

AGM Agenda

Additional information on selected agenda items

TeamViewer SE
Annual General Meeting
28 May 2025

Virtual Annual General Meeting of TeamViewer SE on 28 May 2025

Overview of agenda items 1-8¹

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

1 Annual and consolidated financial statements 2024
Presentation of the annual financial statements of TeamViewer SE and the consolidated financial statements of the TeamViewer Group for the fiscal year 2024

5 Approval of the Remuneration Report
Resolution on the approval of the audited Remuneration Report 2024 (pursuant to § 120a(4) AktG)

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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 2024

6 Approval of the Remuneration System
Resolution on the remuneration system for the Supervisory Board members

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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 2024

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7 Election of a member of the Supervisory Board
Election of James Jeffrey (Jeff) Kinder as a member of the Supervisory Board

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4 Appointment of financial and sustainability auditor
PwC as auditor of the (consolidated) financial statements, sustainability reporting and review of interim financial information

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8 Authorization to hold virtual AGM
Resolution on the authorization of the Management Board to hold virtual Annual General Meetings and associated amendments to the Articles of Association

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

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Resolution on the discharge of the members of the Supervisory Board

- The Management Board and Supervisory Board propose that the members of the **Supervisory Board** in office in the fiscal year 2024 **be discharged** for this period.
- As disclosed in the report of the Supervisory Board, all members of the Supervisory Board, Audit Committee and Nomination and Remuneration Committee **participated in all meetings**, except for Dr. Jörg Rockenhäuser and Axel Salzmänn having been excused for one meeting each during 2024.

Attendance at Supervisory Board meeting in 2024

	Full Supervisory Board	Audit Committee	Nomination and Remuneration Committee
	(Virtual meetings via video/teleconference: 30 Jan, 8 Mar, 23 Jul, 30 Oct)	(Virtual meetings via video/teleconference: 30 Jan, 8 Mar, 23 Jul, 30 Oct)	(Virtual meetings via video/teleconference: 30 Jan, 8 Mar, 23 Jul)
	(In-person meetings: 25 Apr, 2 Oct, 9 Dec)	(In-person meeting: 25 Apr)	(In-person meeting: 9 Dec)
Ralf W. Dieter	7 (7)	-	4 (4)
Dr. Abraham Peled	7 (7)	-	4 (4)
Dr. Jörg Rockenhäuser	6 (7)	-	3 (4)
Axel Salzmänn	6 (7)	5 (5)	3 (4)
Hera Kitwan Siu	7 (7)	5 (5)	-
Swantje Conrad	7 (7)	5 (5)	-
Christina Stercken	7 (7)	5 (5)	-
Dr. Joachim Heel	4 (4)	-	-

Meeting attendance of Supervisory Board members in 2024 (in brackets: the number of meetings during the member's respective term of office).

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Appointment of the financial and sustainability auditor

- **Agenda Item 4.1:** Resolution on the **reappointment of PWC as auditor for the fiscal year 2025 until the next Annual General Meeting in 2026.**
- **Agenda Item 4.2:** Resolution on **the appointment of PWC as auditor of the Sustainability Report for fiscal year 2025** (provided that national legislator provides for appointment by the AGM).
- PWC (responsible auditor: Jürgen Schwehr) has acted as the Company's auditor **since the fiscal year 2022.**
- Audit Committee duly inquired into the **independence** of the auditor and reviewed the audit **processes** generally as well as the **fees** of the auditor.

Auditor fees 2024 (in EUR thousands)

Audit services

720

Other assurance services¹

215

Total

935

¹ Fees in connection with CSRD reporting and the separately commissioned substantive audit of the remuneration report.

For more details see Annual Report 2024, p. 192. Scope and definitions correspond to the disclosures made therein.

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Approval of the Remuneration Report (1/2)

Remuneration System for the Management Board and Remuneration Report 2023 **approved by AGM 2023 with 96.63% and 89.59% of votes cast, respectively.**

In 2024, one Supervisory Board member was appointed (Dr. Joe Heel) and one stepped down from his position (Dr. Jörg Rockenhäuser).

In 2024, CFO Michael Wilkens and CPTO Mei Dent were reappointed to the Management Board for another three-year term, and CCO Peter Turner announced that he would not extend his contract past its expiration in 2025. Mark Banfield was appointed to the Management Board as successor in February 2025.

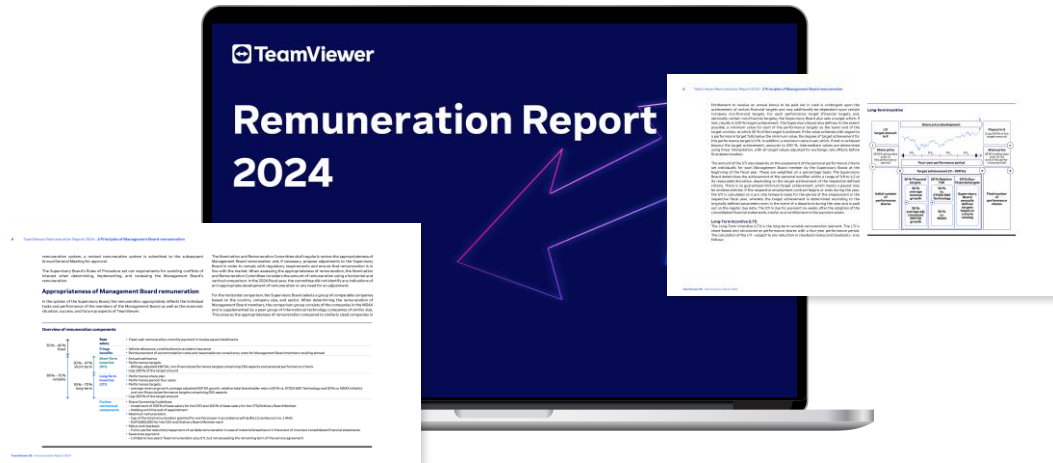
Management Board remuneration is in line with market conditions and appropriate (see Remuneration Report for details).

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Approval of the Remuneration Report (2/2)

Remuneration Report 2024



The Remuneration Report for the 2024 financial year is available on the TeamViewer [IR website](#)

Excerpt STI Disclosure

STI 2024 target achievement with regard to the financial performance criteria

Performance criterion	Lower limit at 50 % target achievement	Target value for 100 % target achievement	Upper limit at 200 % target achievement	Results in EUR million	Target achievement in %
Revenue ¹ (50 %)	644.0	668.0	682.5	671.4	124 %
Adjusted (revenue) EBITDA ¹ (50 %)	268.0	287.0	292.5	296.7	200 %
Target achievement in %					162 %

¹ Adjusted to the budget exchange rate at the end of the performance period.

Financial performance criteria

Individual performance criteria

Management Board member	Personal performance criteria/modifier Individual targets	Target achievement in %	Modifier	Management Board member	Personal performance criteria/modifier Individual targets	Target achievement in %	Modifier
Oliver Stoll	Individual target achievement was measured primarily by how TeamViewer expanded its long-term market position through strategic M&A activities, effective partnerships and product innovations. The successful implementation of growth initiatives at the group level and particularly in the Enterprise and Frontline divisions also played an important role. Other areas of focus included developing and communicating a new capital market story, streamlining the organization, and various sustainability-related measures to improve the perception of TeamViewer shares from an ESG perspective.	113.50 %	1.135	Peter Turner	The growth of the SMB ecosystem and the achievement of targets in the web-store and inside sales areas were particularly important for the individual achievement of objectives. Equally important were performance in the Enterprise and Frontline areas in the form of high-quality leads and sales support. A key focus was also on further improving customer retention. Other factors included improvements in sponsorship and cost control, as well as various sustainability-related measures to improve the perception of TeamViewer shares from an ESG perspective.	98.00 %	0.980
Michael Wilkens	Important factors in measuring individual target achievement were excellence in finance, tax and accounting, as well as developing and communicating a new capital markets story. Furthermore, legal, compliance, internal audit and IT played an important role. Various sustainability-related measures to improve the perception of TeamViewer's shares from an ESG perspective were also included in the assessment.	113.50 %	1.135	Mei Dent	Individual target achievement was measured in particular by the extent to which new products were introduced and business requirements were met in terms of scope, quality and time. Another key factor was the development of a first-class organizational structure and strategy for rolling out solutions. Other important aspects included innovations and growth projects, the development of a world-class CPTO organization in terms of both the team and the group as a whole, and various sustainability-related measures to improve the perception of TeamViewer shares from an ESG perspective.	113.50 %	1.135

For more details see Remuneration Report 2024

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Approval of the Remuneration System (1/2)

Remuneration System for the **Supervisory Board** approved at AGM 2021 with 98.71% of votes cast.

A new resolution is required in 2025, as German law provides for an AGM vote at least every four years.

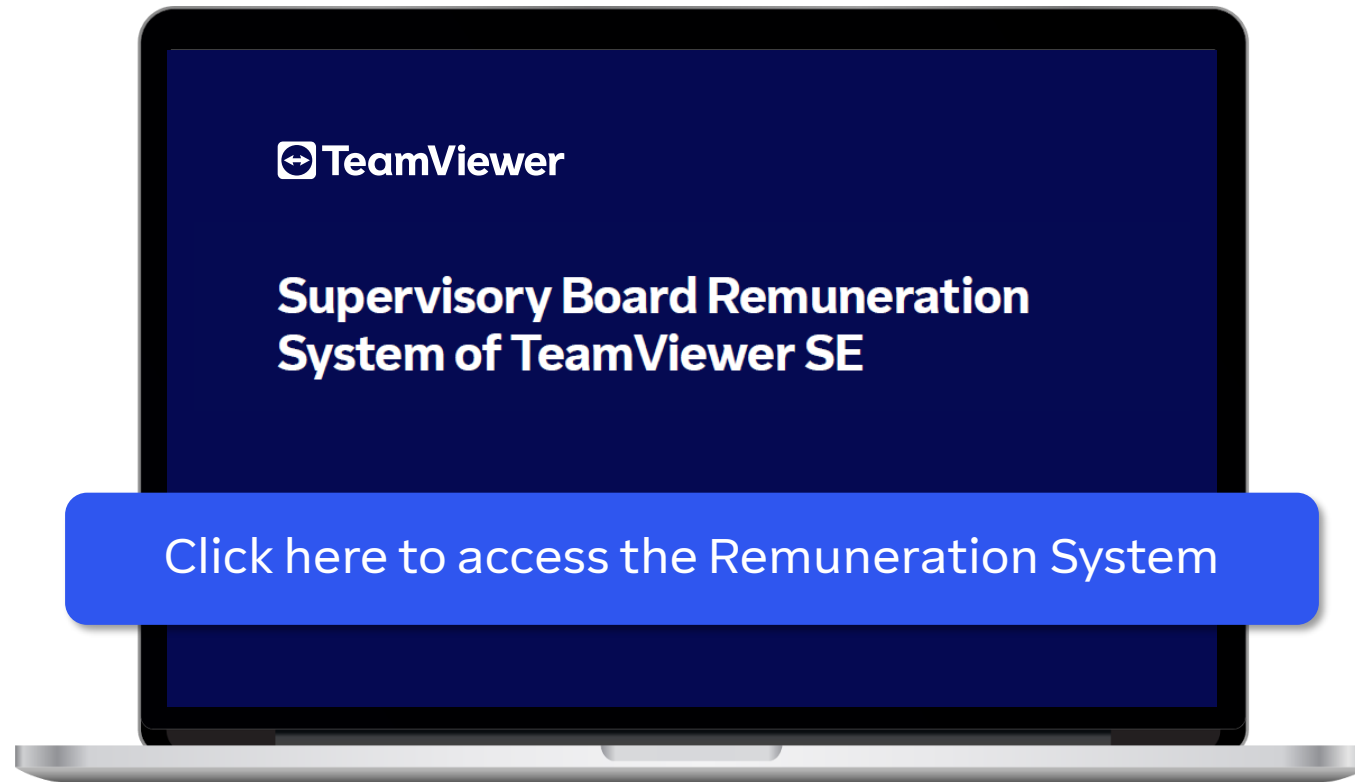
A remuneration review by the Nomination and Remuneration Committee revealed **no need for structural changes.**

The current Remuneration System **complies with market standards** and legal requirements and considers both German and international corporate governance guidelines, particularly those of the German Corporate Governance Code (“GCGC”).

The level of remuneration **remains unchanged.**

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Approval of the Remuneration System (2/2)



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Election of a member of the Supervisory Board (1/4)

The Supervisory Board of TeamViewer SE consists of eight members who are elected by the Annual General Meeting.

Dr. Jörg Rockenhäuser resigned with effect from the end of 31 December 2024.

Ulm District Court appointed James Jeffrey (Jeff) Kinder as member of the Supervisory Board by order of 20 February 2025.

In accordance with the principles of good corporate governance, **Jeff Kinder is now proposed to the AGM for election.**

The Supervisory Board proposes – in accordance with the recommendation of the Nomination and Remuneration Committee – the election for a **term of office of four years**

Committee membership: none .



**James Jeffrey
(Jeff) Kinder**



United States of America (USA)



Executive Vice President Design & Manufacturing at Autodesk Inc., San Francisco, California, USA

Professional career

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

- 2022 – today** Autodesk Inc., San Francisco, California, USA, EVP Design & Manufacturing
- 2018 – 2022** Autodesk Inc., San Francisco, California, USA, Chief Digital Officer
- 2016 – 2017** OpenTable, San Francisco, California, USA, Head of Consumer Products & Global Marketplaces
- 2013 – 2015** JPMorgan Chase, New York, USA, Chief Operating Officer, Mobile, eCommerce & Payments
- 2011 – 2013** JPMorgan Chase, New York, USA, President, Chase Offers
- 2009 – 2011** Yahoo!, Sunnyvale, California, USA, Senior Vice President and Head of Media Products & Solutions
- 2007 – 2009** Yahoo!, Sunnyvale, California, USA, Senior Vice President and General Manager, Small Business & Recruitment Advertising
- 2006 – 2007** Cendant Inc., USA, Senior Vice President and General Manager, Corporate Headquarters
- 2002 – 2006** Cendant Inc., USA, Senior Vice President and General Manager, Travelport
- 2001 – 2002** Ebay, San Jose, California, USA, Consultant
- 1999 – 2001** Unexplored Inc., San Francisco, California, USA Co-founder and Vice President, Business Development
- 1996 – 1998** Boston Consulting Group, USA, Consultant
- 1990 – 1994** US Navy, USA, Navigator, Missiles Officer

Non-Executive Directorships

None

Executive Directorships

None

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Election of a member of the Supervisory Board (3/4)

Qualifications matrix – proof of complimentary expertise and diversity

	Ralf W. Dieter	Dr. Abraham (Abe) Peled	Swantje Conrad	Dr. Joachim (Joe) Heel	James Jeffrey (Jeff) Kinder	Axel Salzmann	Hera Kitwan Siu	Christina Stercken	
Mandate details	Member since	October 2022	August 2019	May 2023	June 2024	February 2025	August 2019	November 2021	May 2023
	Elected until the AGM	2027	2027	2027	2028	Proposed for election until 2029	2027	2026	2027
	Supervisory Board position	Non Executive Chairperson	Non Executive Vice-Chair	Non Executive	Non Executive	Non Executive	Non Executive	Non Executive	Non Executive
Diversity	Nationality	German	American	German	German	American	German	Hong Kong Chinese	German
	Gender	M	M	F	M	M	M	F	F
	Year of birth	1961	1945	1965	1965	1966	1958	1959	1958
Committees' membership	Nomination and Remuneration Committee	Member	Chairperson	Member			Member		
	Audit Committee	Member		Chairperson			Member		Member
Compliance with German Corporate Governance Code and/or German Stock Corporation Act (AktG)	Independence	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	No overboarding	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Financial expert			Yes			Yes		Yes

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Election of a member of the Supervisory Board (4/4)

Qualifications matrix – proof of complimentary expertise and diversity

	Ralf W. Dieter	Dr. Abraham (Abe) Peled	Swantje Conrad	Dr. Joachim (Joe) Heel	James Jeffrey (Jeff) Kinder	Axel Salzmann	Hera Kitwan Siu	Christina Stercken
Competences	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	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓✓

(*) Includes cybersecurity expertise

✓ Fundamental knowledge/experience

✓✓ Advanced knowledge/experience; at least one existing or previous management position at a large company

✓✓✓ Numerous years of professional experience at listed companies; several management positions

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Authorization to hold a virtual AGM (1/3)

TeamViewer – The Digital Workplace Company

Customers from all over the world and across all industries use TeamViewer to drive digitalization of processes and workplaces. TeamViewer’s software supports companies and people to **make work work better**.

Remote connectivity at the core

Connecting people and devices remotely is at the core of TeamViewer’s business.

As a digital company, it is a logical step for TeamViewer **to embrace the opportunities of digitalization** – including virtual AGMs.



Virtual AGMs

Virtual AGMs enable shareholders to connect to the company Boards in an efficient, safe and sustainable manner.

TeamViewer’s past virtual AGMs have proven successful, with very positive shareholder feedback. All **shareholder rights are safeguarded** using the means available under German law.



Strategic format decisions

Each year, TeamViewer evaluates the most suitable AGM format, **carefully considering the agenda, shareholder interests and direct feedback, efficiency, and the company’s economic context**. Extraordinary items may favor in-person meetings, while recurring topics often support virtual formats.

***“If any company is destined to host
a virtual AGM, it’s TeamViewer.”***

Investor representative at TeamViewer’s AGM 2024

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Authorization to hold a virtual AGM (3/3)

- The new authorization will not extend to the maximum term of five years allowed by law, but will be limited to a period of **two years**.
- TeamViewer will evaluate the most suitable format each year, taking into account the **individual circumstances** each year, upcoming **agenda topics** and ensuring **optimal investor engagement**.
- Any decision to hold a virtual AGM will be made by the Management Board, subject to the **consent of the Supervisory Board**.
- Shareholders' rights are preserved as they were at the 2023 and 2024 Annual General Meetings, closely **mirroring those of an in-person AGM**.
- There are **no plans to require pre-submission of questions**, ensuring no restriction on the opportunity to ask questions.



Section 15 (4) of the Articles of Association of TeamViewer SE shall be revised as follows:

“(4) The Management Board is authorized, with respect to the General Meetings taking place until the end of 30 June 2027, subject to the consent of the Supervisory Board, to provide that such General Meeting shall take place without the physical attendance of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). If a General Meeting is held virtually, the legal requirements applicable to virtual General Meetings shall be observed.”

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