



Agenda

Additional information on selected agenda items

TeamViewer SE | Annual General Meeting | 7 June 2024

Virtual Annual General Meeting of TeamViewer SE on 7 June 2024

Overview of agenda items 1-14¹

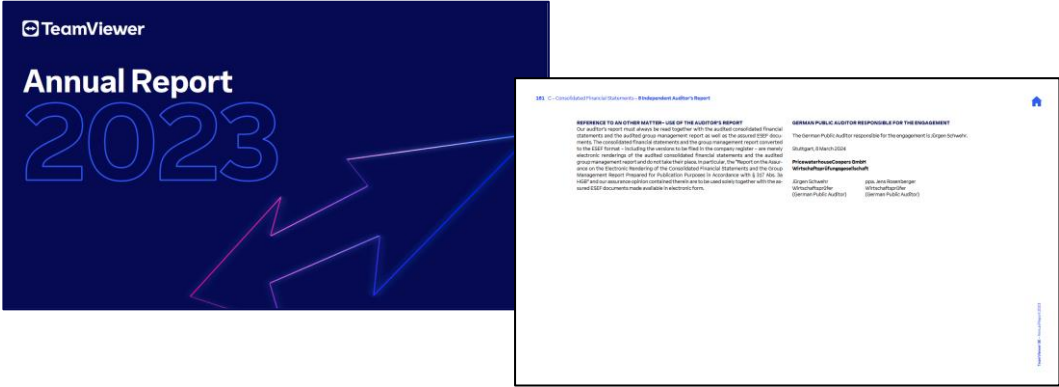
(additional information on selected agenda items included in the following pages)

1 Annual and consolidated financial statements 2023 Presentation of the annual financial statements of TeamViewer SE and the consolidated financial statements of the TeamViewer Group for the fiscal year 2023		
2 Discharge of the members of the Management Board Resolution on the discharge of all members of the Management Board in office in the fiscal year 2023		
3 Discharge of the members of the Supervisory Board Resolution on the discharge of all members of the Supervisory Board in office in the fiscal year 2023		
4 Appointment of financial and sustainability auditor PWC as auditor of the (consolidated) financial statements, sustainability reporting and review of interim financial information	p.3	
5 Approval of the remuneration report Resolution on the approval of the audited Remuneration Report 2023 (pursuant to § 162 (3) AktG)	p.4	
6 Profit and loss transfer agreement Resolution on the PLTA (within the meaning of § 291 (1) sentence 1 AktG) between TeamViewer SE and Regit Eins GmbH	p.5	
7 Authorized capital 2024/I Creation of Authorized Capital 2024/I with the option to exclude subscription rights	p.6	
		8 Conditional capital 2024 Authorization to issue convertible bonds and/or bonds with warrants with the option to exclude subscription rights
		9 Authorized capital 2024/II Creation of Authorized Capital 2024/II with the option to exclude subscription rights
		10 Election of a member of the Supervisory Board Election of Dr. Joachim (Joe) Heel as a member of the Supervisory Board
		11 Authorization to acquire and use treasury shares Renewal of the authorization to acquire up to 10% of the share capital as treasury shares
		12 Share buyback mechanics Renewal of the authorization to acquire treasury shares via instruments or via other trading venues
		13 Amendments to the Articles of Association I Resolution on amendments to the Articles of Association due to the Future Financing Act
		14 Amendments to the Articles of Association II Resolution on amendments to the Articles of Association relating to the electronic transmission of information

Note (1): This is an abbreviated presentation of the proposed resolutions

4 Appointment of the financial and sustainability auditor

- Agenda Item 4.1:** Resolution on the reappointment of PWC as auditor of the financial statements and consolidated financial statements and auditor for the review of interim financial information for the fiscal year 2024 until the next Annual General Meeting in 2025
- Agenda Item 4.2:** Resolution on the new appointment of PWC as auditor of the Sustainability Report for fiscal year 2024 (provided that national legislator provides for appointment by the AGM)
- PWC (responsible auditor: Jürgen Schwehr) has been the auditor of the consolidated financial statements and the review of interim financial information since the fiscal year 2022



5 Approval of the Remuneration Report

- Remuneration system approved at AGM 2023 with 96.63% / Remuneration Report 2022 with 96.25%
- **Mei Dent** was appointed as a new member of the Management Board (CPTO) in 2023
- **Expansion of the Supervisory Board from 6 to 8 members** via the appointment of Swantje Conrad and Christina Stercken
- Management Board remuneration is in line with market conditions and appropriate (see Remuneration Report for details)

Remuneration Report 2023

The remuneration report for the 2023 financial year is available on the TeamViewer IR website [LINK](#)

Excerpt STI Disclosure

Financial performance criteria

Target achievement curve for financial performance targets

Performance criterion	Lower limit at 50% target achievement	Target value for 100% target achievement	Upper limit at 200% target achievement	Results 2023	Target achievement in %
Billings* (50 %)	660.0	695.0	722.5	703.5	131 %
Adjusted (billings) EBITDA* (50 %)	302.0	308.0	333.0	322.1	157 %
Target achievement in %					144 %

*Adjusted for exchange rate effects.

Individual performance criteria

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

6 Profit and loss transfer agreement

Resolution on the approval of the **profit and loss transfer agreement** (within the meaning of § 291 (1) sentence 1 AktG) **between TeamViewer SE and Regit Eins GmbH**

- Creates a consolidated tax group for corporate income tax and trade tax purposes
- SE will be able to offset tax losses through profit transfers from Regit Eins GmbH
- Capitalization of existing tax loss and interest carryforwards at SE level expected to lead to a significantly reduced Group tax rate
- A sustained tax rate in the low thirties is expected from 2024 onwards

Existing Group structure (simplified presentation)

TeamViewer SE	• No operating or taxable profit, but tax loss and interest loss carryforwards
Group holding company	
Regit Eins GmbH	• Existing interest carryforwards • Tax interest carryforwards expected to be fully utilized by the end of 2024; thereafter conclusion of profit loss transfer agreement
100% subsidiary of TeamViewer SE	
TeamViewer Germany GmbH	• Operational, profitable unit
100% subsidiary of Regit Eins GmbH with an existing control and profit and loss transfer agreement between the two parties	

Proposed, adjusted Group structure (simplified presentation)

TeamViewer SE	• Profit and loss transfer agreement leads to expected taxable profits which allow for tax offsetting • Capitalization of existing tax loss and interest carry forwards from Regit Eins GmbH in accordance with IFRS
Group holding company	
Regit Eins GmbH	• Profit transfer from TeamViewer Germany GmbH to Regit Eins GmbH and offsetting against the results of Regit Eins GmbH; further profit transfer from Regit Eins GmbH to TeamViewer SE
100% subsidiary of TeamViewer SE with new profit and loss transfer agreement between both parties	
TeamViewer Germany GmbH	• Operational, profitable unit
100% subsidiary of Regit Eins GmbH with an existing control and profit and loss transfer agreement between both parties	

7 – 9 Authorized and conditional capital 2024

Authorized and conditional capital 2019 to expire in September 2024

Agenda items 7 & 9: Cancellation of the Authorized Capital 2019 and creation of new Authorized Capital 2024

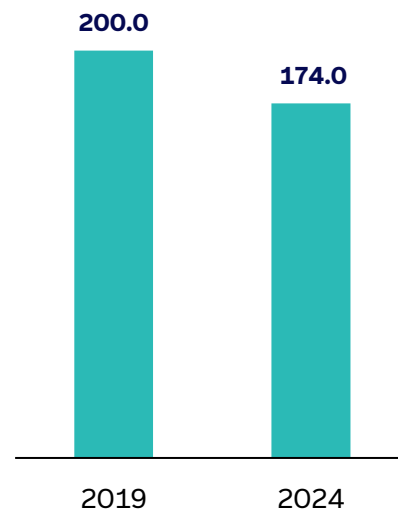
- **Authorized capital 2024 / I** with up to EUR 34,800,000 (20% of the current share capital) granting of subscription rights
- **Authorized capital 2024 / II** with up to EUR 17,400,000 (10% of the share capital) excluding subscription rights

Agenda item 8: Cancellation of Conditional Capital 2019 and creation of new **Conditional Capital 2024**

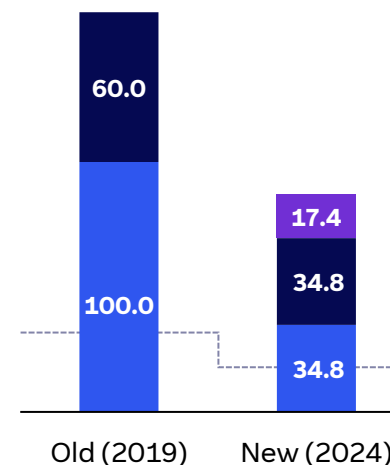
- EUR 34,800,000 (20% of the current share capital) granting of subscription rights

Agenda item 7 – 9: Limit of 10% for capital increases excluding subscription rights

Share capital
(in €m)

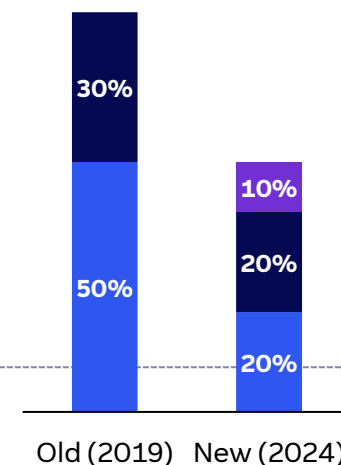


Conditional and Authorized Capital
(in €m)



- Authorized Capital II
- Conditional Capital
- Authorized Capital I

Conditional and Authorized Capital
(in % of the share capital)



- Authorized Capital II
- Conditional Capital
- Authorized Capital I

Limit of 10% for capital increases excluding subscription rights

10 Election of a member of the Supervisory Board (1/2)

- The Supervisory Board of TeamViewer SE consists of eight members who are elected by the Annual General Meeting
- Mr. Stefan Dziarski has resigned from his office as a member of the Supervisory Board of TeamViewer SE effective 11 December 2023
- The Supervisory Board proposes – in accordance with the recommendation of the Nomination and Remuneration Committee – the election of a new member for a term of office of four years
- Membership of committees: none

Dr Joachim (Joe) Heel



- United States of America (US)
- Consultant

Professional career

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

Non-Executive Directorships

None

Independent candidate (also within the meaning of the German Corporate Governance Code)

10 Election of a member of the Supervisory Board (2/2)

Qualifications Matrix – proof of complimentary expertise and diversity

	Dr. Abraham (Abe) Peled	Axel Salzmann	Ralf W. Dieter	Dr. Jörg Rockenhäuser	Hera Kitwan Siu	Swantje Conrad	Christina Stercken	Dr. Joachim (Joe) Heel
Member since	August 2019	August 2019	October 2022	August 2019	November 2021	May 2023	May 2023	<i>For election 2024</i>
Nationality	American	German	German	German	HK-Chinese	German	German	German
Gender	Male	Male	Male	Male	Female	Female	Female	Male
Year of birth	1945	1958	1961	1966	1959	1965	1958	1965
Independence	Yes	Yes	Yes	No	Yes	Yes	Yes	Yes
International leadership	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓
Industry (Software/ SaaS, IT, digitalization)	✓✓✓	✓✓	✓✓✓	✓✓✓	✓✓✓	✓	✓✓	✓✓✓
Strategy and innovation	✓✓✓	✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓	✓✓✓	✓✓✓
Corporate development	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓
Accounting and financial reporting	✓✓	✓✓✓	✓✓	✓✓✓	✓	✓✓✓	✓✓✓	✓✓
Financial statement auditing	✓	✓✓✓	✓✓	✓✓	✓	✓✓✓	✓✓	✓
Corporate Governance / Compliance	✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓	✓✓✓	✓✓✓	✓✓
Supervisory Board activities	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓
Sustainability/ESG	✓	✓✓	✓✓	✓✓	✓✓✓	✓	✓✓✓	✓✓

11 Authorization to acquire and use treasury shares

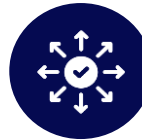
- Between 2022 and 2023, TeamViewer has successfully completed **two share buyback programs with a total amount of EUR 450 million**
- Since December 2023, TeamViewer is executing a buyback program with an amount of up to EUR 150 million by the end of 2024
- TeamViewer generates **strong cash flows** with a **consistently high cash conversion**
- The targeted leverage ratio provides sufficient flexibility to support future growth AND return capital to shareholders
- Intention to make use of the renewed authorization immediately after the AGM to complete the current EUR 150 million program

TeamViewer Capital Allocation Framework: commitment to efficient capital deployment



Prudent Approach to Leverage

- Expected leverage ratio of $\sim 1.3x$ Net Debt to Adjusted (Revenue) EBITDA (LTM) per end of 2024
- Targeted equity ratio of $\sim 10\%$ per end of 2024



Maintain Flexibility for:

- Strategic investments into organic growth and tuck-in M&A

Capital return policy for 2024



- High confidence in outlook for business
- Return of surplus cash to shareholders
- Share buyback program 2023/2024 of up to EUR 150 million

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, **a new authorization is required**

13 & 14 Amendments to the Articles of Association

- Separate resolution on two amendments to the Articles of Association **in accordance with new statutory requirements**
- The proposed amendments to the Articles of Association **do not** result in **any disadvantages for shareholders' rights**

Agenda item 13

Amendments to the Articles of Association due to the Financing for the Future Act

Adaptation of § 16 (4) of Articles of Association to the statutory wording of the Act on Securing Future Investments (Future Financing Act - ZuFinG). This does not entail a change in content.

Agenda item 14

Repeal of § 3 (2) sentence 2 and sentence 3 of the Articles of Association (information transmission)

Repeal without replacement due to updated statutory requirements for the transmission of information to shareholders. Notifications pursuant to § 125 (1) AktG new version must always be transmitted electronically in accordance with § 125 (5) AktG new version in conjunction with § 67a (2) AktG inserted by ARUG II.



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