



Invitation to the annual general meeting

(Virtual General Meeting)

15 June 2021, 11 a.m.

Convenience translation

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

TeamViewer AG Göppingen

ISIN DE000A2YN900 (WKN A2YN90)

The Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie; **C19-AuswBekG**), which entered into force on 28 March 2020 and was last amended on 22 December 2020, opens up the possibility of holding ordinary general meetings in 2021 without the physical presence of shareholders or their proxies (virtual general meeting). In view of the COVID 19 pandemic that is set to last for an undetermined time, the rules of conduct adopted in this respect by the state of Baden-Württemberg and the objective of avoiding health risks for shareholders, internal and external employees and the Company's board members, the Management Board of TeamViewer AG has decided, with the approval of the Supervisory Board, to make use of the possibility to hold a virtual general meeting.

Invitation to the annual general meeting

(Virtual General Meeting)

We hereby invite the shareholders of our Company to the

Annual General Meeting

to be held on **Tuesday, 15 June 2021, at 11 a.m. CEST**. The meeting is held without the physical presence of shareholders and their proxies in the Mercedes-Benz Museum, Mercedesstraße 100, 70372 Stuttgart. Pursuant to section 1(2) sentence 1 no. 1 C19-AuswBekG in conjunction with § 16(4) of the Articles of Association of the Company, the entire meeting is broadcast in audio and video at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> for duly registered shareholders (cf. the more detailed notes following the agenda with the proposed resolutions).

01. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the 2020 financial year with the combined management report for TeamViewer AG and the TeamViewer Group, the combined non-financial report for TeamViewer AG and the TeamViewer Group and the report of the Supervisory Board as well as the explanatory reports on the disclosures pursuant to sections 289a(1), 315a(1) of the German Commercial Code (HGB)**

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board on 17 March 2021. The annual financial statement is therefore adopted. No resolution of the Annual General Meeting is required for this agenda item 1. There is no distributable profit, the appropriation of which could be resolved by the General Meeting in accordance with section 174(1) sentence 1 of the German Stock Corporation Act (Aktiengesetz – AktG).

The documents on agenda item 1 are available on the website of the Company at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

- 2. Discharge of the Management Board members of TeamViewer AG for financial year 2020**

The Management Board and Supervisory Board propose to grant discharge to the members of the Management Board of the Company holding office in the 2020 financial year in respect of this period.

3. Discharge of the Supervisory Board members of TeamViewer AG for financial year 2020

The Management Board and Supervisory Board propose to grant discharge to the members of the Supervisory Board of the Company holding office in the 2020 financial year in respect of this period.

4. Appointment of the auditor for the financial statements, the consolidated financial statements and the auditor for the audit review of interim financial information

- a) Based on the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart be appointed as auditor of the annual financial statements and consolidated financial statements for fiscal year 2021, as auditor for a possible audit review of the condensed financial statements and the interim management report for the first half of financial year 2021, and as auditor for a possible audit review of additional interim financial information within the meaning of section 115(7) of the German Securities Trading Act (WpHG) in financial year 2021.
- b) Furthermore, based on the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart be appointed as auditor for a possible audit review of additional interim financial information within the meaning of section 115(7) WpHG in the 2022 financial year until the next Annual General Meeting.

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

5. Approval of the Management Board Remuneration System

Pursuant to Section 120a(1) AktG, the Annual General Meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Management Board presented by the Supervisory Board whenever there is a significant change to the remuneration system, but at least every four years. The first resolution must be passed by the end of the first Annual General Meeting following 31 December 2020. Considering the requirements of § 87a(1) AktG, the Supervisory Board resolved a new remuneration system for the members of the Management Board on 17 March 2021 based on the recommendation of its Nomination and Remuneration Committee. This remuneration system is attached to this invitation as Annex 1 and can also be accessed from the convening of the Annual General Meeting and throughout the Annual General Meeting via the internet at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

The Supervisory Board proposes, based on a corresponding recommendation of the Nomination and Remuneration Committee, that the following resolution be adopted:

The remuneration system for the members of the Management Board set out in Annex 1 and resolved by the Supervisory Board on 17 March 2021 is approved.

6. Approval of the Supervisory Board Remuneration System

Pursuant to Section 113(3) AktG, the Annual General Meeting of a listed company must pass a resolution on the remuneration of the members of the Supervisory Board at least every four years. The first resolution must be passed by the end of the first Annual General Meeting following 31 December 2020. A resolution confirming the remuneration is permissible.

The remuneration of the Supervisory Board is governed by Art. 13 of the Articles of Association. The remuneration system for the members of the Supervisory Board on which the remuneration of the Supervisory Board is based is attached to this invitation as Annex 2 and is also accessible from the convening of the Annual General Meeting and throughout the Annual General Meeting at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

The Supervisory Board, based on a corresponding recommendation of the Nomination and Remuneration Committee, and the Management Board propose that the following resolution be adopted:

The remuneration system for the members of the Supervisory Board set out in Annex 2 is approved.

02. Company website and documents and information available there

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and other information in connection with the Annual General Meeting are available on the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> from the time the Annual General Meeting is convened.

Any supplementation requests, counter-motions and election proposals from shareholders that are subject to publication requirements and are received by the Company will also be made available via the aforementioned website. The voting results will also be published at this internet address after the Annual General Meeting.

The Company's password-protected online portal (**AGM Portal**) can also be accessed via the website, which enables duly registered shareholders to, among other things, exercise their voting rights before and during the AGM. Duly registered shareholders can follow the Annual General Meeting on 15 June 2021 in full length live in audio and video from 11:00 a.m. (CEST) via the AGM Portal.

The speeches of the Chairmen of the Supervisory Board and the Management Board, but not the entire Annual General Meeting, will be available after the Annual General Meeting as a recording on the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

03. Total number of shares and voting rights at the time of convening

At the time of convening the Annual General Meeting, the Company's registered share capital (Grundkapital) amounts to EUR 201,070,931.00 and is divided into 201.070.931 no-par value bearer shares. Each no-par value share grants one vote in the Annual General Meeting. The Company has no treasury shares. Therefore, at the time of convening the Annual General Meeting, the total number of shares and voting rights each amount to 201,070,931.

04. Holding of the Annual General Meeting as a virtual Annual General Meeting without physical presence of the shareholders and their appointed representatives, audio and visual transmission

In view of the ongoing COVID-19 pandemic, the Annual General Meeting on 15 June 2021 will be held on the basis of the C19-AuswBekG as a virtual Annual General Meeting without the physical presence of shareholders and their proxies, with the possibility of following the virtual Annual General Meeting and exercising voting rights by way of electronic connection (**Connection**). Participation within the meaning of section 118(1) sentence 2 AktG is not intended.

Shareholders and their proxies can therefore not physically participate in the Annual General Meeting. However, you can follow the entire Annual General Meeting by video and audio transmission at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> via the password-protected AGM Portal. Duly registered shareholders will be sent a voting card with further information on the exercise of their rights in lieu of the normal admission ticket. Among other things, the voting card contains the individual access data enabling the shareholders to use the password-protected AGM Portal accessible at the Internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

05. Password protected AGM Portal

The Company will maintain a password-protected AGM Portal from 25 May 2020 at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>. Via this AGM Portal, duly registered shareholders (and their proxies, if applicable) can, among other things, follow the Annual General Meeting in audio and video, exercise their voting rights, grant powers of attorney, submit questions or register objections to the minutes. To be able to use the AGM Portal, you must log in with the individual access data that you receive with your

voting card. The various options for exercising your rights then appear in the form of buttons and menus on the AGM Portal's user interface.

Shareholders will receive further details of the AGM Portal and the registration and usage requirements together with their voting card or on the Internet at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>. Please also note the technical information at the end of this invitation notice.

06. Requirements for attending the Annual General Meeting and exercising shareholder rights, in particular voting rights

Those shareholders who register with the Company in text form (section 126b of the German Civil Code (**Bürgerliches Gesetzbuch** - BGB)) and in German or English at the address below and send the Company a special proof of their shareholding issued by their custodian institution (**Duly Registered Shareholders**) in text form to this address (section 126b BGB) in German or English are entitled to attend the Annual General Meeting and exercise their shareholder rights, in particular their voting rights:

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: inhaberaktien@linkmarketservices.de

Proof of shareholding in accordance with section 67c(3) AktG shall be sufficient in any case. The proof of shareholding must refer to the beginning of 25 May 2021 (0.00 hours (CEST) - so-called „**Record Date**”). Both registration and proof of shareholding must have been received by the Company at the above-mentioned address by the end of 8 June 2021 (24:00 hours (CEST)) at the latest.

In relation to the Company, only those shareholders who have provided special proof of their shareholding in time shall be considered shareholders for the purpose of connecting to the Annual General Meeting and exercising shareholder rights, in particular the voting right. If this proof of shareholding is not provided or not provided in due form, the Company may reject the shareholder.

The entitlement to connect to the Annual General Meeting or the extent of the voting right is determined exclusively by the shareholding of the shareholder on the Record Date. The Record Date is not associated with a ban on the sale of shareholdings. Even in the event of the full or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder on the Record Date is relevant for the exercise of shareholder rights, connection to the Annual General Meeting and the extent of voting rights; in other words, sales of shares after the Record Date have no effect on the entitlement of the shareholder and the extent of voting rights. The same applies to purchases and additional purchases of shares after the Record Date. Persons who do not yet

own any shares at the Record Date and only become shareholders afterwards are only entitled (in particular to vote) for the shares they hold if they obtain proxy authorisation or authorisation to exercise such rights from the previous shareholder. The Record Date has no relevance for dividend entitlements.

After receipt by the Company of the registration and the special proof of shareholding, the shareholders will be sent voting cards for exercising their rights in relation to the Annual General Meeting, including the individual access data for the AGM Portal for the purpose of connecting to the Annual General Meeting and exercising shareholder rights.

07. Exercise of voting rights by absentee voting

Duly registered shareholders may cast their votes in text form or by means of electronic communication (absentee voting).

Prior to the Annual General Meeting, the absentee voting form integrated in the sent voting card can be used for this purpose. A relevant form is also available for download on the Company's website under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

The casting of votes by means of absentee voting form must be received by the Company at the following address by no later than 14 June 2021 (24:00 hrs (CEST)):

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: inhaberaktien@linkmarketservices.de

Absentee voting that cannot be assigned to a proper application without any doubt will not be considered.

Before and during the Annual General Meeting, the password-protected AGM Portal of the Company, which can be accessed at internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>, is also available for exercising voting rights by means of (electronic) absentee voting. Electronic absentee voting via the AGM Portal will be possible from 25 May 2021 until the commencement of voting on the day of the Annual General Meeting. The „Briefwahl“ (absentee voting) button on the AGM Portal is provided for this purpose.

Via the AGM portal, you can also change or revoke any votes previously cast by means of absentee voting during the Annual General Meeting until the commencement of voting. This also applies to votes cast using the absentee voting form.

If no explicit or unambiguous vote is cast in an absentee voting form on an agenda item, this will



be considered as an abstention for this agenda item. If the Company receives several votes by absentee voting for one and the same shareholding or if it receives them by different means of transmission, the last formally valid vote cast by absentee voting shall be deemed binding. If different declarations are received by different means of transmission and it is not possible to identify which one was made last, they will be considered in the following order: 1. via AGM Portal, 2. via email, 3. in paper form. Votes cast by absentee voting are invalid if they are not formally valid.

Further instructions on absentee voting are included on the voting card sent to shareholders who have duly registered. Corresponding information and a more detailed description of the absentee voting can also be found on the Internet under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

08. Exercising voting rights by issuing authorization and voting instructions to the proxies of the Company

As a service, we offer our shareholders the opportunity to authorise Company-nominated proxies bound by instructions to exercise their voting rights at the Annual General Meeting. Insofar as proxies appointed by the Company are authorised, they must in any case be given instructions on the individual agenda items or the counter-motions and election proposals for the exercise of voting rights made accessible prior to the Annual General Meeting. The proxies are obliged to vote as instructed. The proxies will not exercise the voting right without having received such explicit instructions.

The authorisation of such proxies, the issuing of voting instructions and any amendments of such as well as the revocation of proxy authorisation must be effected in text form (section 126b BGB); they may only be made in the following ways:

Prior to the General Meeting, an authorization with instructions to the proxy holders can be granted by means of the form of authorization and voting instructions found by shareholders on their voting card for the general meeting. A relevant form is also available for download on the Company's website under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

For organizational reasons of the Company, the authorisation of the proxies and the issuing of instructions to them in advance of the Annual General Meeting by means of the form of authorization and voting instructions should be completed by 14 June 2021 (24:00 hrs (CEST)) (date of receipt). The authorisation and instructions issued to the proxies appointed by the Company by means of the form of authorization and voting instructions shall be sent exclusively to the following address:

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: inhaberaktien@linkmarketservices.de

Authorization and instructions to the proxies appointed by the Company can also be issued, changed or revoked electronically via the password-protected AGM Portal of the Company until the commencement of voting on the day of the Annual General Meeting. The „Vollmacht und Weisungen“ (authorization and instructions) button on the AGM Portal is provided for this purpose. Further details on the Company's AGM Portal are available to shareholders on the Internet under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

If the proxies receive several authorizations and instructions for one and the same shareholding or if they receive them by different means of transmission, the last formally valid authorization issued and the corresponding instructions will be considered binding. If different declarations are received by different means of transmission and it is not possible to identify which one was made last, they will be considered in the following order: 1. via AGM Portal, 2. via email and 3. in paper form. The proxies will not represent the votes at the Annual General Meeting if the authorizations are not granted in a formally valid way. If the Company has received absentee voting in addition to an authorization having been granted and instructions having been issued to the proxies appointed by the Company, the absentee voting will always be considered to have priority; accordingly, the proxies will not make use of the authorization granted to them in this regard and will not represent the relevant shares.

Further instructions on granting authorization and issuing instructions to the proxies appointed by the Company are included on the voting card sent to duly registered shareholders. Corresponding information is also available on the Internet under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

09. Authorisation of third parties to exercise voting and other rights

Shareholders can have their voting rights and other rights exercised by proxies, for example by a bank, a shareholders' association, a proxy advisor or any other authorised third party, after granting the appropriate authorization. A timely registration for the Annual General Meeting and proof of shareholding are required in accordance with the above provisions in these cases as well. Authorized third parties may in turn exercise the voting right by absentee voting or by granting authorization and instructions to the proxies of the Company (see above). If the shareholder authorises more than one person, the Company may reject one or more of them in accordance with section 134(3) sentence 2 AktG.

Pursuant to section 134(3) sentence 3 AktG, section 18(2) of the Articles of Association, the granting of authorization, its revocation and the proof of authorisation to the Company require text form (section 126b BGB) if no authorization is granted pursuant to section 135 AktG. We would like to point out that when authorising the exercise of voting rights in accordance with section 135 AktG (proxy authorisation for intermediaries, proxy advisors, shareholders' associations, or other persons acting in a business-like manner), particularities must generally be observed. Shareholders intending to appoint a proxy for the exercise of voting rights in accordance with section 135 AktG are asked to obtain information on any particularities in conferment of authority from the party to be authorized in the respective case and to coordinate with such party.

The authorization may be granted to the authorised representative or to the Company. Evidence of a granted authorization can be verified by the authorised representative by sending the proof (e.g. the original or a copy of the authorization) by post or by email to

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: inhaberaktien@linkmarketservices.de.

The above means of transmission are also available if the authorization is to be granted by declaration to the Company; in this case, there is no need for separate proof that the authorization has been granted. The revocation of an authorization already granted may also be declared directly to the Company using the aforementioned means of transmission.

If the granting or proof of an authorization or its revocation by means of a declaration to the Company is made by post, for organizational reasons it must be received by the Company by 14 June 2021, 24:00 hrs (CEST) (date of receipt). Transmission to the Company by email is also still possible until the commencement of voting on the day of the Annual General Meeting.

Shareholders who wish to authorise a representative are requested to use the form provided by the Company on the sent voting card for this purpose before the Annual General Meeting takes place. In addition, an authorisation form can also be downloaded from the Company's website under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

Authorization can also be issued or revoked electronically via the password-protected AGM Portal of the Company until the commencement of voting on the day of the Annual General Meeting. The „*Vollmacht an Dritte*“ (authorization to third parties) button is provided for this purpose in the AGM Portal. Further details on the Company's AGM Portal are available to shareholders on the Internet under <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

The exercise of rights by an appointed representative and the connection via the AGM Portal requires that the appointed representative receives the access data sent with the voting card from the person granting the authorization. Proof of authorisation to the Company is required in this case as well. Proof of authorisation must be submitted to the Company in the manner described above.

Banks, shareholders' associations, proxy advisors and other intermediaries or equivalent persons pursuant to section 135 AktG who represent a majority of shareholders are recommended to register in advance of the Annual General Meeting with regard to exercising their voting rights at the following address:

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: inhaberaktien@linkmarketservices.de

Further instructions on granting authorization to third parties are included on the voting card sent

to duly registered shareholders. Corresponding information and a more detailed description of how to grant authorization to third parties via the AGM portal can also be viewed on the Internet at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

10. Lodging of objections

Duly Registered Shareholders who have exercised their voting right by way of electronic communication or by granting proxy may electronically lodge their objections to any resolutions of the Annual General Meeting via the Company's AGM Portal accessible at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> from the beginning to the end of the Annual General Meeting. The „Widerspruch einlegen“ (lodge an objection) button on the AGM Portal is provided for this purpose.

11. Details of shareholders' rights pursuant to section 122(2), section 126(1), section 127 and section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C19-AuswBekG

11.01. Requests for additions to the agenda pursuant to section 122(2) AktG

Shareholders whose shares together amount to not less than one twentieth of the share capital or represent a pro rata amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be put on the agenda and announced. Each new item must be accompanied by a reason or a proposed resolution.

The request is to be addressed to the Management Board of the Company in writing and must be received by the Company at least 30 days prior to the meeting, i.e. by the end of 15 May 2021 (24:00 hrs (CEST)) at the latest. Requests for additions to the Agenda received after that date will not be considered.

Requests to add items to the Agenda shall be sent to the following address:

TeamViewer AG
- The Management Board –
Bahnhofplatz 2
73033 Göppingen

Pursuant to section 122 subsection 2 in conjunction with subsection 1 AktG, shareholders making

such requests must prove that they have held the required number of shares for at least 90 days prior to the day the request is received and that they will hold the shares until the Management Board decides on the request. Section 70 AktG shall apply to the calculation of the shareholding period, section 121(7) AktG shall apply mutatis mutandis to the calculation of time limits.

The requests for additions to the agenda shall be published and submitted in the same way as applicable for calling the meeting.

11.02. Counter-motions and election proposals by shareholders pursuant to sections 126(1), 127 AktG

Shareholders may send counter-motions against proposals by the Management Board and Supervisory Board on specific items on the agenda and proposals for the election of the auditor. Counter-motions must include a statement of reasons for same; election proposals do not have to include a statement of reasons. Counter-motions to the agenda and election proposals are to be sent exclusively to the following address:

TeamViewer AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: antraege@linkmarketservices.de

Counter-motions and election proposals received by the Company at the aforementioned address at the latest by the end of 31 May 2021 (24:00 hrs (CEST)), subject to the further prerequisites of sections 126 and 127 AktG, will be made accessible, including the name of the shareholder and – in the case of motions – the statement of reasons, on the Company’s website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> immediately following receipt. Any statements by the Management will also be published at the same internet address.

Countermotions and election proposals to be made available will be considered as proposed at the virtual General Stockholders’ Meeting if the stockholder making the motion or election proposal is duly authorized and has registered for the General Stockholders’ Meeting.

11.03. Right to information pursuant to section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C-19-AuswBekG

Shareholders have the right to ask questions by electronic communication after duly registration. The Management Board shall decide at its due discretion how to answer questions. Any questions must be submitted no later than one day prior to the Annual General Meeting, i.e. by the end of 13 June 2021, 24:00 hours (CEST), via the Company’s AGM portal accessible at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>. For this purpose, the button “Frage einreichen” (submit question) is provided in the AGM portal. It is not possible to submit questions by any other means.

After the expiry of the aforementioned deadline, questions may no longer be submitted. Questions may also not be submitted during the Annual General Meeting. It is intended to name the questioners in the course of answering the questions. Please refer to the further explanations on shareholders' rights and data protection at the end of this invitation notice.

11.04. Further explanations on shareholder rights

Further explanations on the shareholders' rights pursuant to section 122(2), section 126(1), section 127 and section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C19-AuswBekG are available at the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

12. Accessibility of the Management Board Chairman's speech

Shareholders shall be enabled to respond to the speech of the Chairman of the Management Board with their questions. Therefore, the preliminary manuscript of the speech of the Chairman of the Management Board will be made available on the Company's website (<https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>) as of 9 June 2021. The speech given during the Annual General Meeting may deviate from this preliminary manuscript, in particular if this should become necessary due to current developments. The spoken word shall prevail.

13. Possibility of submitting statements or video messages for publication prior to or during the Annual General Meeting

Due to the conception of the virtual general meeting only with the exercise of voting rights via absentee vote or proxy with instructions and without electronic participation of the shareholders, the shareholders do not have the possibility to comment on the agenda during the Annual General Meeting. However, the shareholders shall be given the opportunity - beyond the requirements of § 1(2) C-19 AuswBekG - to submit prior to the Annual General Meeting

- written statements with reference to the agenda for publication by the Company in the AGM portal, or
- video messages with reference to the agenda for publication by the Company in the AGM portal.

Shareholders who register in time therefore have the opportunity to submit one statement in text form or one video message per shareholder via the AGM portal by 10 June 2021, 24:00 hours (CEST) at the latest. Further information on the technical requirements for the submission of video

messages will be published on the website.

The submitted written statements and video messages may, in the Company's discretion, be published prior to the Annual General Meeting in the Company's AGM portal and/or during the Annual General Meeting. The submitting shareholder's name will always be disclosed. Please also note the information on data protection at the end of this invitation notice.

The length of a written statement shall not exceed 10,000 characters and the duration of a video message shall not exceed two minutes. Only video messages in which the shareholder or his proxy appears in person to make the statement are permissible. Only one written statement or video message is permitted per shareholder. Written statements or video messages are to be submitted in English or German language only and will not be translated.

It is hereby clarified that no legal claim to the publication of a written statement or a video message prior to or during the Annual General Meeting exists. In particular, the Company reserves the right not to publish written statements or video messages with offensive or criminal 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 exceeding 10,000 characters or two minutes or not submitted by the time specified above.

In order to ensure an orderly conduct of the Annual General Meeting, the Company reserves the right to make an appropriate selection of written statements and/or video messages for publication during the Annual General Meeting. Further information and conditions can be found on the Company's AGM portal, which is accessible at the internet address <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

It is pointed out that questions may only be asked on the form provided under section "Right to information pursuant to section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C19-AusBekG". If a statement submitted pursuant to this section contains questions that have not been submitted in the manner described under section "Right to information pursuant to section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 C19-AusBekG" such question shall be disregarded. The same applies to motions and election proposals pursuant to sections 126(1), 127 AktG; in this respect, only the procedure described under section "Counter-motions and election proposals by shareholders pursuant to sections 126(1), 127 AktG" shall apply.

14. Data protection information for shareholders and their proxies

When you register for the Annual General Meeting, grant a proxy, participate in the virtual general meeting or submit information prior to the Annual General Meeting, we collect personal data (e.g. name, address, email address, number of shares, class of shares, ownership of shares and number of the voting 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 general meeting.

The entity responsible for processing your personal data is:

TeamViewer AG
Bahnhofsplatz 2
73033 Göppingen
Phone: +49 7161 305897700
Email: ir@teamviewer.com

If we use service providers to conduct the virtual general meeting, they process your personal data only on our behalf and are otherwise obliged 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 their personal data at any time, as well as the right to data transmission and the right to complain to a competent data protection supervisory authority.

Further information on the treatment of your personal data in connection with the virtual general meeting and on your rights under the EU General Data Protection Regulation can be accessed at any time at the Company's website at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html> or be requested from the following address:

TeamViewer AG
Bahnhofsplatz 2
73033 Göppingen
phone: +49 7161 305897700
email: ir@teamviewer.com

15. Technical instructions for the virtual general meeting

To follow the virtual general meeting and to use the AGM Portal and exercise shareholder rights, you need an internet connection and an internet-capable device. In order to be able to display the video and audio transmission of the Annual General Meeting optimally, a stable internet connection with a sufficient transmission speed is recommended.

If you use a computer to receive the video and audio transmission of the virtual general meeting, you will need a browser and speakers or headphones.

To access the Company's password-protected AGM Portal, you need your individual access data, which you will receive together with your voting card. Using these access data, you can log in to the AGM Portal 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 general meeting, it is recommended to exercise shareholder rights (in particular voting rights), wherever possible, prior to the start of the Annual General Meeting.

Shareholders will receive further details regarding the AGM Portal and the registration and usage

conditions together with their voting card or on the internet at <https://ir.teamviewer.com/websites/teamviewer/English/4600/annual-general-meeting.html>.

16. Information on availability of image and sound transmission

Duly registered shareholders can follow the Annual General Meeting on 15 June 2021 in full length live in audio and video from 11:00 a.m. (CEST) via the AGM Portal. The video and audio transmission of the virtual general meeting and the availability of the AGM Portal may be subject to fluctuations in accordance with the current state of the art due to restrictions on the availability of the telecommunications network and limitations on third-party internet services, on which the Company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the internet services used, the third-party network elements used, the video and audio transmission or the access to the AGM Portal and its general availability. The Company also does not assume any responsibility for errors and defects in the hardware and software used for the online service, including such of the service companies used, unless caused intentionally. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular voting rights, be exercised at an early stage. The chairman of the Annual General Meeting must reserve the right to interrupt or completely discontinue the virtual general meeting if this is mandatorily required for data protection or security considerations.

Göppingen, April 2021

TeamViewer AG

The Management Board

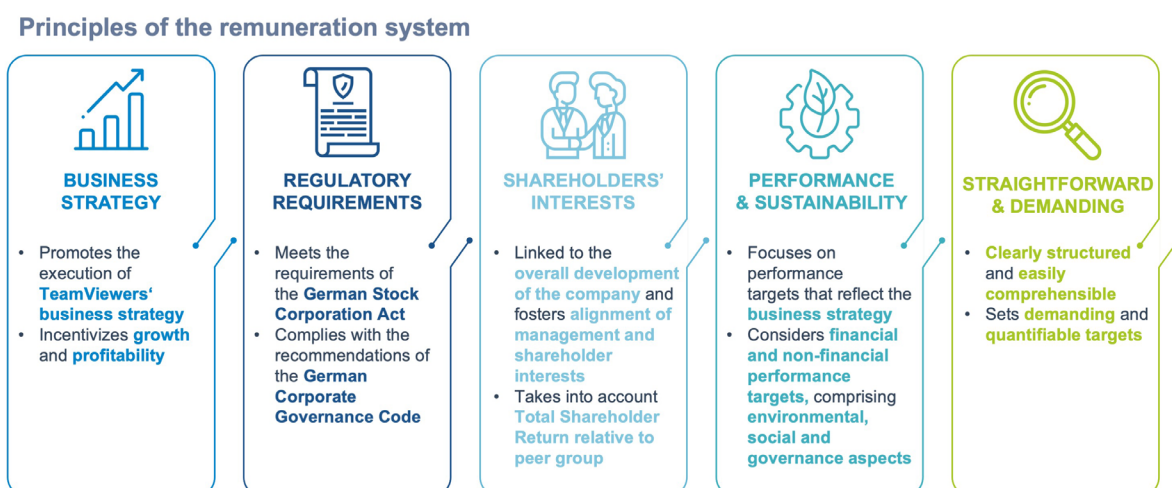


Annex 1)

**Management Board Remuneration
System of TeamViewer AG**

01. Principles of the Management Board remuneration system

The Management Board remuneration system of 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:



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.

02. 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 an independent external remuneration expert 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.

02.01. 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 market competitive.

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 AG (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 AG are taken into account. In this evaluation, both the current ratio as well of the change of the ratio over time of the Management Board's remuneration compared to the remuneration of senior man-

agement and the workforce as a whole are assessed. The Supervisory Board determines how senior management and workforce are to be differentiated for the comparison.

02.02. 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.

03. 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>Base salary ▶ Fixed cash remuneration, monthly payment in twelve equal installments</p>
	<p>Fringe benefits ▶ Car allowance ▶ Contribution to insurances (private health and nursing care insurance, accident insurance, D&O insurance)</p>
	<p>Short-Term Incentive (STI) ▶ Annual cash bonus ▶ Performance targets: – Billings, adjusted EBITDA, non-financial performance targets comprising ESG aspects and personal performance criteria ▶ Cap: 200% of the target amount</p>
	<p>Long-Term Incentive (LTI) ▶ Performance share plan ▶ Performance period: four years ▶ Performance targets: – 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</p>
	<p>Further contractual components ▶ Share Ownership Guidelines: – 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: – 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: – Full or partial reduction/repayment of variable remuneration in case of material breaches or in the event of incorrect consolidated financial statements ▶ Severance payment: – Limited to two years' fixed remuneration plus STI, but not exceeding the remaining term of the service agreement</p>

03.01. 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 bene-

fits, 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%, whereof 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.

Proportions of the individual elements may slightly differ for Management Board members who receive a sign-on bonus to compensate for forfeited remuneration from previous employers as part of their initial appointment.

03.02. 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.

04. Elements of the remuneration system in detail

04.01. Fixed remuneration elements

04.01.01. Base salary

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

04.01.02. Fringe benefits

Members of the Management Board are also granted fringe benefits. These in particular consist of a car allowance, contributions to (private or statutory) health and nursing care insurance (totaling the statutory employer contributions to statutory health and nursing care insurance) and accident insurance in the event of death or disability. In addition, 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.

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.

Management Board members do not receive any pension benefits.

04.02. 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.

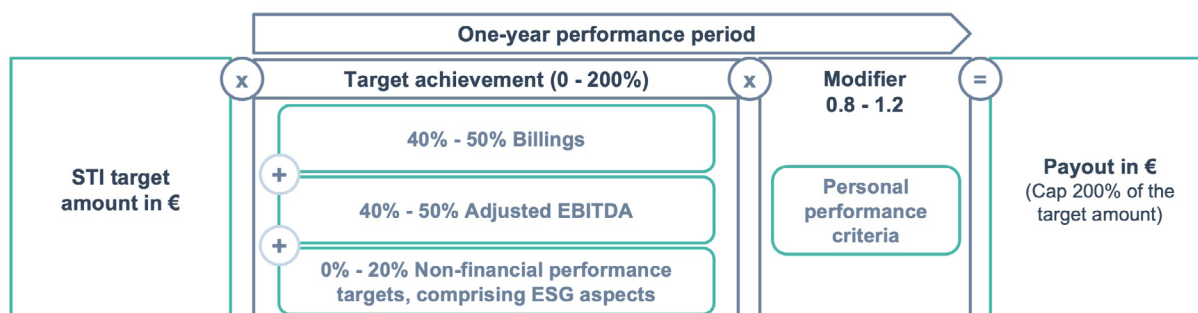
04.02.01. Short-Term Incentive

04.02.01.01. 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 the two financial performance targets billings and adjusted EBITDA 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



04.02.01.02. Performance targets of the Short-Term Incentive

04.02.01.02.01. Financial performance targets

Since billings and adjusted EBITDA represent TeamViewer's most significant key performance indicators, both are used as financial performance targets in the Management Board remuneration system.

- **Billings**

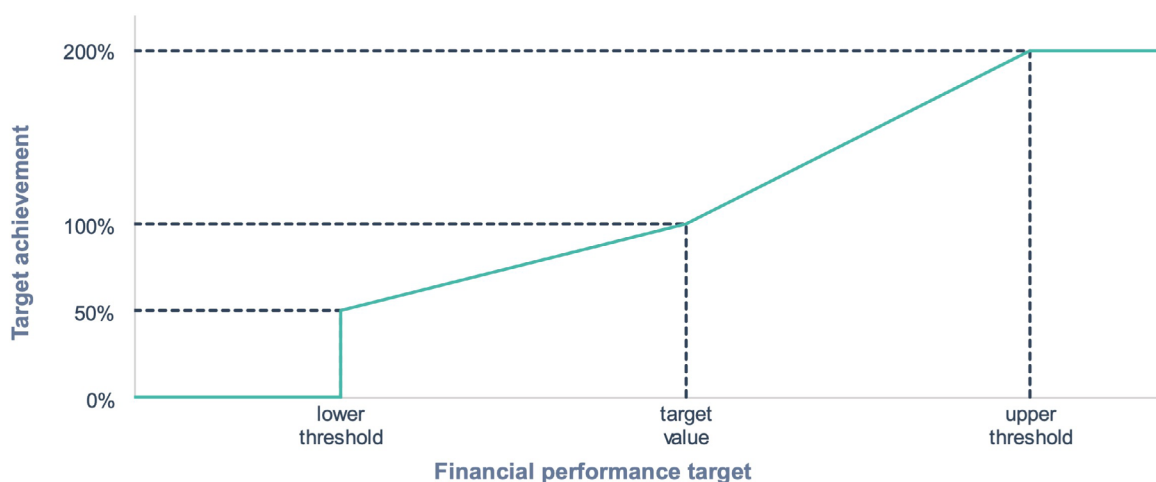
Billings represent the (net) value of goods and services invoiced to the customers within a specific period. TeamViewer believes billings are an important performance measure for management to evaluate and monitor the performance of its business. As an indicator for TeamViewer's growth it is thus included as a performance target to incentivize the implementation of TeamViewer's targeted growth strategy.

- **Adjusted EBITDA**

Adjusted EBITDA is defined as operating income (EBIT) as per IFRS plus depreciation and amortisation of tangible and intangible fixed assets (EBITDA), adjusted for change in deferred revenue recognized in profit or loss during the period under consideration and for certain transactions that have been defined by the Management Board in agreement with the Supervisory Board. 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.

04.02.01.02.02. 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 4.2.2.2.3). 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.

04.02.01.03. 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.

04.02.02. Long-Term Incentive

04.02.02.01. Principles of the Long-Term Incentive

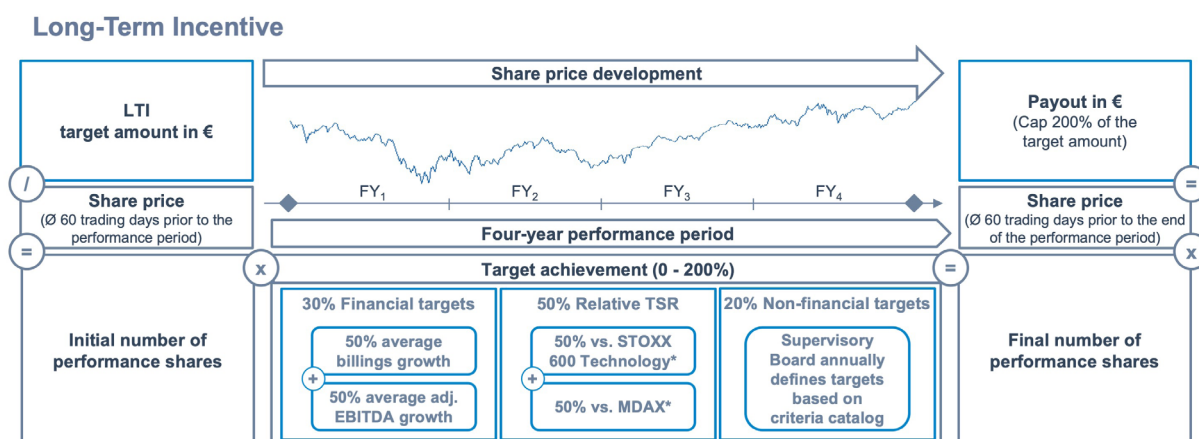
The Long-Term Incentive (LTI) is a performance share plan with a four-year performance period. At the beginning of each fiscal year, the LTI target amount is divided by TeamViewer's average share price of the last 60 trading days prior to the beginning of the performance period, resulting in the initial 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 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 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.



04.02.02.02. Performance targets of the Long-Term Incentive

04.02.02.02.01. Financial performance targets

Financial performance targets of the LTI are also based on TeamViewer’s most significant key performance indicators billings and adjusted EBITDA. While STI targets are based on absolute annual budget figures, the LTI targets focus on long-term growth rates.

- **Average billings growth**

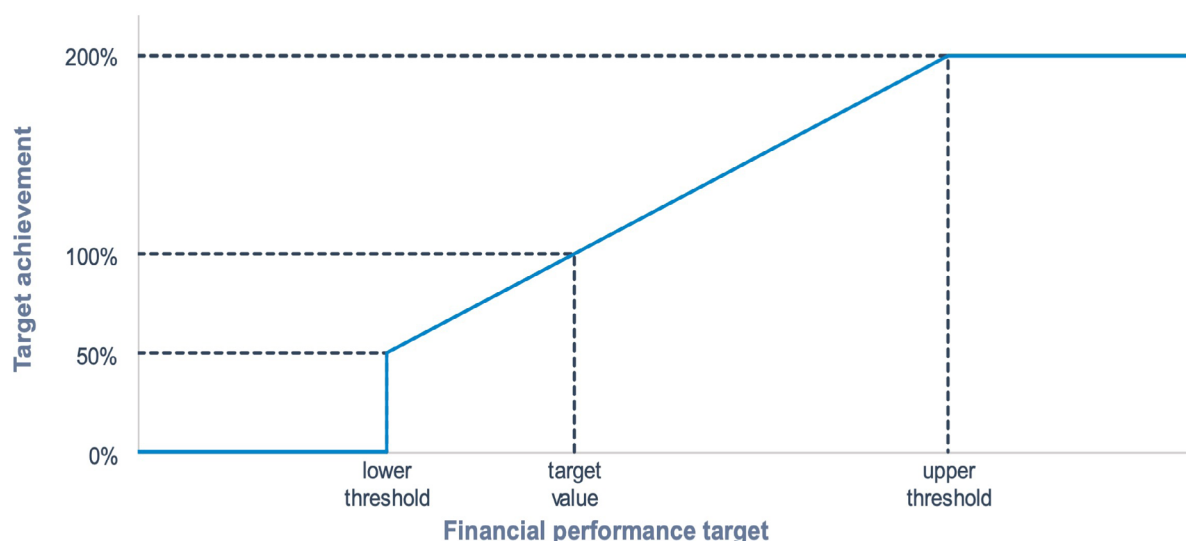
Billings represent the (net) value of goods and services invoiced to customers within a specific period. As billings are an important performance measure for TeamViewer to evaluate and monitor the performance of its business, “average billings growth” is included as a performance target to reflect long-term growth and thus incentivize the implementation of TeamViewer’s targeted growth strategy in the long-term.

- **Average adjusted EBITDA growth**

Adjusted EBITDA is defined as operating income (EBIT) as per IFRS plus depreciation and amortisation of tangible and intangible fixed assets (EBITDA), adjusted for change in deferred revenue recognized in profit or loss during the period under consideration and for certain transactions that have been defined by the Management Board in agreement with the Supervisory Board. Taking into account “averaged 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.

04.02.02.02.02. Relative Total Shareholder Return

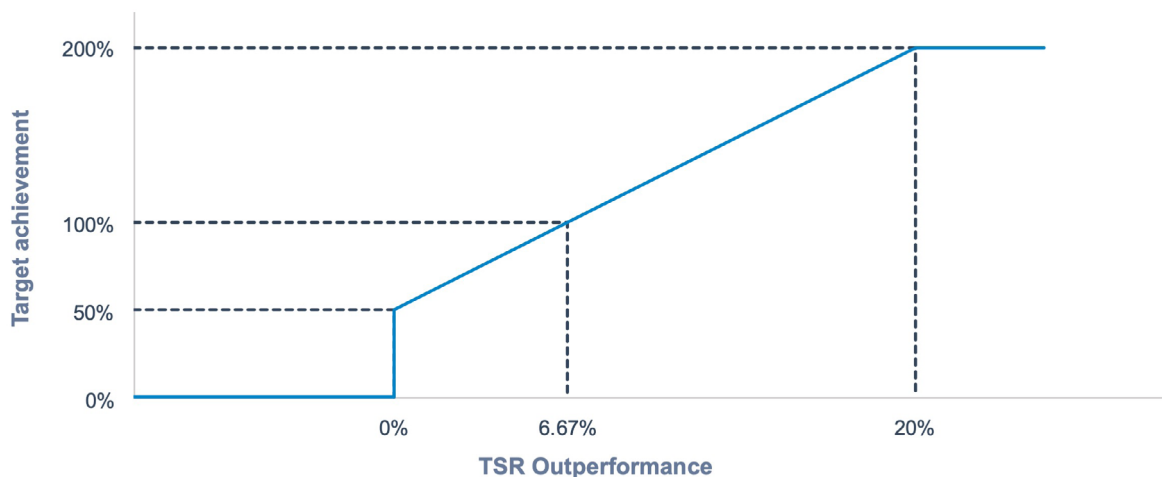
As an external performance target which is oriented towards the capital market, relative Total Shareholder Return (TSR) is used. Relative TSR takes into account the development of TeamViewer's share price during the four-year performance period including reinvested gross dividends compared to relevant 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. Target achievement is initially set at 100% at a difference of 6.67%.

If the difference is less than 0%, target achievement is 0%. Target achievement is set at 50% in case the difference equals 0%. If the difference equals +20% or more, target achievement is set at 200%. In case the difference is between 0% and 6.67% or between 6.67% and +20%, 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 respective target value, the lower 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 and upper threshold will transparently be 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.

04.02.02.03. 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	▶ Increasing female representation in management functions
Social	Employee Satisfaction	▶ Employee Satisfaction / Engagement Index
	Customer Satisfaction	▶ 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.

05. Further contractual agreements

05.01. 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.

05.02. 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.

06. Legal provisions concerning remuneration

06.01. 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.

06.02. 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.

06.03. Change-of-Control

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

06.04. 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.

06.05. 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.

07. 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.



Annex 2)

**Supervisory Board Remuneration
System of TeamViewer AG**

01. Principles of the Supervisory Board remuneration system

The Act on Implementing the Second Shareholder Rights Directive (ARUG II) has resulted in an amendment to § 113 (3) AktG. Accordingly, a remuneration system for the Supervisory Board members needs to be prepared and presented to the Annual General Meeting for resolution.

The structure of the Supervisory Board remuneration of TeamViewer AG is based on the following principles:

To ensure that the Supervisory Board can exercise its control and advisory function in an independent manner, the Supervisory Board remuneration solely consists of fixed remuneration. As the remuneration is independent from TeamViewer's short term success, the Supervisory Board is enabled to focus its activities on the long term development of TeamViewer.

In addition, it is ensured that the level of remuneration is appropriate to TeamViewer's situation and takes into account the duties and responsibilities of the Supervisory Board members. Furthermore, the Supervisory Board remuneration of comparable companies is considered. In this respect, due account is taken in particular of the increased time required for the Chairperson and Deputy Chairperson of the Supervisory Board as well as for the Chairperson and members of the committees.

The provisions of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC) form the regulatory framework of the remuneration system of the Supervisory Board.

02. Procedure of determining and implementing the Supervisory Board remuneration system

The remuneration of the Supervisory Board members is determined on the basis of TeamViewer's Articles of Association.

When determining and reviewing the remuneration system, applicable regulations for dealing with conflicts of interests are considered.

The Supervisory Board remuneration system is submitted to the Annual General Meeting for resolution at least every four years or in case of a change. In case the Annual General Meeting does not approve the remuneration system put to the vote, a revised remuneration system will be presented at the latest at the following ordinary Annual General Meeting.

03. Structure of the Supervisory Board remuneration system

The remuneration of the Supervisory Board members of TeamViewer solely comprises fixed remuneration components.

The members of the Supervisory Board receive a fixed annual remuneration of EUR 75,000. For the Chairperson and Deputy Chairperson an increased remuneration is provided to reflect the higher responsibility and the associated time effort. The Chairperson receives a fixed annual remuneration of EUR 187,500 and the Deputy Chairperson a fixed annual remuneration of EUR 165,000.

The members of the Supervisory Board receive additional fixed annual remuneration for their activities in committees of the Supervisory Board and the associated responsibility and time effort. The committee remuneration for the members and Chairpersons of the respective committees is as follows, provided the relevant committee meets at least once a year to perform its duties:

Committee remuneration

Committee	Chairperson of the committee	Member of the committee
Audit committee	▶ EUR 60,000	▶ EUR 30,000
Nomination and remuneration committee	▶ EUR 50,000	▶ EUR 25,000
Other committees (if any)	▶ EUR 50,000	▶ EUR 25,000

Functions on committees shall only be taken into account for a maximum of two committees; if a member of the Supervisory Board exceeds this number, the two highest-paid positions shall be relevant.

Supervisory Board members who only belong to the Supervisory Board or hold the office of Chairperson or Deputy Chairperson for part of a financial year receive corresponding proportionate remuneration on a *pro rata temporis* basis. The same applies, *mutatis mutandis*, to remuneration as a member or chairperson of a committee.

The above-mentioned remuneration is due and payable in four equal instalments at the end of the quarter for which the remuneration is paid.

Beyond the remuneration described above, TeamViewer refunds reasonable expenses that incur in exercising the Supervisory Board mandate as well as VAT on their remuneration and expenses.

Furthermore, the members of the Supervisory Board are included under the pecuniary damage liability insurance policy for board members (D&O insurance) maintained at an appropriate level by TeamViewer in its interests and at its costs.



TeamViewer

**TeamViewer AG
Bahnhofsplatz 2
73033 Göppingen
Germany**

www.teamviewer.com