

# **Annual General Meeting of TeamViewer SE on May 24, 2022**

# (virtual Annual General Meeting)

## Notes to our shareholders on the virtual Annual General Meeting

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

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

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

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

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

## Company website and documents and information accessible there

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting are available on the Company's website at https://ir.teamviewer.com/agm from the time the Annual General Meeting is convened.

Any supplementary motions, countermotions and election proposals from shareholders received by the Company and subject to publication requirements will also be made available on the above-mentioned website. The voting results will also be published at this internet address after the Annual General Meeting.

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

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declare their objection to a resolution of the Annual General Meeting by means of electronic communication.

The speeches of the Supervisory Board and Management Board Chairmen, but not the entire virtual Annual General Meeting, will be available as a recording on the Company's website https://ir.teamviewer.com/agm after the Annual General Meeting.

The details are explained in more detail below.

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

#### Registration and proof of share ownership

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

TeamViewer SE

c/o Computershare Operations Center

80249 Munich

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

In relation to the Company, only those persons who have provided proof of share ownership in due form and time shall be deemed shareholders for the purpose of attending the Annual General Meeting and exercising shareholder rights. If such proof is not provided or not provided in due form, the Company may reject the shareholder.

The entitlement to participate in the Annual General Meeting and the scope of shareholder rights are based on the shareholder's shareholding as of the record date. The record date does not imply any block on the saleability of the shareholding. Acquisitions and disposals of shareholdings after the record date do not affect the entitlement to exercise shareholder rights, to attend the Annual General Meeting or the scope of voting rights. Purchases of shares made after the record date do not entitle the holder to attend or exercise shareholder rights at the Annual General Meeting. Persons who do not yet hold any shares on the record date and only become shareholders thereafter shall only be entitled (in particular entitled to vote) in respect of the shares held by them insofar as they have been authorized or empowered to exercise rights by the previous shareholder. The record date has no significance for dividend entitlement.

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

## **Exercise of voting rights**

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

#### Procedure for voting by electronic absentee ballot

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

Votes are cast electronically in accordance with the procedure provided for this purpose via the InvestorPortal, which can be accessed via a link on the Company's website at https://ir.teamviewer.com/agm. Postal votes can be cast, changed or revoked via the InvestorPortal up to the time the voting is closed by the chairman of the meeting at the virtual Annual General Meeting on May 24, 2023.

## Exercise of shareholder rights by proxy

Shareholders may also exercise their voting rights or their right to attend the Annual General Meeting by proxy, e.g. through the custodian bank or a shareholders' association. In the case of proxy voting, timely registration by the shareholder and submission of proof of share ownership - as described above under "Registration and proof of share ownership" - are also required.

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

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

TeamViewer SE

c/o Computershare Operations Center

80249 Munich

or by e-mail: <a href="mailto:anmeldestelle@computershare.de">anmeldestelle@computershare.de</a>.

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

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

Proxies may not physically participate in the virtual Annual General Meeting. They may only exercise voting rights for shareholders they represent by postal vote or by issuing (sub)powers of attorney to the

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proxies appointed by the Company. The use of the InvestorPortal by a proxy requires that the proxy receives the relevant access data.

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

Insofar as a proxy is granted to an intermediary, a shareholders' association or a person or institution equivalent to these with regard to the exercise of voting rights in accordance with the provisions of stock corporation law, the granting of proxy and its revocation do not require text form in accordance with the statutory provisions. In this case, it is sufficient for the proxy declaration to be verifiably recorded by the proxy. Intermediaries and shareholders' associations, as well as persons and institutions equivalent to them pursuant to § 135 AktG, may provide for different regulations for their own authorization; please coordinate with the persons to be authorized in this respect. Separate proof of authorization to the Company is not required in this case.

### **Authorization of proxies of the Company**

We offer all shareholders the opportunity to be represented by our proxies. If the proxies nominated by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The authorization and instructions must be issued in text form. The authorization and instruction form included in the confirmation of registration may be used for this purpose. This can also be downloaded from the Company's website at https://ir.teamviewer.com/agm. Proxies and instructions may be submitted to the Company until May 23, 2023 (24:00 hours (CEST)) at the address below (by mail or e-mail):

TeamViewer SE

c/o Computershare Operations Center

80249 Munich

or by e-mail: anmeldestelle@computershare.de

Revocation of the proxy and changes to instructions must also be sent in text form to the above address by May 23, 2023 (24:00 hours (CEST)). In addition, the proxies appointed by the Company may be authorized via our access-protected InvestorPortal at https://ir.teamviewer.com/agm. This latter option is available until the time announced by the chairman of the virtual Annual General Meeting on May 24, 2023. However, proxies cannot be authorized to exercise the shareholders' right to ask questions, to submit motions or to file objections.

## Supplementary regulations on the exercise of voting rights

If the Company receives divergent declarations on the exercise of voting rights for the same shareholder via different transmission channels, only the most recent declaration received will be taken into account. If an individual vote is held on an Agenda Item without this having been communicated in advance of the Annual General Meeting, an instruction previously issued to the proxies on this agenda item as a whole to exercise the voting right or a vote cast on this agenda item as a whole by postal vote shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is amended or revoked.



#### **Further rights of shareholders**

## Requests for additions to the agenda pursuant to Art. 56 SE Regulation, § 50 (2) SEAG, § 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 (equivalent to 500,000 shares) may request that items be placed on the Agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

The request must be addressed exclusively in writing to the Management Board of the Company and must be received by the Company at least 30 days before the meeting, i.e. no later than the end of April 23, 2023 (24:00 hours (CEST)). Requests for supplements received later will not be considered.

Requests for additions to the Agenda should be sent to the following address:

TeamViewer SE

-	Management	Board	-
Bahnhofsplatz			2
73033 Göppingen			

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

#### Countermotions and election proposals by shareholders pursuant to §§ 126 (1), 127 AktG

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

TeamViewer SE

**Investor Relations** 

Bahnhofsplatz
73033 Göppingen

ir@teamviewer.com

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

Pursuant to § 126 (4) AktG, countermotions and election proposals to be made available are deemed to have been made at the time they are made available. This shall apply mutatis mutandis to motions relating to items on the Agenda which are subsequently placed on the Agenda by separate announcement on the basis of a supplementary motion by shareholders pursuant to § 122 (2) AktG. Voting rights on such motions or election proposals may be exercised as soon as the requirements for participation and exercise of voting rights set out above have been met. If the shareholder who has submitted the motion or election proposal is not duly authorized and registered for the Annual General Meeting, the motion does not have to be dealt with at the virtual Annual General Meeting.

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Countermotions and election proposals may also be made during the virtual Annual General Meeting as part of the speech by way of video communication.

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

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

https://ir.teamviewer.com/agm

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

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

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

It should be noted that there is no legal entitlement to the publication of a written statement or a video message prior to or during the Annual General Meeting. In particular, the Company reserves the right not to publish written statements or video messages with offensive or criminally relevant content, obviously false or misleading content or without any reference to the Agenda of the Annual General Meeting, as well as written statements or video messages whose length exceeds 10,000 characters (including spaces) or two minutes or which have not been submitted by the time specified above.

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

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

The opportunity to submit comments does not constitute an opportunity to submit questions in advance in accordance with § 131 (1a) AktG. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in comments will not be considered in the virtual

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Annual General Meeting. These are to be submitted or declared exclusively by the means specified separately in this invitation.

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

Shareholders or their proxies who are connected electronically to the Annual General Meeting have the right to speak at the meeting by way of video communication. Motions and election proposals pursuant to § 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to § 131 AktG may form part of the speech.

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

In accordance with § 130a (6) AktG, the Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting and before the speech and to reject the speech if the functionality is not ensured.

#### Right to information pursuant to § 131 (1) AktG

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

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

To ensure that the Annual General Meeting proceeds in an orderly manner, the chairman of the meeting is authorized under §. 17 par. 3 of the Articles of Association to impose reasonable time limits on the shareholders' right to speak and ask questions.

Objection to a resolution pursuant to § 118a (1) sentence 2 no. 8 in conjunction with § 245 of the German Stock Corporation Act (AktG)

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Shareholders who have duly registered and electronically joined the Annual General Meeting and who have exercised their voting rights themselves by means of electronic communication or through a proxy may object to resolutions of the Annual General Meeting by electronic means from the beginning to the end of the Annual General Meeting via the Company's InvestorPortal accessible at the Internet address <a href="https://ir.teamviewer.com/agm">https://ir.teamviewer.com/agm</a>.

## Further explanations on shareholder rights

Further explanations of the rights of shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE AktG §§ 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 No. 8 in conjunction with § 245 AktG can be found on the website https://ir.teamviewer.com/agm.

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

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

Both the opening of the Annual General Meeting and the speeches by the Chairman of the Management Board and the Chairman of the Supervisory Board can also be followed live by other interested parties via the Company's website at <a href="https://ir.teamviewer.com/agm">https://ir.teamviewer.com/agm</a>. After the Annual General Meeting, this public part, but not the entire Annual General Meeting, will be available on the same website.

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

The live transmission and the electronic connection to the Annual General Meeting do not enable participation in the Annual General Meeting within the meaning of  $\S118(1)$  sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of  $\S118a(1)$  sentence 2 no. 2 AktG.

#### **Further information on votes**

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

## Data protection information

If you register for the Annual General Meeting, issue a proxy, participate in the virtual Annual General Meeting, or submit information in advance of the Annual General Meeting, we collect personal data (e.g., name, address, e-mail address, number of shares, class of shares, type of shares held, and number of the proxy card) about you and/or your proxy. This is done to enable shareholders or their proxies to connect to and exercise their rights in connection with the virtual shareholders' meeting.

TeamViewer is responsible for the processing of your personal data:

TeamViewer SE

Bahnhofsplatz 2

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73033 Goeppingen

Phone: +497161305897700

E-mail: ir@teamviewer.com

Insofar as we use service providers to carry out the virtual Annual General Meeting, they will only process your personal data on our behalf and are otherwise obligated to maintain confidentiality.

If the legal requirements are met, every data subject has the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of his or her personal data at any time, as well as a right to data transfer and a right to lodge a complaint with a competent data protection supervisory authority.

Further information on the handling of your personal data in connection with the virtual Annual General Meeting and on your rights under the EU General Data Protection Regulation can be found at any time on the Company's website at <a href="https://ir.teamviewer.com/agm">https://ir.teamviewer.com/agm</a> or requested from the following address: TeamViewer SE, Bahnhofsplatz 2, 73033 Göppingen, Germany, phone: +49 7161 305897700, e-mail: ir@teamviewer.com.

#### **Technical notes on the virtual Annual General Meeting**

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

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

To access the Company's password-protected InvestorPortal, you will need your individual access data, which you will receive with your voting rights card. You can use this access data to log in to the InvestorPortal on the login page.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual shareholders' meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) before the start of the shareholders' meeting.

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

## Note on the availability of image and sound transmission

Duly registered shareholders will be able to follow the Annual General Meeting live in full via the InvestorPortal from 11.00 a.m. (CEST) on May 24, 2023. According to the current state of the art, the video and audio transmission of the virtual shareholders' meeting and the availability of the InvestorPortal may be subject to fluctuations due to restrictions in the availability of the telecommunications network and the restriction of third-party internet services, over which the Company has no control. Therefore, the Company cannot assume any warranties or liability for the functionality and continuous availability of the Internet services used, the third-party network elements used, the transmission of images and sound, or access to the InvestorPortal and its general availability. The Company also accepts no responsibility for errors and defects in the hardware and software used for the online service, including those of the service providers used, unless there is intent. For this reason, the Company recommends that the abovementioned options for exercising rights, in particular voting rights, be exercised in good time. If data protection or security considerations make it absolutely necessary, the chairperson of the Annual General Meeting must reserve the right to interrupt or completely discontinue the virtual Annual General Meeting.