrete objectives and their weighting prior to each LTI grant:

ESG catalog

Category	Criterion	Exemplary Objectives
Environment	Carbon Footprint / CO ₂ reductions	<ul style="list-style-type: none"> Reducing the Corporate Carbon Emissions (Operational Carbon Footprint, excl. Servers) Reducing the Corporate Carbon Footprint (Full Scope)
	Diversity	<ul style="list-style-type: none"> Increasing female representation in management functions
Social	Employee Satisfaction	<ul style="list-style-type: none"> Employee Satisfaction / Engagement Index
	Customer Satisfaction	<ul style="list-style-type: none"> Further improving customer satisfaction
Governance	Compliance and security	<ul style="list-style-type: none"> Increasing number and participation rate of trainings on data protection and security Obtaining external certification of GDPR compliance

Depending on the achievement of the defined objectives, target achievement can range from 0% to 200%. Defined objectives and the resulting target achievement will be transparently disclosed in the remuneration report for the respective fiscal year.

5. Further contractual agreements

5.1 Share Ownership Guidelines

Management Board members are obliged to hold TeamViewer AG shares for the duration of their appointment as members of Management Board; this obligation must be fulfilled for the first time no later than four years after their first appointment as members of the Management Board. The investment amounts to 200% of gross base salary for the CEO and 100% of gross base salary for Ordinary Board Members.

5.2 Malus and clawback

Variable remuneration elements are subject to so-called malus and clawback provisions. In case of serious violations of a duty of care, material duties under the service agreement or other material principle of action of TeamViewer, the Supervisory Board is entitled to reduce outstanding variable remuneration in whole or in part (malus). In the aforementioned cases, the Supervisory Board may also partially or completely reclaim variable remuneration elements already paid out at its reasonable discretion (clawback). Furthermore, the Management Board member has to repay variable remuneration elements to the extent that it becomes apparent that the relevant financial data on which the payout was based were incorrect and that on the basis of corrected financial data a lower or no payout would have been derived.

6. Legal provisions concerning remuneration

6.1 Duration of the Service Agreements

In appointing members to the Management Board and determining the durations of their service agreements, the Supervisory Board adheres to the requirements of § 84 AktG as well as the recommendations of the GCGC. Service agreements of the Management Board members are concluded for the duration of the respective appointment. Appointment periods usually range between three and five years. Service agreements do not provide for the possibility of ordinary termination by either party. This does not affect the mutual right of both parties to terminate the service agreement without notice for good cause.

6.2 Termination of employment

If the appointment is revoked prematurely, the Management Board members are entitled to a severance payment subject to certain conditions. Such severance payment is based on the severance basis, which consists of the base salary and the STI calculated for the previous fiscal year. If the Supervisory Board, in exercising its reasonable discretion, comes to the conclusion that it would be improper to refer to the previous fiscal year for purposes of determining the STI as part of the severance basis, the projected STI for the current fiscal year may be used instead. The maximum severance payment equals 200% of the severance basis, but is limited to the remuneration for the remaining term of the service agreement.

If the appointment of a member of the Management Board is revoked due to an inability to manage TeamViewer properly pursuant to § 84 (3) AktG, due to a gross breach of duties or any other good cause which is the responsibility of the Management Board member pursuant to § 84 AktG, or if a good cause which is the responsibility of the Management Board member according to § 626 of the German Civil Code (BGB) applies which would have entitled TeamViewer to terminate the service agreement by extraordinary notice, the Management Board member does not receive a severance payment and all LTI entitlements lapse with immediate effect and without substitution.

If the Management Board activity ends prematurely due to the death of a member of the Management Board, TeamViewer will pay the base salary as well as any STI for the month in which the death occurred as well as for the three following months on a pro rata basis to the spouse or registered partner or to heirs of the first order, if any. The LTI will be paid out on a pro rata basis at the end of the performance period.

In the event of joining or leaving the Management Board during a fiscal year, total remuneration including the target amounts of STI and LTI is reduced pro rata temporis in accordance with the term of service in the relevant fiscal year. Payouts are calculated based on the agreed conditions after the regular performance period.

6.3 Change-of-Control

Service agreements of the Management Board members do not include any provisions in the event of a Change-of-Control.

6.4 Post-contractual non-competition clause

Members of the Management Board are subject to a post-contractual non-competition clause lasting twelve months. During this period, the respective Management Board member is entitled to receive compensation for non-competition amounting to 50% of the last contractual benefits received. Any severance payment received is offset against the compensation for non-competition.

6.5 Secondary activities

Before accepting any secondary activity, be it paid or unpaid, the Management Board member must obtain the Supervisory Board's written approval. This applies especially to the acceptance of Supervisory Board and similar positions as well as expert opinions, publications and lectures lacking a direct connection to the Management Board mandate. Insofar as the member of the Management Board assumes Supervisory Board mandates outside of the group, TeamViewer reserves the right to offset any resulting remuneration payments. The Supervisory Board will decide on this on a case-by-case basis, taking into account the interest of TeamViewer and the Management Board member. If the Management Board member accepts secondary activities for TeamViewer or its affiliated companies, including positions on the governing bodies, the remuneration received for those activities will be deducted from the member's Management Board remuneration.

7. Temporary deviations from the remuneration system

The Supervisory Board has the right to temporarily deviate from the remuneration system pursuant to § 87a (2) sentence 2 AktG in special and extraordinary circumstances (such as a serious financial or economic crisis), if this is in the interest of TeamViewer's long-term well-being. Unfavorable market developments are not considered to be special and extraordinary circumstances that would permit a deviation from the remuneration system.

Even if there is a deviation from the remuneration system, the remuneration must continue to be aligned with the long-term and sustainable development of TeamViewer and must be consistent with the success of TeamViewer and the performance of the Management Board.

Any deviation from the remuneration system under the aforementioned circumstances is only possible after a careful analysis of these exceptional circumstances and the options for reaction and on the basis of a proposal by the Nomination and Remuneration Committee and a corresponding resolution of the Supervisory Board that has identified the exceptional circumstances and the necessity for a deviation.

A temporary deviation from the remuneration system is possible with regard to the following elements: performance targets relating to the STI as well as the LTI and ranges of possible target achievements of the individual elements of the variable remuneration. If existing remuneration elements have been adjusted but the incentive effects of Management Board remuneration cannot be adequately restored, the Supervisory Board is further entitled, in case of extraordinary developments and under the same conditions, to temporarily grant additional remuneration elements, or to replace individual remuneration elements with other components.

Furthermore, in order to attract qualified candidates for the Management Board, the Supervisory Board

has the right to grant sign-on payments to new Management Board members in an appropriate and market-compliant way, e.g. to compensate for forfeited remuneration from previous employers.

4. Report pursuant to § 71 (1) no. 8 AktG in conjunction with § 186 (3) and (4) AktG § 186 (3) and (4) AktG (on Agenda Item 11 and 12)

In accordance with § 71 (1) no. 8 sentence 5 in conjunction with § 186 (4) sentence 2 AktG, the Management Board submits the following report on Agenda Item 11 and 12 . § 186 (4) sentence 2 AktG, the Management Board submits the following report on Item 10 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 under certain circumstances when selling acquired treasury shares of the Company..

A tender right does not exist if, in the case of a public purchase offer or a public invitation to submit offers for sale, the number of shares offered by the shareholders exceeds the number of shares requested by the Company. In this case, the shares must be allocated on a pro rata basis. In accordance with the proposed authorization, it shall be possible to provide for preferential acceptance of smaller sales offers or smaller parts of sales offers up to a maximum of 150 shares. This possibility serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and thus to facilitate the technical processing of the share buyback. In addition, the repurchase can be carried out according to the ratio of shares offered (tender quotas) instead of according to 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 arithmetical fractions of shares. The acquisition quota and the number of shares to be acquired by individual tendering shareholders may therefore be rounded as necessary to represent the acquisition of whole shares from a settlement perspective.

When using derivatives, shareholders shall only have a right to tender their shares for the repurchase of treasury shares to the extent that the Company is under a direct obligation to them to accept the shares under the respective options. Otherwise, derivatives could not be used for the repurchase of treasury shares and the associated advantages for the Company could not be realized. The Management Board considers the authorization not to grant or to restrict any right of shareholders to conclude such derivatives with the Company and any right of shareholders to tender shares to be justified after weighing the interests of the shareholders and the interests of the Company, as the use of such financial instruments may be advantageous for the Company compared with 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 to the derivatives are obliged to acquire the shares in the Company to be delivered to service the obligations under the derivative in compliance with the principle of equal treatment under stock corporation law (§ 53a AktG).

The Company is also to be expressly authorized to acquire treasury shares not via a stock exchange in the formal legal sense, but also via a multilateral trading facility ("MTF") within the meaning of Section 2 (6) of the Stock Exchange Act. By the possibility of using MTFs, if necessary, for a share buyback, the Company can gain access to a larger trading volume. In this way, it may be able to obtain more favorable conditions for the acquisition of its own shares and also reach shareholders who do not, or not exclusively, use traditional stock exchanges for trading in shares of the Company. The use of MTFs would thus ultimately lead to an even better implementation of the principle of equal treatment. As a matter of principle, the Company will acquire its own shares via MTFs for which it can be assumed that no prices will be formed which deviate significantly from the stock exchange prices on the regulated market. Such MTFs in particular 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 to be counted towards the upper limit for the acquisition of treasury shares. In addition, the same rules apply to the use of treasury shares acquired via an MTF as those set out below for treasury shares acquired via the stock exchange.

The proposed exclusion of subscription rights for fractional amounts when using treasury shares enables the requested authorization to be utilized in full. This exclusion of subscription rights makes sense and is common practice because the costs of trading subscription rights for fractional amounts are regularly

out of proportion 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 the subscription right in this respect will be utilized in the best possible way for the benefit of the Company.

The authorization under Agenda Item 11 also provides for the acquired treasury shares to be sold to third parties against contributions in kind, excluding shareholders' subscription rights, e.g. for the purpose of acquiring companies, businesses, parts of businesses and/or interests in businesses. The Management Board is to be put in a position 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 satisfy their claims without having to increase capital to this extent.

In order to be able to compete nationally and internationally for interesting acquisition opportunities, it is increasingly necessary to be able to offer shares rather than cash as consideration in connection with the acquisition of companies or shareholdings in other companies. The authorization proposed under Agenda Item 11 will give the Company the necessary flexibility to use treasury shares, e.g. as acquisition currency, and thus to respond quickly and flexibly to offers which are advantageous to the Company for the acquisition of companies, businesses, parts of companies or businesses, interests in other companies or other assets. The proposed authorization to exclude shareholders' subscription rights takes this into account.

The proposed authorization for the use of treasury shares also provides for the sale of treasury shares to third parties in a way other than via the stock exchange or by means of a public offer to all shareholders, provided that the sale of treasury shares is for cash and at a price which 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, by setting a price close to the market price, to achieve the highest possible disposal amount and the greatest possible strengthening of equity. 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 under § 186 (3) sentence 4 AktG.

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

In addition, the Company is to be given the option of partially excluding shareholders' subscription rights in the event of a sale of treasury shares by means of an offer to all shareholders in favor of holders of warrant or convertible bonds which 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 which would otherwise occur can be avoided, thus strengthening the financial resources of the Company.

Treasury shares may also be offered for purchase to employees of the Company and its Group companies as well as to members of the corporate bodies of Group companies (employee shares). The issue of treasury shares to these persons, generally subject to an appropriate lock-up period of several years, is in the interests of the Company and its shareholders, as it promotes the identification of the beneficiaries with the Company. At the same time, the understanding and willingness to assume greater, above all economic, joint responsibility can be strengthened. The issue of shares also enables long-term incentive arrangements to be made, taking into account both positive and negative developments. The shares are intended to provide an incentive to achieve a sustained increase in value for the Company. In order to be able to issue corresponding employee shares, the subscription rights of shareholders must be excluded. In determining the purchase price to be paid by the beneficiaries, an appropriate discount based on the Company's performance and customary for employee shares may be granted. It should also be possible to use repurchased treasury shares under arrangements which may be agreed in the future with members of the Executive Board of the Company as part of their compensation for their activities. In this respect, too, shareholders' subscription rights must be excluded. The details of the compensation for the members of the Executive Board are determined by the Supervisory Board. Variable compensation

components may be granted as an incentive for long-term, sustainable corporate governance, for example, by granting part of the variable compensation in shares instead of cash or in commitments on shares, which may also be subject to a blocking period. In addition, variable compensation components can be linked to specific performance targets. The compensation system for the Management Board approved by the 2020 Annual General Meeting does not provide for the granting of shares to members of the Management Board. However, in view of possible future changes to the compensation system, a corresponding option is to be created as a precautionary measure. A corresponding amendment to the compensation 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. Only whole shares will be offered to the shareholders for purchase; with regard to the portion of the dividend entitlement which does not reach (or exceeds) the subscription price for a whole share, the shareholders will be referred to the cash dividend and will not be able to purchase any shares; there is no provision for an offer of partial rights or for the establishment of trading in subscription rights or fractions thereof. As the shareholders receive a cash dividend instead of the acquisition of shares, this appears to be justified and appropriate. The principle of equal treatment under stock corporation law (§ 53a AktG) is complied with.

Furthermore, the total of shares sold with exclusion of subscription rights together with new shares issued from authorized capital during the term of this authorization until it is exercised by exercising another authorization with exclusion of shareholders' subscription rights, and together with rights to subscribe to new shares issued from authorized capital during the term of this authorization until it is exercised by exercising another authorization with exclusion of shareholders' subscription rights, may not exceed the total amount of shares issued from authorized capital, which are issued during the term of this authorization until its utilization by exercising another authorization under exclusion of subscription rights and which enable or oblige the conversion into or subscription to shares of the Company, do not exceed a pro rata amount of the capital stock of 10% of the capital stock. This limit further restricts the potential for dilution in favor of existing shareholders. In particular, this includes 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, if necessary by acquiring shares on the stock exchange. For the possible issuance of employee shares or to members of the Executive Board under possible future compensation arrangements, 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 in the structuring of compensation.

III. Further information and notes

Total number of shares and voting rights at the time of convocation

At the time of convening the Annual General Meeting, the Company's share capital is divided into 186,515,856 no-par value bearer shares, each of which carries one vote. The total number of voting rights is therefore 186,515,856.

Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies, transmission in image and sound

The holding of the Annual General Meeting as a virtual Annual General Meeting under the new statutory provision of § 118a AktG leads to some changes both in the conduct of the Annual General Meeting and in the exercise of shareholders' rights, both compared with a physical Annual General Meeting and compared with a virtual Annual General Meeting under the special law during the COVID 19 pandemic.

The following information therefore requires special attention, in particular with regard to the possibility of following the Annual General Meeting in video and audio, for exercising voting rights, the right to submit motions, the right to submit comments, the right to speak, the right to information and the right to object.

With the approval of the Supervisory Board, the Management Board of the Company has decided on the basis of § 26n (1) EGAktG to hold the Annual General Meeting in the form of a virtual general meeting in accordance with § 118a AktG without the physical presence of shareholders or their proxies.

Shareholders and their proxies cannot therefore physically attend the Annual General Meeting. However, they can follow the entire Annual General Meeting by video and audio transmission at the internet address <https://ir.teamviewer.com/agm> via the Company's password-protected online portal (InvestorPortal). Shareholders who have duly registered will be sent a confirmation of registration with further information on exercising their rights instead of a conventional admission ticket. 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>. The password-protected InvestorPortal can be accessed via the Company's website.

Company website and documents and information accessible 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 are available on the Company's website at <https://ir.teamviewer.com/agm> from the time the Annual General Meeting is convened.

Any supplementary motions, countermotions and election proposals from shareholders received by the Company and subject to publication requirements 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 above website also provides access to the password-protected InvestorPortal, which allows properly registered shareholders to exercise their voting rights before and during the Annual General Meeting. Via the InvestorPortal, duly registered shareholders can connect electronically to the virtual Annual General Meeting on May 24, 2023 from 11.00 a.m. (CEST) and follow it there in full length live in picture and sound (participation), as well as exercise their shareholder rights. Shareholders can exercise their voting rights by electronic postal vote and by granting power of attorney. Shareholders connected electronically to the meeting will be granted the right to speak and request information as well as the right to submit motions and election proposals by means of video communication. They will also be able to submit comments and declare their objection to a resolution of the Annual General Meeting by means of electronic communication.

The speeches of the Supervisory Board and Management Board Chairmen, 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.

Requirements for participation in the virtual Annual General Meeting and the exercise of shareholder rights, in particular voting rights

Registration and proof of share ownership

Shareholders are entitled to attend the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights, if they register with the Company in text form (§ 126b BGB) in the German or English language at the following address and submit to the Company at this address a special certificate of share ownership issued by their depository bank in text form (§ 126b BGB) in the German or English language ("**duly registered shareholders**"):

TeamViewer SE
c/o Computershare Operations Center
80249 Munich

or by e-mail: anmeldestelle@computershare.de Proof of shareholding in accordance with § 67c (3) AktG is sufficient for this purpose in any case. The proof of shareholding must refer to the beginning of May 3, 2023 (0.00 a.m. (CEST) - so-called "record date"). Registration and proof must be received by the Company at the above address by no later than the end of May 17, 2023 (24:00 hours (CEST)).

In relation to the Company, only those persons who have provided proof of share ownership in due form and time shall be deemed shareholders for the purpose of attending the Annual General Meeting and exercising shareholder rights. If such proof is not provided or not provided in due 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 as of the record date. The record date does not imply any block on the saleability of the shareholding. Acquisitions and disposals of shareholdings after the record date do not affect the entitlement to exercise shareholder rights, to attend the Annual General Meeting or the scope of voting rights. Purchases 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 thereafter shall only be entitled (in particular entitled to vote) in respect of the shares held by them insofar as they have been authorized or empowered to exercise rights by the previous shareholder. The record date has no significance for dividend entitlement.

After receipt of the registration and the special proof of shareholding by the Company, the shareholders will be sent confirmation of registration for exercising the rights relating to the Annual General Meeting, including the individual access data for the InvestorPortal for the purpose of attending the Annual General Meeting and exercising the shareholder rights. Participation in the virtual Annual General Meeting is by electronic connection via the InvestorPortal. Properly registered shareholders or their proxies may exercise their shareholder rights via the InvestorPortal.

Exercise of voting rights

The exercise of voting rights requires registration and proof of share ownership. Shareholders or their proxies may exercise their voting rights exclusively by postal vote (also electronically) or by authorizing the Company's proxies to do so.

Procedure for voting by electronic absentee ballot

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

Votes are 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 up to the time the voting is closed by the chairman of the meeting at the virtual Annual General Meeting on May 24, 2023.

Exercise of shareholder rights by proxy

Shareholders may also exercise their voting rights or their right to attend the Annual General Meeting by proxy, e.g. through the custodian bank or a shareholders' association. In the case of proxy voting, 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.

The granting of the proxy, its revocation and proof of authorization must be in text form (for the exceptions for proxies pursuant to § 135 AktG, see below under "Voting by intermediaries and persons acting in a businesslike manner (§ 135 AktG)"). The proxy form available on the Company's website at <https://ir.teamviewer.com/agm> may be used for granting proxy.

The proxy and its revocation may be sent either in text form to the Company exclusively to the following address (by mail or e-mail):

TeamViewer SE
c/o Computershare Operations Center
80249 Munich

or by e-mail: anmeldestelle@computershare.de.

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

If the power of attorney is granted in text form to the proxy, proof of authorization in text form is required vis-à-vis the Company - unless otherwise provided for in § 135 AktG (see below under "Voting by intermediaries and persons acting in a businesslike manner (§ 135 AktG)"). The proof of authorization may be sent to the Company at the above address including the method of electronic communication (e-mail) specified therein.

Proxies may not physically participate in the virtual Annual General Meeting. They may only exercise voting rights for shareholders they represent by postal vote or by issuing (sub)powers of attorney to the proxies appointed by the Company. The use of the InvestorPortal by a proxy requires that the proxy receives the relevant access data.

Proxy Voting by Intermediaries or Persons Acting on a Businesslike Basis (§ 135 AktG)

Insofar as 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 stock corporation law, the granting of proxy and its revocation do not require text form in accordance with the statutory provisions. In this case, it is sufficient for the proxy declaration to be verifiably recorded by the proxy. Intermediaries and shareholders' associations, as well as persons and institutions equivalent to them pursuant to § 135 AktG, may provide for different regulations for their own authorization; please coordinate with the persons to be authorized in this respect. 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 nominated by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The authorization and instructions must be issued in text form. The authorization and instruction form included in the confirmation of registration may be used for this purpose. This can also be downloaded from the Company's website at <https://ir.teamviewer.com/agm>. Proxies and instructions may be submitted to the Company until May 23, 2023 (24:00 hours (CEST)) at the address below (by mail or e-mail):

TeamViewer SE
c/o Computershare Operations Center
80249 Munich

or by e-mail: anmeldestelle@computershare.de

Revocation of the proxy and changes to instructions must also be sent in text form to the above address by May 23, 2023 (24:00 hours (CEST)). In addition, the proxies appointed by the Company may 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 virtual Annual General Meeting on May 24, 2023. However, proxies cannot be authorized to exercise the shareholders' right to ask questions, to submit motions or to file objections.

Supplementary regulations on the exercise of voting rights

If the Company receives divergent declarations on the exercise of voting rights for the same shareholder via different transmission channels, only the most recent 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, an instruction previously issued to the proxies on this agenda item as a whole to exercise the voting right or a vote cast on this agenda item as a whole by postal vote shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is amended or revoked.

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 amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 (equivalent 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 Management Board of the Company and must be received by the Company at least 30 days before the meeting, i.e. no later than the end of April 23, 2023 (24:00 hours (CEST)). Requests for supplements received later 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

Notice and forwarding of requests for supplements in due form and time shall be made in the same manner as for the convening of the meeting.

Countermotions and election proposals by shareholders pursuant to §§ 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 election proposals for the election of the auditor and a Supervisory Board member. Countermotions must be accompanied by a statement of grounds; no statement of grounds 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

ir@teamviewer.com

Countermotions and election proposals received by the Company at the aforementioned address by no later than the end of May 9, 2022 (midnight (CEST)) will be made available on the Company's website at <https://ir.teamviewer.com/agm> without undue delay after receipt, subject to the further requirements of §§ 126, 127 AktG, including the name of the shareholder and - in the case of motions - the grounds. Any comments by the management will also be published at the above Internet address.

Pursuant to § 126 (4) AktG, countermotions and election proposals to be made available are deemed to have been made at the time they are made available. This shall apply mutatis mutandis to motions relating to items on the Agenda which are subsequently placed on the Agenda by separate announcement on the basis of a supplementary motion by shareholders pursuant to § 122 (2) AktG. Voting rights on such motions or election proposals may 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 may also be made during the virtual Annual General Meeting as part of the speech by way of video communication.

Right to submit comments pursuant to § 130a (1) to (4) AktG

Shareholders who have duly registered for the Annual General Meeting have the right to submit comments on the items on the Agenda prior to the meeting by means of electronic communication using the InvestorPortal at

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

in text form or in video format via the access-protected InvestorPortal.

Comments must be submitted in text form [in PDF format] or a video message via the InvestorPortal no later than five days before the Annual General Meeting, i.e. by May 18, 2023, 24:00 (CEST). Further information on the technical requirements for submitting video messages will be published on the website.

The length of a written statement may not exceed 10,000 characters (including spaces). Only one written statement or video message is permitted per shareholder. Written statements and video messages must be submitted in German or English only and will not be translated. Statements in video format may not exceed a duration of two minutes and a file size of 1 GB. Only statements in video format in which the shareholder or his proxy appears in person to make the statement are permitted. By submitting the statement, the shareholder or his proxy agrees to the statement being made available on the InvestorPortal with his name being mentioned.

It should be noted that there is no legal entitlement to the publication of a written statement or a video message prior to or during the Annual General Meeting. In particular, the Company reserves the right not to publish written statements or video messages 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 or video messages whose length exceeds 10,000 characters (including spaces) or two minutes or which have not been submitted by the time specified above.

The submitted statements, provided they meet the above requirements and are otherwise to be made available in accordance with the statutory provisions, will be made available to all duly registered shareholders no later than four days before the meeting, i.e. by May 19, 2023, 24:00 (CEST) on the InvestorPortal, stating the name of the submitting shareholder or his proxy.

Further information and conditions can be found on the Company's InvestorPortal, which can be accessed at the internet address <https://ir.teamviewer.com/agm>.

The opportunity to submit comments 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 comments will not be considered in the virtual Annual General Meeting. These are to be submitted or declared exclusively by the means specified separately in this invitation.

Right to speak pursuant to § 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the Annual General Meeting have the right to speak at the meeting by way 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, a virtual registration table will be available via the InvestorPortal at <https://ir.teamviewer.com/agm>, which shareholders or their proxies can use to register their speech. For speeches, a camera and microphone must be available on the end devices, which can be accessed from the browser. The chairman of the meeting will explain in more detail the procedure for requesting and speaking at the virtual shareholders' meeting.

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 at the meeting and before the speech and to reject the speech if the functionality is not ensured.

Right to information pursuant to § 131 (1) AktG

Upon verbal request at the Annual General Meeting, each shareholder shall be provided by the Management Board with information on the Company's affairs, including its legal and business relations with affiliated companies, and on 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 item on the Agenda and there is no right to refuse to provide information pursuant to § 131 (3) AktG. Shareholders or their proxies also have the right to ask questions on all answers given by the Management Board at the virtual Annual General Meeting (§ 131 (1d) AktG).

The right to information pursuant to § 131 AktG may be exercised in the virtual shareholders' meeting exclusively by way of video communication via the InvestorPortal, provided that the chairman 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 at the virtual shareholders' meeting. A requirement of the Executive Board pursuant to § 131 (1a) AktG that questions be submitted in advance of the virtual shareholders' meeting is expressly not provided for. Accordingly, the right to information may be exercised at the virtual shareholders' meeting without the restrictions provided for by law in the event of such a requirement.

To ensure that the Annual General Meeting proceeds in an orderly manner, the chairman of the meeting is authorized under §. 17 par. 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 of the German Stock Corporation Act (AktG)

Shareholders who have duly registered and electronically joined the Annual General Meeting 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 by electronic means from the beginning to the end of the Annual General Meeting via the Company's InvestorPortal accessible at the Internet address <https://ir.teamviewer.com/agm>.

Further explanations on shareholder rights

Further explanations of the rights of shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE AktG §§ 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>.

Transmission of the Annual General Meeting, Report of the Chairman of the Executive Board and the Chairman of the Supervisory Board

The Annual General Meeting on May 24, 2023 will be broadcast live in full for shareholders and their proxies from 11:00 a.m. (CEST) via the password-protected InvestorPortal.

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 are to be enabled to respond to the speech of the Chairman of the Management Board with their questions. For this reason, the advance manuscript of the speech by the Chairman of the Management Board is expected to be made available on the Company's website (<https://ir.teamviewer.com/agm>) from May 17, 2023 onwards on a voluntary basis and without any associated requirement under § 131 (1a) to submit questions in advance of the Annual General Meeting. The speech given during the Annual General Meeting may deviate from this advance manuscript, in particular if this should become necessary due to current developments. The spoken word shall prevail.

The live transmission 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 way of electronic participation within the meaning of § 118a (1) sentence 2 no. 2 AktG.

Further information on votes

The scheduled votes on Agenda Items 2 to 4, 6 to 9 as well as 11 and 12 are binding, while the scheduled votes on Agenda Items 5 and 10 are of a recommendatory nature within the meaning of Table 3 of Implementing Regulation (EU) 2018/1212. In each case, there is the option to vote yes (in favor) or no (against) or to abstain from voting (abstention).

Data protection information

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 shares held, and number of the proxy card) 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 shareholders' meeting.

TeamViewer is responsible for the processing of your personal data:

TeamViewer SE
Bahnhofplatz 2
73033 Goeppingen
Phone: +49 7161 305897700

E-mail: ir@teamviewer.com

Insofar as 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 obligated to maintain confidentiality.

If the legal requirements are met, every data subject has the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of his or her personal data at any time, as well as a right to data transfer and a 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, phone: +49 7161 305897700, e-mail: ir@teamviewer.com.

Technical notes on the virtual Annual General Meeting

To participate in the virtual Annual General Meeting and to use the InvestorPortal and exercise shareholder rights, you need an Internet connection and an Internet-enabled terminal device. A stable internet connection with sufficient transmission speed is recommended in order to be able to play back the video and audio transmission of the Annual General Meeting in the best possible way.

If you use a computer to receive the image and sound transmission of the virtual AGM, you will need a browser, a camera and speakers or headphones.

To access the Company's password-protected InvestorPortal, you will need your individual access data, which you will receive with your voting rights card. 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 shareholders' meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) before the start of the shareholders' meeting.

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

Note on the availability of image and sound transmission

Duly registered shareholders will be able to follow the Annual General Meeting live in full via the InvestorPortal from 11.00 a.m. (CEST) on May 24, 2023. According to the current state of the art, the video and audio transmission of the virtual shareholders' meeting and the availability of the InvestorPortal may be subject to fluctuations due to restrictions in the availability of the telecommunications network and the restriction of third-party internet services, over which the Company has no control. Therefore, the Company cannot assume any warranties or liability for the functionality and continuous 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 providers used, unless there is intent. For this reason, the Company recommends that the

above-mentioned options for exercising rights, in particular voting rights, be exercised in good time. 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 discontinue the virtual Annual General Meeting.

Göppingen, April 2023

TeamViewer SE
Management Board



TeamViewer SE
Bahnhofsplatz 2
73033 Göppingen
Germany

www.teamviewer.com