

CTS Eventim AG & Co. KGaA, Munich
Contrescarpe 75 A
28195 Bremen

WKN: 547030
ISIN: DE 0005470306
Munich Local Court HRB 212700

We hereby invite our shareholders to our Company's virtual Annual Shareholders' Meeting, to be held

on Friday, 19 June 2020, at 11:00 am

With the approval of the Supervisory Board and in order to protect the health and safety of shareholders, employees and the service providers involved, the personally liable shareholder has decided to use the option provided by the 'Act on measures to combat the effects of the COVID-19 pandemic under the laws governing companies, cooperatives, associations, foundations and residential property' (the 'COVID-19 Act') and to hold the 2020 Annual Shareholders' Meeting 2020 as a virtual shareholders' meeting, without the physical presence of the shareholders or their proxies. This means that, this year, there will be no in-situ meeting that you will be able to attend. You can follow the Annual Shareholders' Meeting on the Internet only, where it will be broadcast live for registered shareholders.

Agenda:

- 1. Presentation of the annual financial statements and consolidated financial statements as per 31 December 2019 and of the combined management report for the Company and the Group, as approved by the Supervisory Board, accompanied in each case by the report by the personally liable shareholder, pursuant to Section 176 (1) Sentence 1 of the German Stock Corporation Act (AktG), on the disclosures made in accordance with Section 289a (1) of the German Commercial Code (HGB) and Section 315a (1) HGB in the management report and the report by the Supervisory Board for the 2019 financial year.**

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the personally liable shareholder, in accordance with Section 171 (2) AktG. According to Section 286 (1) AktG, formal approval of the annual financial statements is given by the Shareholders' Meeting; the aforementioned documents are to be made available to the Shareholders' Meeting without a separate resolution to that effect being required.

- 2. Resolution on formal approval of the annual financial statements of CTS Eventim AG & Co. KGaA for the 2019 financial year.**

The personally liable shareholder and the Supervisory Board propose that the annual financial statements of CTS Eventim AG & Co. KGaA for the 2019 financial year, in the presented version showing a balance-sheet profit of EUR 302,020,760.83, be formally approved.

- 3. Resolution on appropriation of the balance-sheet profit**

In view of the measures implemented in the meantime by government authorities to curb the coronavirus pandemic, and their anticipated impacts on the Company's business operations and cash flow, the personally liable shareholder and the Supervisory Board have reconsidered the continuation of the previous dividend policy as envisaged in the 2019 Annual Report. After carefully weighing up the options, they have concluded that,

given the business and financial challenges the Company is expected to face in the current financial year, and in order to strengthen the company's resilience, no dividends should be distributed at present.

The personally liable shareholder and the Supervisory Board therefore propose that the balance-sheet profit for the 2019 financial year, amounting to EUR 302,020,760.83 – comprising EUR 132,345,054.35 in net income for 2019 and EUR 169,675,706.48 in profit carryforward from 2018 (after deduction of the distribution for 2018 in the 2019 financial year) – be carried forward in full to the new account.

4. Resolution on formal approval of the actions of the personally liable shareholder for the 2019 financial year

The personally liable shareholder and the Supervisory Board propose that the actions of EVENTIM Management AG, Hamburg, in its capacity as personally liable shareholder, be formally approved for the 2019 financial year.

5. Resolution on formal approval of the actions of the Supervisory Board for the 2019 financial year

The Board of Management and the Supervisory Board propose that formal approval be given to the actions of the Supervisory Board members for the 2019 financial year.

6. Election of the auditor and the Group auditor for the 2020 financial year

The Supervisory Board proposes that, for the 2020 financial year, KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed to audit the annual financial statements of the Company and to audit the consolidated financial statements of the Group.

7. Resolution authorising the purchase and use of treasury shares.

The Supervisory Board and the personally liable shareholder propose that the following resolution be adopted:

7.1 That the Company be authorised pursuant to Section 71 Section 71 (1) No. 8 AktG to acquire treasury shares amounting to up to 10% of the share capital by 18.06.2025 (inclusive), on the stock exchange or by means of a public purchase offer addressed to all shareholders of the Company, except for the purpose of trading in treasury shares. In combination with other treasury shares of the Company that the Company has already acquired, still holds, or which are allocated to it under Sections 71a ff. AktG, the shares acquired on the basis of this authorisation may not exceed 10% of the share capital of the Company at any time.

If the shares are purchased on the stock exchange, the countervalue per share paid by the Company (not including secondary costs) may not be more than 10% less or greater than the price for the Company's shares determined during the opening auction in XETRA trading (or on a similar successor system) on the Frankfurt stock exchange on the trading day on which the obligation to acquire is established.

If the shares are purchased by means of a public offer to all the shareholders in the Company, the offered purchase price or the limits of the offered range of purchase prices per share (each excluding secondary costs) shall be more than 10% less or greater than the arithmetic mean closing price for the Company's shares in XETRA trade (or on a similar successor system) on the Frankfurt stock exchange during the last five trading days before publication of the intention to issue the public offer. The volume of the offering may be limited. If the total subscription to the bid exceeds said volume, quotas shall be allocated in proportion to the number of shares offered in each case. Preferential

acceptance of small amounts of up to 100 shares per shareholder may be provided for in the terms of the offer.

The authorisation to repurchase treasury shares may be exercised under the aforementioned restrictions in partial amounts, on one or more occasions, and to pursue one or more aims.

7.2 That the personally liable shareholder be authorised, without a separate resolution of the Shareholders' Meeting being required, not only to sell the acquired treasury shares not only on the stock exchange or by a public offer to all shareholders, but also, under exclusion of shareholder subscription rights,

(i) to issue such shares to third parties, with the approval of the Supervisory Board, in return for contributions in kind, for example when acquiring a company or a participating interest in a company or in a corporate merger, provided that acquisition of the contribution in kind is in the considered interest of the Company and provided that the countervalue to be paid by third parties for a treasury share is not unreasonably low (analogously to Section 255 (2) AktG); or

(ii) to issue such shares to third parties, with the approval of the Supervisory Board, in return for cash contributions in order to list the shares of the Company on foreign stock exchanges on which the shares of the Company have not yet been admitted to trading; or

(iii) to sell such shares to third parties, with the approval of the Supervisory Board, in return for cash contributions; or

(iv) to use them, with the approval of the Supervisory Board, to fulfil option or conversion rights, or conversion obligations arising from bonds with warrants or convertible bonds issued by the Company or by a direct or indirect holding company of the Company.

In the event of sale against cash pursuant to item 7.2 (iii) above, the price per share may not be more than 5% lower than the arithmetic mean closing price for the Company's shares, of the same category and involving the same rights, in XETRA trade (or on a similar successor system) on the Frankfurt stock exchange during the last five trading days before establishment of the obligation to sell the shares.

The authorisation to sell the acquired shares against cash pursuant to item 7.2 (iii) above is limited to at most 10% of the Company's share capital at the time the obligation to sell the treasury shares is established; the maximum limit of 10% of the share capital shall include the proportionate amount of the share capital attributable to new shares in the Company which are issued during the term of this authorisation in the context of a share capital increase (also on the basis of authorised capital) under exclusion of the subscription rights for shareholders pursuant to Section 186 (3) Sentence 4 AktG, or which are to be issued to service option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds issued during the term of this authorisation by the Company or by a direct or indirect holding company of the Company in accordance with Section 186 (3) Sentence 4 AktG, under exclusion of subscription rights for shareholders.

The authorisation to also sell outside the stock exchange may be exercised in whole or in part, on one or more occasions, and separately or collectively.

7.3 That the personally liable shareholder also be authorised to redeem the purchased treasury shares without a further resolution of the Shareholders' Meeting. In this case, the personally liable shareholder shall be authorised to adjust the number of shares stated in the Article of Association.

7.4 That the above is without prejudice to the rights of the Company to acquire treasury shares pursuant to Section 71 (1) Nos. 1 – 6 AktG.

7.5 That the authorisation replace the authorisation to acquire treasury shares that was granted by the Shareholders' Meeting of CTS Eventim AG & Co. KGaA on 07.05.2015.

Notes:

(1) The authorisation corresponds to the authorisation granted by the Shareholders' Meeting on 07.05.2015, which must be limited by law to five years and therefore expired on 06.05.2020, and which now needs to be renewed as a precautionary measure. No use has been made of the existing authorisation.

(2) In connect with the aforementioned resolutions granting authorisation, the personally liable shareholder has presented a written report, in accordance with Section 71 (1) No. 8 AktG in combination with Section 186 (4) Sentence 2 AktG, on the proposed authorisation to exclude the right of subscription. Said report is printed at the end of this invitation to attend.

8. Amendment Section 11 (1) of the Articles of Association (Number of members of the Supervisory Board)

According to Section 96 (1) and Section 101 (1) Sentence 1 AktG, and Section 11 (1) of the Articles of Association, the Supervisory Board shall consist of four members to be elected by the Shareholders' Meeting. Just Spee, a member of the Supervisory Board, has notified the Company that he intends to resign from the Supervisory Board for health reasons.

The Supervisory Board and the personally liable shareholder propose in view thereof that the number of members on the Supervisory Board be reduced from four to the three members that are required by law, and that the Shareholders' Meeting adopt the following amendment of the Articles of Association:

Section 11 of the Articles of Association shall be reworded as follows:

'The Supervisory Board of the Company shall consist of three members.'

In the event that the proposed resolution is adopted by a majority and entered in the Register of Companies, Mr Just Spee has declared that he shall then resign from the Supervisory Board of the Company.

9. Amendment of Section 17 of the Articles of Association (Participation in the Shareholders' Meeting)

The conditions for participating in the Shareholders' Meeting and exercising voting rights have been amended by the 'Act implementing the Second Shareholder Rights Directive (SDR II). According to amended Section 123 (4) Sentence 1 AktG, proof of the last intermediary within the meaning of the newly inserted Section 67c (3) AktG shall be sufficient in future for participation in the Shareholders' Meeting or for exercising voting rights in respect of bearer shares of listed companies.

According to Section 17 (2) of the Company's Articles of Association, evidence of entitlement to attend the virtual Shareholders' Meeting and to exercise voting rights must be submitted in the form of written proof of shareholdings, which may be in German or English, in accordance with the currently applicable version of Section 123 (4) Sentence 1 AktG. SDR II entered into force on 1 January 2020. The amendments to Section 123 (4) Sentence 1 AktG and the new Section 67c AktG are not applicable until 3 September 2020 and first apply to Shareholders' Meetings that are convened after 3 September 2020. They will therefore be applicable before the Company's Annual Shareholders' Meeting in 2021. To avoid any conflicts between the provisions in the Articles of Association and the statutory provisions governing proof of entitlement to participate in the Company's Annual Shareholders' Meeting or to exercise voting rights, it is proposed that a resolution to amend

the Articles of Association be adopted now. The personally liable shareholder shall ensure, by filing the respective details with the Register of Companies, that the amendment to the Articles of Association does not take effect until 3 September 2020.

The personally liable shareholder and the Supervisory Board therefore propose that the following resolution be adopted:

That Section 17 of the Articles of Association be reworded as follows:

‘Section 17 Participation

- (1) Only those shareholders who register to attend the Shareholders’ Meeting and who have proved their entitlement to do so have the right to attend the Shareholders’ Meeting and to exercise voting rights. Registration and proof of entitlement must be submitted to the Company no later than the sixth day before the Annual Shareholders’ Meeting, under the address provided for that purpose in the notice of meeting. The day of the Shareholders’ Meeting and the day of receipt shall not be counted. Registration must be in writing (Section 126b of the German Civil Code (BGB)) and must be in German or English.
- (2) Written evidence of shareholdings by the last intermediary in accordance with the legal requirements is required as proof of entitlement within the meaning of sub-section (1) above. The Company has the right to require suitable additional evidence if there is doubt concerning the correct content or authenticity of the evidence submitted. If such evidence is not provided, or is not provided in the appropriate form, the Company may refuse the shareholder entry.’

The personally liable shareholder is instructed to file the amendment of the Articles of Association with the Register of Companies in such a way that it is registered as soon as possible after 3 September 2020.

Documents to be made available:

From the time that notice is given of the virtual Shareholders' Meeting, the following documents can be viewed on the website of CTS Eventim AG & Co. KGaA at www.eventim.de under 'Corporate Website' / 'Investor Relations', 'Shareholders' Meeting 2020':

- the annual financial statements of CTS Eventim AG & Co. KGaA, as approved by the Supervisory Board, and the consolidated financial statements of the CTS EVENTIM Group as approved by the Supervisory Board, in each case for the 2019 financial year, as well as the combined management report for the Company and the Group, accompanied in each case by the report by the personally liable shareholder on the disclosures made in accordance with Section 289a (1) and Section 315a (1) HGB,
- the report by the Supervisory Board on the 2019 financial year of CTS Eventim AG & Co. KGaA and of the CTS EVENTIM Group, and
- the proposal by the personally liable shareholder for appropriation of the balance-sheet profit

We request our shareholders to pay particular attention to the following instructions regarding registration, participation and exercising of voting rights, and concerning other shareholder rights, as there are fundamental differences between this virtual Shareholders' Meeting and one requiring physical attendance.

Conditions for attending the virtual Shareholders' Meeting and for exercising voting rights:

Only those shareholders who have registered to attend the virtual Shareholders' Meeting and who have proved their shareholdings are eligible to attend the virtual Shareholders' Meeting and to exercise voting rights. Registration to attend and proof of shareholdings must be received by the Company at the following address no later than **12 June 2020** (24.00 hrs CEST):

CTS Eventim AG & Co. KGaA
c/o HV-Management GmbH
Pirnaer Strasse 8
68309 Mannheim
Fax: +49 621 718592 40
eMail: anmeldestelle@hv-management.de

Evidence of entitlement to attend the virtual Shareholders' Meeting and to exercise voting rights must be submitted in the form of written proof of shareholdings, which may be in German or English, and which must relate to the beginning of **29 May 2020** (00.00 hrs CEST) ('**record date**'). Written verification of shareholdings by the custodian bank shall suffice as proof of entitlement. In relation to the Company, only those who have provided such verification are eligible to attend the virtual Shareholders' Meeting and to exercise their voting rights as a shareholder. The Company has the right to require suitable additional evidence if there is doubt concerning the correct content or authenticity of the evidence submitted. If such evidence is not provided, or is not provided in the appropriate form, the Company may refuse the shareholder entry.

Eligibility to attend and the extent of voting rights depend solely on the amount of shares held on the record date. The record date is not associated with any ban on selling the shares. Any sale of shares after the record date is of no relevance for the seller's statutory right to attend and to exercise voting rights. Similarly, any purchase of additional shares in the Company after the record date does not entail any changes in the right to attend and vote. Persons who do not hold any shares as per the record date and who do not purchase shares until after that date are not eligible to attend or to vote unless they are granted proxy rights to attend and to exercise rights.

Participation in the virtual Shareholders' Meeting and broadcast on the Internet

In accordance with Section 1 (2) of the COVID-19 Act, the Shareholders' Meeting shall be held as a virtual Shareholders' Meeting in Hamburg, without the shareholders or their proxies being physically present. It is not possible, therefore, for shareholders or their proxies to attend the Shareholders' Meeting personally.

The shareholders can follow the virtual Shareholders' Meeting in livestream on the Company's online portal for the Shareholders' Meeting and can exercise their voting rights via electronic communication (postal vote) or by authorising a proxy. The right to ask questions and other rights can also be exercised electronically on the online Shareholders' Meeting portal (hereinafter 'HV-Online-Portal').

The HV-Online-Portal is accessible for registered shareholders via the Company's website at www.eventim.de, under 'Corporate Website' / 'Investor Relations', 'Shareholders' Meeting 2020'. Please use the 'HV-Online-Portal' button, which will take you straight to the portal.

After registering, shareholders receive a ticket to the Shareholders' Meeting (hereinafter the 'HV-Ticket'), containing the access data and further information.

Representation of voting rights by proxies, postal voting

a) Exercising of voting rights by proxies

Shareholders who are unable to attend the virtual Shareholders' Meeting personally may arrange to have their voting rights exercised by a proxy, e.g. by a shareholders association, a bank or by some other person or institution of their choice. We also offer shareholders the option of granting proxy to the person named by the Company, prior to the virtual Shareholders' Meeting. Said person is bound by instructions issued by the shareholder, i.e. must vote in accordance with the instructions given to him or her.

If neither a bank, nor a shareholders association nor any person or institution having equal status pursuant to Section 135 AktG or Section 135 AktG, in combination with Section 125 (5) AktG, the power of proxy must be provided in written form (Section 126b of the German Civil Code (BGB)) in accordance with Section 134 (3) Sentence 3 AktG. The revocation of such a power of proxy, and the proof of the power of proxy furnished to the Company must likewise be in writing (Section 126b BGB), in accordance with Section 134 Sentence 3 AktG. Shareholders wishing to appoint a third person as their proxy are requested to use the form provided by the Company with the admission ticket to grant the power of proxy. The proxy form will also be sent to shareholders at any time on written request and can also be downloaded from the website of CTS Eventim AG & Co. KGaA at www.eventim.de under 'Corporate Website' / 'Investor Relations', '2020 Shareholders' Meeting'.

If power of proxy is granted to a bank, a shareholders association or any person or institution having equal status pursuant to Section 135 AktG or Section 135 AktG, in combination with Section 125 (5) AktG, the above provisions relating to format, revocation and proof of authorisation are not applicable. The institutions or persons to be granted power of proxy may require a special form of authorisation, because they must put the authorisation on record in a verifiable form. Please confer and reach agreement with the proxy in good time regarding a possible format for the power of proxy.

Proof of the power of proxy must be received by the Company at one of the following addresses by no later than **18 June 2020**, 18:00 hrs CEST:

CTS Eventim AG & Co. KGaA

c/o HV-Management GmbH
Pirnaer Strasse 8
68309 Mannheim
Fax: +49 621 718592 40

The same applies to sending the revocation of any power of proxy, or amendment thereof, that is communicated in such a manner.

Proof that a power of proxy has been granted, revoked or amended can also be submitted by means of electronic communication via the HV-Online-Portal, and specifically until voting at the virtual Shareholders' Meeting has closed.

b) Exercising of voting rights by the proxy named by the Company

Shareholders who wish to grant a power of proxy to the person named by the Company must likewise register for the virtual Shareholders' Meeting as specified above. For each separate item on the Agenda, they must also give instructions to the proxy regarding how the voting right is to be exercised. The power of proxy is invalid unless such instructions are given. The proxy must vote in accordance with the instructions given; if instructions are ambiguous, the proxy named by the Company must abstain on the respective agenda item. The proxy will exercise the voting right only and shall not exercise any further rights, such as the right to submit questions and motions. If you wish to use this option, please do so in writing (including by telefax) using the form printed on the HV-Ticket. Further details can also be found on the HV-Ticket. To simplify organisation, shareholders who already wish to authorise the proxy appointed by the Company before the virtual Shareholders' Meeting, are asked to send the powers of proxy and the voting instructions to one of the following addresses by no later than **18 June 2020**, 18:00 hrs CEST (date of receipt at the Company):

CTS Eventim AG & Co. KGaA

c/o HV-Management GmbH
Pirnaer Strasse 8
D-68309 Mannheim
Fax: +49 621 718592 40

The proxy named by the Company can also be authorised in writing via the HV-Online-Portal. Power of proxy and voting instructions to the proxy may be granted, issued, amended or revoked until voting at the virtual Shareholders' Meeting has closed.

If a shareholder authorises more than one person, the Company may refuse one or more thereof.

c) Exercising voting rights by postal vote

Shareholders may also exercise their voting rights by electronic postal vote. Registration and proof of shareholdings are also required in the case of electronic postal voting. Authorised intermediaries (e.g. banks), shareholders' associations, proxy advisers or authorised legal entities equivalent thereto according to Section 135 AktG may likewise use electronic postal voting.

Postal votes can be cast only by means of electronic communication using the HV-Online-Portal. Votes cast by electronic postal voting can be transmitted, revoked or amended until voting at the virtual Shareholders' Meeting has closed.

Shareholder rights

Additions to the Agenda under Section 122 (2) AktG

According to Section 122 (2) AktG, shareholders whose collective shares amount to at least 5 % of the share capital or the proportional amount of EUR 500,000 may request that items be put on the Agenda and announced. Any new agenda item must be accompanied by reasons or by a proposed resolution. The request must be received by the Company in writing (Section 126 BGB), including proof of shareholder status, at least 30 days before the Shareholders' Meeting, i.e. by no later than **19 May 2020** (24:00 hrs CEST), and we would ask you to send it to the following postal address or, if you use a qualified electronic signature (Section 126a BGB), to the following eMail address:

CTS Eventim AG & Co. KGaA

Attn. Mr Rainer Appel
Contrescarpe 75 A
D-28195 Bremen
eMail: hauptversammlung@eventim.de

The shareholders in question must furnish proof that they have held the required number of shares since at least 90 days before the date on which the request is received and that they shall hold the shares until a decision on the request has been made by the personally liable shareholder. Section 121 (7) shall be applied accordingly.

Motions and nominations by shareholders under Section 126 (1) and Section 127 AktG

Under Section 126 (1) AktG, shareholders may also send the Company counter-motions against a proposal made by the personally liable shareholder and the Supervisory Board on a particular item on the Agenda, and under Section 127 AktG may submit nominations for election of the auditor and the Group auditor. Such motions and nominations must be sent to no other address than:

CTS Eventim AG & Co. KGaA

Attn. Mr Rainer Appel
Contrescarpe 75 A
D-28195 Bremen
Telefax +49 421 3666-290
eMail: hauptversammlung@eventim.de

Counter-motions from shareholders and nominations by shareholders for election of the auditor and the Group auditor, which must be received at one of the addresses below by no later than **4 June 2020** (24:00 hrs CEST), stating the name of the shareholder and the reasons for the counter-motion – whereby shareholder nominations for election of the auditor and the Group auditor do not require reasons to be provided –, shall be made available to all shareholders, immediately after receipt and with any statement of opinion by the administration, on the Company website at www.eventim.de, under 'Corporate Website' / 'Investor Relations', '2020 Shareholders' Meeting', provided that the requirements are met for a duty to disclose pursuant to Section 126 AktG. Any shareholder motions sent to other addresses will be ignored.

The Company may refrain from publishing a counter-motion and the reasons for it if any of the reasons stated in Section 126 (2) Sentence 1 Nos. 1 – 7 AktG exist, e.g. because the counter-motion would result in the Shareholders' Meeting adopting a resolution that is unlawful or in breach of the Articles of Association. Reasons for a counter-motion do not need to be made available if they are more than 5,000 characters in length.

Rights of shareholders to ask questions by way of electronic communication

According to Section 1 (1), (2) of the COVID-19 Act, shareholders and proxies shall be given the opportunity to ask questions by way of electronic communication.

To that end, the personally liable shareholder must stipulate, in accordance with Section 1 (1), (2) of the COVID-19 Act, that these questions must be submitted by electronic communication at least two days before the meeting. The personally liable shareholder shall decide, at its own due discretion, which questions it shall answer and how.

Registered shareholders may submit their questions to the Company via the HV-Online-Portal by **17 June 2020**, 24:00 hrs CEST, using the form provided for submission of questions. Any questions received later than that will be ignored.

Possibility of objecting to resolutions of the virtual Shareholders' Meeting

Shareholders who have exercised their voting rights shall be granted an opportunity, pursuant to Section 1 (2) Sentence 1 No. 4 of the COVID-19 Act, to file an objection against resolutions of the Shareholders' Meeting.

Objections can only be filed electronically via the HV-Online-Portal. The respective form for doing so will not be activated until after voting have been cast. Objections can be filed from the beginning of the virtual Shareholders' Meeting until it has been closed by the person chairing the meeting.

Publications on the Company's website

As soon as possible after notification of the virtual Shareholders' Meeting has been given, the documents to be made available to the Shareholders' Meeting, and further details concerning the rights of shareholders presented above under 'Shareholder rights', as well as further information pursuant to Section 124a AktG, including this invitation to the virtual Shareholders' Meeting, proxy forms and any requests for additions to the Agenda under Section 122 (2) AktG, shall be made available to shareholders on the CTS Eventim AG & Co. KGaA website at www.eventim.de, under '2020 Shareholders' Meeting' in the 'Corporate Website' / 'Investor Relations' section.

Disclosures concerning the total number of shares and voting rights at the time of the convening notice, in accordance with Section 49 (1) No. 1 of the Securities Trading Act (WpHG)

At the time of the notice convening the Shareholders' Meeting, the share capital of the Company amounts to EUR 96,000,000 and is divided into 96,000,000 no-par value bearer shares each providing a proportional EUR 1.00 share in the share capital. Each share entitles the bearer to one vote. The total number of votes amounts accordingly to 96,000,000 at the time of the notice convening the virtual Shareholders' Meeting. At the time of the notice convening this virtual Shareholders' Meeting, the Company holds a total of 8,700 treasury shares, which do not entitle it to any voting rights.

Bremen, May 2020

CTS Eventim AG & Co. KGaA,

EVENTIM Management AG as the personally liable shareholder

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Report by the personally liable shareholder on item 7 of the Agenda

With regard to item 7 of the Agenda (resolution authorising the purchase and use of treasury shares), the personally liable shareholder draws attention to the fact that, due to the statutory time limit imposed, said resolution relates to the renewal of the authorisation that expired as per 06.05.2020, and submits the following report on the reasons for excluding subscription rights when selling treasury shares, in accordance with Section 71 (1) No. 8 AktG in combination with Section 186 (4) Sentence 2 AktG:

According to Section 71 (1) No. 8 AktG, the Management Board of a public limited company or the personally liable shareholder of a KGaA may be authorised for a period of up to five years to acquire treasury shares of the company, provided that the acquired treasury shares do not account for a proportion exceeding 10% of the Company's share capital. The Stock Corporation Act provides for the sale of acquired treasury shares on the stock exchange or by issuing shares to which shareholders have the right to subscribe. However, the Stock Corporation Act also allows the Shareholders' Meeting (i) to decide on a different form of sale (e.g. by selling the acquired treasury shares outside the stock exchange to non-shareholders) and (ii) to authorise the Management Board or the personally liable shareholder to redeem the acquired treasury shares without a further resolution of the Shareholders' Meeting.

In accordance with statutory provisions, it is proposed that the personally liable shareholder of CTS Eventim AG & Co. KGaA be authorised to buy back shares CTS Eventim AG & Co. KGaA. When combined with other shares of CTS Eventim AG & Co. KGaA that it has already acquired and still holds, the shares acquired under said authorisation may not account for more than 10% of the current share capital of CTS Eventim AG & Co. KGaA (which equates to 9,600,000 shares). In addition to acquisition on the stock exchange, CTS Eventim AG & Co. KGaA is also to be given the option of acquiring treasury shares by means of a tender procedure (public call to offer shares for purchase to CTS Eventim AG & Co. KGaA). With this option, any shareholder of CTS Eventim AG & Co. KGaA who is willing to sell may decide how many shares and – by specifying a price range – at what price he wants to offer them to CTS Eventim AG & Co. KGaA. If the quantity of shares offered at the specified price exceeds the quantity sought by CTS Eventim AG & Co. KGaA, an acceptance the offer to sell must be granted. It should be possible to provide for preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares. The purpose of this option is to avoid small remaining shareholdings and fractional amounts when specifying the quotas to be acquired, and thus to facilitate technical processing.

It is also proposed that the personally liable shareholder be authorised, to offer the acquired shares to third parties, with the approval of the Supervisory Board and under exclusion of subscription rights for shareholders, in return for contributions in kind, for example when acquiring a company or a participating interest in a company or in a corporate merger, provided that acquisition of the contribution in kind is in the considered interest of the Company and provided that the countervalue to be paid by third parties for a treasury share is not unreasonably low (analogously to Section 255 (2) AktG). This is to enable the personally liable shareholder to act quickly and flexibly when acquiring a company or a participating interest in a company, or in a corporate merger, by offering treasury shares as consideration in certain cases to the seller of a company or of a participating interest in a company or to the shareholders of a transferring company, without first having to adopt a resolution to increase the share capital and without that share capital increase having to be filed with the Register of Companies. However, the personally liable shareholder must ensure that the acquisition is in the considered interest of the Company and that the countervalue to be paid by third parties for a treasury share is not unreasonably low (analogously to Section 255 (2) AktG). Compliance with these principles is monitored by the Supervisory Board, which must give its prior approval to the use of treasury shares for this purpose. International competition and the globalisation of the economy increasingly require this form of consideration. The authorisation proposed here is aimed at

enabling CTS Eventim AG & Co. KGaA to quickly exploit any opportunities that arise to acquire undertakings or participations in undertakings.

The personally liable shareholder is also to be authorised to issue such shares to third parties, with the approval of the Supervisory Board, in return for cash contributions in order to list the shares of the Company on foreign stock exchanges on which the shares of the Company have not yet been admitted to trading. CTS Eventim AG & Co. KGaA faces strong competition on the international equity markets. An appropriate level of shareholder equity is of major importance for the future business development of CTS Eventim AG & Co. KGaA. It may therefore be necessary for CTS Eventim AG & Co. KGaA to extend its shareholder base in foreign countries. In order to tap into foreign equity markets, investing in CTS Eventim AG & Co. KGaA shares must be attractive to foreign shareholders. It may be necessary in this connection to register shares in CTS Eventim AG & Co. KGaA so that they can be traded on foreign stock exchanges. This can be supported by acquiring treasury shares and by placement of those shares as part of an IPO.

It is also proposed that the personally liable shareholder be authorised to sell the treasury shares, with the approval of the Supervisory Board, against cash at a price per share that may not be more than 5% lower than the arithmetic mean closing price for the Company's shares, of the same category and involving the same rights, in XETRA trade (or on a similar successor system) on the Frankfurt stock exchange during the last five trading days before selling the shares. This authorisation enables the company to optimise its capital structure quickly and to raise additional funds. The obligation to sell the shares at a price close to the stock market price prevents dilution of existing holdings and at the same time ensures that the company's income from the sale is not unreasonably low. In accordance with the statutory requirement in Section 186 (3) Sentence 4 AktG, the two aforementioned authorisations to sell treasury shares for the purpose of an IPO and to third parties against cash are limited to a total of 10% of the Company's share capital. As further protection against dilution, the 10% limit shall include the proportionate amount of the share capital attributable to new shares in the Company which are issued in connection with a share capital increase or by utilising the existing approved capital pursuant to Section 4 sub-section (4) of the Articles of Association, under exclusion of subscription rights for shareholders pursuant to Section 186 (3) Sentence 4 AktG or which are to be issued to service option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds issued during the term of this authorisation in accordance with Section 186 (3) Sentence 4 AktG, under exclusion of subscription rights for shareholders.

Finally, the personally liable shareholder is to be authorised to use treasury shares, with the approval of the Supervisory Board, to fulfil option or conversion rights, or conversion obligations arising from bonds with warrants or convertible bonds issued by the Company or by a direct or indirect holding company of the Company. The purpose of the proposed authorisation is to enable the Company to avoid the creation of new shares from conditional capital in order to secure the subscription rights of bondholders or holders of profit participation creditors, if the Company already has treasury shares. This is also in the interest of shareholders, in particular, as it prevents any dilution for shareholders as a result of issuing new shares. If the personally liable shareholder makes use of this authorisation, the shares will be issued to the persons entitled at the issue price specified in the terms and conditions of the respective convertible bonds or option bonds with conversion or option rights.

Based on the provision in Section 71 (1) No. 8 AktG, shareholders' interests in both assets and voting rights are appropriately safeguarded when selling treasury shares to third parties under exclusion of subscription rights for shareholders. The authorisation is limited to a total of 10% of the share capital (taking into account any treasury shares already acquired in the past and still held by CTS Eventim AG & Co. KGaA).

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Notes on the EU General Data Protection Regulation ('GDPR')

As the entity responsible for data protection, CTS Eventim AG & Co. KGaA processes your data exclusively in compliance with the provisions laid down in the GDPR and in all other relevant laws.

If you attend the virtual Shareholders' Meeting, would like to grant a power of proxy, exercise one of your rights within the HV-Online-Portal, or would like to follow the Shareholders' Meeting in livestream, we collect your personal data and/or the personal data of your proxy, that you send to us or arrange to have sent to us when registering for the virtual Shareholders' Meeting, or which are sent to us by a bank.

The purpose of data processing in this connect is to organise and conduct the virtual Shareholders' Meeting and to comply with obligations under stock corporation law. The intention is also to enable you to exercise your rights under the Stock Corporation Act in connection with the virtual Annual General Meeting.

As a data subject, you have the following rights in relation to us: information; rectification; erasure; restriction of processing, erasure of restriction; data transmission; right to object. You also have the right to lodge a complaint with a regulatory authority.

Details on how your personal data are handled and on your rights as a data subject under the GDPR can be found in our comprehensive privacy policy by following this link to our website for the 2020 Shareholders' Meeting:

<https://corporate.eventim.de/investor-relations/hauptversammlung/>

We would also be pleased to send you the privacy policy by post.