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

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

We hereby invite our shareholders to a virtual Extraordinary Shareholders' Meeting of our company, to be held

on Wednesday, 13 January 2021, at 10:00 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 by the 'Ordinance of 20 October 2020 extending measures to combat the effects of the COVID-19 pandemic under the laws governing companies, cooperatives, associations, foundations and residential property' ('GesRGenRCOVMVV') and to hold this Extraordinary Shareholders' Meeting as a virtual shareholders' meeting, without the physical presence of the shareholders or their proxies. This means that there will be no in-situ meeting that you will be able to attend. You can follow the Extraordinary Shareholders' Meeting on the Internet only, where it will be broadcast live for registered shareholders.

Note by the personally liable shareholder concerning the invitation to attend the Extraordinary Shareholders' Meeting, and the matters on which resolutions are proposed:

The Company assumes that interesting opportunities for growth through acquisitions may arise in the years ahead, also at short notice, both in Germany and abroad, which make it expedient to adopt measures for generating additional funds. Authorisations to issue bonds with warrants or convertible bonds, and for increases in share capital from approved capital are already in place for such purposes. However, a review has shown that the stipulations in the existing authorisations no longer conform to the current standard for such authorisations, and in some cases could also result in the placement of bonds or shares from a share capital increase being made unnecessarily more difficult, and/or in a non-optimal outcome being generated for the Company and hence also for the shareholders.

With the approval of the Supervisory Board, the personally liable shareholder has therefore decided to have the authorisations soon at an extraordinary shareholders' meeting in order to ensure that additional funds can be generated at short notice and on optimal terms. The scope of the proposed resolutions, particularly as regards the quantity of any new shares to be issued and any exclusions of subscription rights, corresponds in large measure to the existing authorisations, which are to be cancelled as soon as the updated authorisations have been adopted by the Shareholders' Meeting and entered in the register of companies.

Agenda:

- 1. Resolution on the cancellation of the existing authorisation to issue bonds with warrants and/or convertible bonds and to create contingent capital, on the granting of new authorisation to issue bonds with warrants and/or convertible bonds, on the exclusion of subscription rights and on the creation of an associated Contingent Capital 2021 and corresponding amendment of the Articles of Association**

The authorisation to issue bonds with warrants and/or convertible bonds, granted by resolution of the Annual Shareholders' Meeting on 8 May 2018, is to be cancelled and replaced by new authorisation to issue bonds with warrants and/or convertible bonds. The previous authorisation has not been used, so the corresponding Contingent Capital 2018 is no longer required and can likewise be cancelled. In order to maintain adequate capital resources, the personally liable shareholder is to be authorised, once again and to a similar extent, to issue bonds with warrants and/or convertible bonds, and a resolution to create new Contingent Capital 2021 is to be adopted.

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

1 Cancellation of the existing authorisation

With effect from the date on which the new Article 4 (6) of the Articles of Association (sub 4 below) is entered in the Register of Companies, the authorisation to issue convertible bonds or bonds with warrants, granted by resolution of the Annual Shareholders' Meeting of the Company on 8 May 2018 under agenda item 7 of that meeting, and the associated Contingent Capital 2018, shall be cancelled.

2 Authorisation of the personally liable shareholder to issue convertible bonds or bonds with warrants, and to exclude subscription rights

2.1 Authorisation period, subject-matter, nominal amount, term, quantity of shares

The personally liable shareholder is hereby authorised, subject to the approval of the Supervisory Board, to issue bearer or registered bonds with warrants and/or convertible bonds or combinations of said instruments (referred to collectively hereinafter as '**bonds**') on one or several occasions by 12 January 2026, to a total par value of up to EUR 800,000,000, each with or without a limited term, and to grant the bearers of bonds conversion rights or options to subscribe to up to 19,200,000 no-par bearer shares (no-par shares) in the Company with a proportionate amount of the share capital totalling up to EUR 19,200,000 (referred to collectively hereinafter as '**shares of the Company**'), in accordance with the terms and conditions for issuance of the bonds ('**terms and conditions of issue**') ('**authorisation**'). The authorisation may be exercised in whole or in part.

The bonds may also specify an obligation to convert the bond or to exercise the option at the end of the term or at an earlier time. The terms of issue may also give the Company the right to grant shares in the Company to the creditors of the bonds, wholly or partially in lieu of payment of the due amount, or to use other ways of servicing the bonds. The bonds may be issued against cash or contributions in kind.

Instead of being denominated in Euro, the bonds may also be denominated in the legal currency of an OECD country, but limited to the equivalent Euro value. If the bonds are issued in a currency other than Euro, the corresponding equivalent value, calculated according to the Euro reference exchange rate as published by the European Central Bank on the date on which the resolution to issue the bonds is adopted, is to be taken as a basis.

The bonds may also be issued by companies in which the Company directly or indirectly holds a majority interest. In such a case, the personally liable shareholder is authorised, subject to Supervisory Board approval, to assume the necessary guarantees on behalf of the Company for the obligations ensuing from the bonds and to grant the creditors of the bonds conversion or option rights to shares in the Company.

2.2 Conversion rights and obligations; conversion ratio

If bonds with conversion rights or conversion obligations are issued, their creditors shall be given the right or assume an obligation to convert their bonds into shares in the Company in accordance with the terms of issue to be specified by the personally liable shareholder. The proportionate amount of share capital represented by the shares in the Company to be issued per bond on conversion may not exceed the par value of the bond or the issue price of the bond, if the latter is lower than the par value of the shares.

The exchange ratio is calculated by dividing the par value of a bond by the conversion price for a share in the Company. If the issue price of the bonds is lower than their par value, the exchange ratio is calculated by dividing the issue price of a convertible bond by the conversion price for a share in the Company. The terms of issue may also specify that the exchange ratio is variable and that the conversion price is to be calculated within a particular range on the basis of future stock market prices.

2.3 Option rights, obligation to exercise options

If bonds with option rights or obligation to exercise options are issued, one or more warrants entitling or obligating the creditor to subscribe to shares in the Company, in accordance with the terms of issue to be specified by the personally liable shareholder, shall be attached to each bond. The proportionate amount of share capital represented by the shares in the Company to be issued on exercise of the options may not exceed the par value of the bonds.

2.4 Conversion price, option price

The conversion or option price to be specified in the terms of issue must be equal to at least 80% of the average volume-weighted closing price for the shares of the company in XETRA trade (or on a similar successor system) on the Frankfurt stock exchange on the day on which the terms of the bond are specified. This is without prejudice to Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG).

2.5 Further specifications in the terms of issue

The personally liable shareholder is authorised, subject to Supervisory Board approval, to specify further details in the terms of issue, in particular the following:

- interest rate, issue price, maturity and denomination of the bonds;
- conversion or option period;
- conversion or option price;
- conversion rights and conversion obligations;
- option rights and option exercise obligations;
- whether all or some of the Company shares to be delivered are new shares created by an increase in share capital or whether all or some of them are existing shares in the Company;
- whether, instead of delivering shares in the Company, their equivalent value may be paid in cash;
- whether the conversion or option price or the conversion ratio is to be specified when the bonds are issued, or is to be calculated within a particular range during the term of the bond on the basis of future stock market prices.

If a right to subscribe to fractions of shares in the Company results, it may also be specified that these fractions may be added together in accordance with the terms of issue in order to subscribe to whole shares in the Company. An additional cash payment, or cash compensation for fractional amounts may also be specified.

The terms of issue may also specify dilution protection measures and adjustment mechanisms for specific cases, in particular for the following:

- changes in the company's share capital during the term of the bond (e.g. increases or decreases in share capital, or share splits)
- dividend payments
- issue of further bonds with conversion rights or conversion obligations or with option rights or option exercise obligations that entitle the bearer to subscribe to shares in the Company
- conversion measures
- extraordinary events during the term of the bond (e.g. a change of control over the Company)

Anti-dilution and adjustment measures specified in the terms of issue may include changing the conversion or option price, granting subscription rights to shares in the Company or to convertible bonds or bonds with warrants, or the granting or adjustment of cash components.

2.6 Subscription rights, exclusion of subscription rights

2.6.1 When bonds are issued, shareholders must basically be granted rights to subscribe to the bonds. The bonds can also be allocated to banks or to companies operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), with the obligation to offer them to shareholders for subscription.

2.6.2 However, the personally liable shareholder is authorised, subject to Supervisory Board approval, to exclude shareholders' subscription rights when issuing bonds

- (i) in order to utilise any fractional amounts,
- (ii) insofar as the bonds are issued against contributions in kind, in particular for the purpose of acquiring undertakings, parts of undertakings or equity interest in undertakings,
- (iii) to the extent necessary to protect against dilution, in order to grant subscription rights to new bonds to bearers of conversion or option rights issued by the Company, or by other companies in which the Company directly or indirectly holds a majority interest, to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion obligations or option exercise obligations, or
- (iv) in the case of bonds issued against cash contributions, provided that the Company shares to be issued on the basis of the conversion or option rights do not exceed a total of 10% of the share capital, either at the time this authorisation enters into force or at the time this authorisation is exercised. If, during the term of this authorisation and until it is exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription of shares or impose an obligation to subscribe to shares, and subscription rights are excluded in accordance with Section 186 (3) sentence 4 AktG, this shall be counted against the aforementioned 10% limit. The exclusion of subscription rights in accordance with this item (iv) is permissible only on condition that the issue price of the bonds is not significantly below their theoretical value as determined by generally accepted methods of financial mathematics.

2.6.3 The personally liable shareholder may exercise the authorisations under 2.6.2 above to exclude subscription rights only to the extent that the shares in the Company to be issued on the basis of the conversion or option rights do not exceed a total of 10% of the share capital, either at the time the authorisation enters into force or at the time this authorisation is exercised. If, during the term of these authorisations and until they are exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription of shares or impose an obligation to subscribe to shares, and subscription rights are excluded, this shall be counted against the aforementioned limit.

3 Creation of new contingent capital

The share capital of the Company shall be increased conditionally by up to € 19,200,000 (Contingent Capital 2021) by issuing up to 19,200,000 new bearer shares (no-par shares). The contingent capital is exclusively for the purpose of granting new shares to the bearers of conversion or option rights or option exercise obligations issued by the Company, or by other companies in which the Company directly or indirectly holds a majority interest, in accordance with the authorisation resolution adopted by the Annual Shareholders' Meeting of 13 January 2021 under agenda item 1 (Authorisation).

The shares shall be issued at the conversion or option price to be determined in accordance with the authorisation. The contingent increase in capital shall be carried out only

to the extent that the bearers of conversion or option rights exercise their conversion or option rights, or fulfil conversion or option exercise obligations, or the Company exercises its right to grant shares in the Company, wholly or partially in lieu of payment of the due amount.

The new shares participate in profits from the beginning of the financial year in which they are created. To the extent permitted by law, the personally liable shareholder may specify, subject to Supervisory Board approval, the profit participation in deviation from the aforementioned and from Section 60 (2) AktG, also for a financial year that has already ended.

4 Amendment of the Articles of Association

Section 4 (6) of the Articles of Association shall be reworded as follows:

“The share capital shall be increased conditionally by up to € 19,200,000 (contingent capital) by issuing up to 19,200,000 new bearer shares (no-par shares). The contingent capital is exclusively for the purpose of granting new shares to the bearers of conversion or option rights or option exercise obligations issued by the Company, or by other companies in which the Company directly or indirectly holds a majority interest, in accordance with the resolution adopted by the Annual Shareholders’ Meeting of 13 January 2021 under agenda item 1.

The shares shall be issued at the conversion or option price to be determined in accordance with the aforesaid resolution. The contingent increase in capital shall be carried out only to the extent that the bearers of conversion or option rights exercise their conversion or option rights, or fulfil conversion or option exercise obligations, or the Company exercises its right to grant shares in the Company, wholly or partially in lieu of payment of the due amount.

The new shares participate in profits from the beginning of the financial year in which they are created. To the extent permitted by law, the personally liable shareholder may specify, subject to Supervisory Board approval, the profit participation in deviation from the aforementioned and from Section 60 (2) AktG, also for a financial year that has already ended.

The Supervisory Board is authorised to amend the wording of Section 4 of the Articles of Association according to the respective issue of subscription shares and to make any other related amendments to the Articles of Association that affect the wording only. The same principle shall apply if the authorisation pursuant to item 2 above is not exercised on expiry of the authorisation period and in the event that the contingent capital pursuant to Section 4 (6) of the Articles of Association is not utilised on expiry of all the conversion or option periods.”

2. Resolution on the cancellation of the existing Approved Capital 2019, on the creation of new Approved Capital 2021 with the option to exclude subscription rights, and on the amendment of Section 4 (4) of the Articles of Association

The authorisation of the personally liable shareholder, by resolution of the Annual Shareholders’ Meeting of 8 May 2019 under agenda item 9, to increase the share capital of the company, sub-

ject to Supervisory Board approval, by up to 19,200,000 Euro by issuing new shares on one or more occasions against contributions in cash or in kind (Approved Capital 2019) is to be cancelled. To ensure that the Company remains able in future to increase the share capital flexibly and without a further resolution by the Shareholders' Meeting, the creation of new Approved Capital 2021 is now to be decided.

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

1. Cancellation of the existing authorisation to increase the share capital

With effect from the date on which the new Section 4 (4) of the Articles of Association (sub 3 below) is entered in the Register of Companies, the unexercised authorisation of the personally liable shareholder to increase the share capital, subject to Supervisory Board approval, by up to 19,200,000 Euro in total in the period up to 7 May 2024 (Approved Capital 2019) is hereby cancelled.

2. Creation of new Approved Capital 2021

The personally liable shareholder is hereby authorised to increase the share capital once or several times by up to EUR 19,200,000 in total by 12 January 2026, subject to Supervisory Board approval, by issuing up to 19,200,000 new bearer shares against cash contributions or contributions in kind (Approved Capital 2021). The number of shares must increase in the same proportion as the share capital. The entitlement of new shares to participate in profits may be determined differently from Section 60 (2) AktG.

Shareholders shall be granted subscription rights as a basic principle. The new shares may also be allocated to a bank specified by the personally liable shareholder, or to an undertaking (financial institution) operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), or to a consortium of such banks or financial institutions, with the obligation to offer them to the shareholders of the Company for subscription.

However, the personally liable shareholder shall be authorised, subject to Supervisory Board approval, to exclude shareholders' subscription rights in the following cases:

- (1) to compensate for fractional amounts resulting from an increase in share capital;
- (2) if this is necessary to grant subscription rights to new shares to bearers or creditors of convertible bonds, bonds with warrants and convertible profit-sharing rights issued by the Company and/or by companies in which it directly or indirectly holds a majority interest, to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option or conversion obligations;
- (3) if the new shares are issued against cash contributions and the issue price is not significantly lower than the market price of the Company's shares already listed on the stock exchange at the time the issue price is finally set, which should be as close as possible to the placement of the shares, and the proportionate amount of the share capital represented by the shares issued with exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG does not exceed a total of 10% of the share capital, either at the time this authorisation enters into force or at the time this authorisation is exercised. If, during the term of this au-

thorisation and until it is exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription of shares or impose an obligation to subscribe to shares, and subscription rights are excluded in accordance with Section 186 (3) sentence 4 AktG, this shall be counted against the aforementioned 10% limit;

- (4) if the share capital is increased for the purpose of granting shares against contributions in kind, in particular for the purpose of acquiring undertakings, parts of undertakings, equity interests in undertakings or other assets;
- (5) to implement a scrip dividend, where shareholders are offered the option of contributing their dividend (wholly or partially) to the Company as a contribution in kind against the granting of new shares from Approved Capital 2021;
- (6) to issue shares to employees of the Company and its associated companies, including members of the management of associated companies, but only up to a maximum of 5% of the share capital at the time this authorisation enters into force or - if this value is lower - at the time this authorisation is exercised. These include any shares which are issued or sold to the same group of persons during the term of this authorisation under some another authorisation and under exclusion of subscription rights for shareholders.

The personally liable shareholder may exercise the above authorisations to exclude subscription rights only to such an extent that the proportionate amount of total shares issued under exclusion of subscription rights does not exceed 10% of the share capital, either at the time these authorisations enter into force or at the time they are exercised. If, during the term of these authorisations and until they are exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription of shares or impose an obligation to subscribe to shares, and subscription rights are excluded, this shall be counted against the aforementioned limit.

The personally liable shareholder shall also be authorised, subject to Supervisory Board approval, to specify the further details of the share capital increase and its implementation. The Supervisory Board shall be authorised to amend the wording of Section 4 of the Articles of Association after full or partial implementation of the share capital increase from Approved Capital 2021, or, following expiry of the authorisation period, to adapt it accordingly to reflect the amount of share capital increase.

3. Amendment of the Articles of Association

Section 4 (4) of the Articles of Association shall be reworded as follows:

“The personally liable shareholder is hereby authorised to increase the share capital once or several times by up to EUR 19,200,000 in total by 12 January 2026, subject to Supervisory Board approval, by issuing up to 19,200,000 new bearer shares against cash contributions or contributions in kind (Approved Capital 2021). The number of shares must increase in the same proportion as the share capital. The entitlement of new shares to participate in profits may be determined differently from Section 60 (2) AktG.

Shareholders shall be granted subscription rights as a basic principle. The new shares may also be allocated to a bank specified by the personally liable shareholder, or to an undertaking (financial institution) operating in accordance with Section 53 (1) sentence 1

or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), or to a consortium of such banks or financial institutions, with the obligation to offer them to the shareholders of the Company for subscription.

However, the personally liable is authorised, subject to Supervisory Board approval, to exclude shareholders' subscription rights in the following cases:

- (1) to compensate for fractional amounts resulting from an increase in share capital;
- (2) if this is necessary to grant subscription rights to new shares to bearers or creditors of convertible bonds, bonds with warrants and convertible profit-sharing rights issued by the Company and/or by companies in which it directly or indirectly holds a majority interest, to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option or conversion obligations;
- (3) if the new shares are issued against cash contributions and the issue price is not significantly lower than the market price of the Company's shares already listed on the stock exchange at the time the issue price is finally set, which should be as close as possible to the placement of the shares, and the proportionate amount of the share capital represented by the shares issued with exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG does not exceed a total of 10% of the share capital, either at the time this authorisation enters into force or at the time this authorisation is exercised. If, during the term of this authorisation and until it is exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription of shares or impose an obligation to subscribe to shares, and subscription rights are excluded in accordance with Section 186 (3) sentence 4 AktG, this shall be counted against the aforementioned 10% limit;
- (4) if the share capital is increased for the purpose of granting shares against contributions in kind, in particular for the purpose of acquiring undertakings, parts of undertakings, equity interests in undertakings or other assets;
- (5) to implement a scrip dividend, where shareholders are offered the option of contributing their dividend (wholly or partially) to the Company as a contribution in kind against the granting of new shares from Approved Capital 2021;
- (6) to issue shares to employees of the Company and its associated companies, including members of the management of associated companies, but only up to a maximum of 5% of the share capital at the time this authorisation enters into force or - if this value is lower - at the time this authorisation is exercised. These include any shares which are issued or sold to the same group of persons during the term of this authorisation under some another authorisation and under exclusion of subscription rights for shareholders.

The personally liable shareholder may exercise the above authorisations to exclude subscription rights only to such an extent that the proportionate amount of total shares issued under exclusion of subscription rights does not exceed 10% of the share capital, either at the time these authorisations enter into force or at the time they are exercised. If, during the term of these authorisations and until they are exercised, use is made of other authorisations to issue or sell shares or to issue rights that allow the subscription

of shares or impose an obligation to subscribe to shares, and subscription rights are excluded, this shall be counted against the aforementioned limit.

The personally liable shareholder is also authorised, subject to Supervisory Board approval, to specify the further details of the share capital increase and its implementation. The Supervisory Board is authorised to amend the wording of Section 4 of the Articles of Association after full or partial implementation of the share capital increase from Approved Capital 2021, or, following expiry of the authorisation period, to adapt it accordingly to reflect the amount of share capital increase.“

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 Extraordinary Shareholders' Meeting and one requiring physical attendance.

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

Only those shareholders who have registered to attend the virtual Extraordinary Shareholders' Meeting and who have proved their shareholdings are eligible to attend the virtual Extraordinary 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 **6 January 2021** (24.00 hrs CET):

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

Evidence of entitlement to attend the virtual Extraordinary 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 **23 December 2020** (00.00 hrs CET) ('**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 Extraordinary 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 Extraordinary Shareholders' Meeting and broadcast on the Internet

In accordance with Section 1 (2) of the COVID-19 Act, the Extraordinary Shareholders' Meeting shall be held as a virtual Extraordinary 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 Extraordinary Shareholders' Meeting personally.

The shareholders can follow the virtual Extraordinary 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, 'Extraordinary 2021 Shareholders' Meeting'. 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 Extraordinary 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 Extraordinary 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' / 'Shareholders' Meeting', 'Extraordinary 2021 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 **12 January 2021**, 18:00 hrs CET:

CTS Eventim AG & Co. KGaA

c/o HV-Management GmbH

Pirnaer Strasse 8

D-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 Extraordinary 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 Extraordinary 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 Extraordinary Shareholders' Meeting are asked to send the powers of proxy and the voting instructions to one of the following addresses by no later than **12 January 2021**, 18:00 hrs CET (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 Extraordinary 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 Extraordinary 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 virtual Extraordinary Shareholders' Meeting, i.e. by no later than **13 December 2020** (24:00 hrs CET), 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. 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 3666290
eMail: hauptversammlung@eventim.de

Counter-motions from shareholders, which must be received at one of the addresses below by no later than **29 December 2020** (24:00 hrs CET), stating the name of the shareholder and the reasons for the counter-motion, 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' / 'Shareholders' Meeting, 'Extraordinary 2021 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 virtual Extraordinary 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 **11 January 2021**, 24:00 hrs CET, 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 Extraordinary 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 virtual Extraordinary 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 Extraordinary 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 Extraordinary 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 'Corporate Website' / 'Investor Relations' / 'Shareholders' Meeting, 'Extraordinary 2021 Shareholders' Meeting'.

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 virtual Extraordinary 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 Extraordinary Shareholders' Meeting. At the time of the notice convening this virtual Extraordinary Shareholders' Meeting, the Company holds a total of 8,700 treasury shares, which do not entitle it to any voting rights.

Bremen, December 2020

CTS Eventim AG & Co. KGaA,

EVENTIM Management AG as the personally liable shareholder

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Re. agenda item 1: Report by the personally liable shareholder pursuant to Section 221 (2) Sentence 2 AktG and Section 186 (4) Sentence 2 AktG

Agenda item 1 specifies that the personally liable shareholder be authorised to issue bonds with warrants and/or convertible bonds or combinations of said instruments (referred to collectively hereinafter as 'bonds') and to create a corresponding amount of contingent capital. Adequate capital resources are an essential basis for the further development of the Company. By issuing bonds, the Company can take advantage of attractive financing opportunities depending on the market situation, for example to acquire loan capital at favourable interest rates. The authorisation proposed under agenda item 1 specifies that bonds with a total nominal value of up to EUR 800,000,000 may be issued by the Company or by associated companies within the meaning of Sections 15 ff. AktG against contributions in cash or in kind, and that associated contingent capital of up to EUR 19,200,000 be created. This equates to approximately 20% of the current share capital of the Company.

Parameters for the conversion or option price

The conversion or option price to be set in the terms of the bonds may not be less than a minimum amount, which is calculated on the basis specified in the authorisation resolution. The amount is calculated on the basis of the average volume-weighted price of the Company's shares in electronic trading on the Frankfurt Stock Exchange at or around the time the bonds are issued. More specifically, the conversion or option price must amount to at least 80% of the average volume-weighted price for the Company's shares in XETRA trade on the Frankfurt stock exchange on the day on which the terms of the bonds are specified. The possibility of a premium is thus provided so that the respective capital market conditions at the time the bonds are issued can be taken into account.

The conversion or option price can be adjusted, in accordance with further specifications in the respective bond terms, by means of anti-dilution clauses and other mechanisms, e.g. if the Company implements capital measures during the term of the bonds (e.g. share capital increase with shareholders' subscription rights or a reduction of share capital), or if the Company implements other measures or events occur which could result in dilution or other impairment of the value of the bondholders' option or conversion rights or obligations (e.g. acquisition of control by third parties, distribution of dividends, corporate reorganisation measures). The specified adjustment or protection against dilution can be ensured in particular by granting subscription rights or cash components.

Subscription rights and conditions for exclusions of subscription rights

When bonds are issued, shareholders must basically be granted rights to subscribe to them. To make processing easier, there should also be the option of allocating the bonds in to independent banks in accordance with Section 186 (5) sentence 1 AktG or to n undertakings operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), or to a consortium of such banks or financial institutions, with the obligation to offer them to the shareholders of the Company for subscription ('indirect right to subscribe').

Under particular market conditions, the personally liable shareholder is to be authorised to exclude shareholders' subscription rights, subject to Supervisory Board approval. These conditions are listed individually in the proposed resolution and are explained in more detail below:

Fractional amounts when share capital is increased

The personally liable shareholder shall be authorised to exclude subscription rights for fractional amounts in the customary manner, in order to achieve a practicable subscription ratio. Technical implementation of the bond issue is thus simplified. If subscription rights are excluded, those bonds representing free fractional amounts would be realised in the best possible way for the Company, either by sale on the stock exchange or in some other way. Since any exclusion of subscription rights is limited in this case to fractional amounts only, any potential dilution effect is minimal.

Facilitation of company acquisitions

The authorisation to exclude subscription rights when issue is against contributions in kind serves the particular purpose of facilitating the acquisition of undertakings, parts of undertakings, equity interests in undertakings or other assets, in return for the granting of bonds. If the acquisition of undertakings, parts of undertakings or equity interests in undertakings or the acquisition of other assets by issuing bonds against contributions in kind results in tax savings for the seller, or if the seller is more interested for other reasons in acquiring bonds than in receiving a cash payment, the Company's negotiating position is strengthened by the option of offering bonds as consideration. Similarly, it may also make sense to offer the seller bonds as consideration instead of or in addition to a cash payment, due to special interests on the part of the Company. Due to the authorisation provided to the personally liable shareholder, the Company is able to react quickly and flexibly when specific opportunities arise to acquire undertakings, parts of undertakings or equity interests in undertakings or other assets, in return for the issue of bonds.

Whatever the case, the personally liable shareholder will use the option of issuing bonds against contributions in kind, under exclusion of subscription rights, only on condition that the value of the bonds and the value of the consideration (i.e. the value of the undertaking or part of an undertaking to be acquired, or the equity interest or other asset to be acquired) are in reasonable proportion to each other. In doing so, the personally liable shareholder will take into account, in particular, the market price of the shares to which the conversion or option rights or obligations associated with the bond relate.

Issue to bearers of option or conversion rights

The customary exclusion of subscription rights in favour of the bearers of bonds already issued has the advantage that the conversion or option price does not have to be reduced for previously issued bonds that normally include an anti-dilution mechanism. This allows the bonds to be placed more attractively in several tranches, and a stronger cash inflow to be achieved overall.

Issue against cash without significantly undercutting the market value

The personally liable shareholder is also authorised, subject to Supervisory Board approval, to apply Section 186 (3) sentence 4 AktG and exclude the subscription rights of shareholders. In that case, the bonds associated with option rights, conversion rights, option obligations and/or conversion obligations must be issued against cash payment at a price which is not significantly lower than the theoretical market value of said bonds. This gives the Company the opportunity to take advantage of market opportunities quickly and flexibly and, by specifying conditions that are closely tied to the market, to achieve better conditions when setting the interest rate and issue price of the bond. It is not always possible to set conditions close to the market in this way and to place them smoothly when granting subscription rights. Although Section 186 (2) AktG allows publication of the subscription price (and thus the terms of these bonds) by the third-last

day of the subscription period, but given the stock market volatility that is frequently observed, there is also a market risk then for several days, which can result in haircuts when setting the terms of loan, and thus in conditions that are not close to the market. Furthermore, when subscription rights are granted, successful placement with third parties may be jeopardised or involve additional expenses due to the uncertainty as to whether subscription rights will be exercised (subscriber behaviour). Finally, if subscription rights are granted, the Company may not be able to respond sufficiently promptly to favourable or unfavourable market conditions due to the length of the subscription period, but may be exposed to falling share prices during the subscription period, which in turn may lead to less favourable financing for the Company.

In such a case, the interests of shareholders are safeguarded by the fact that the bonds may not be issued at a price which is significantly below their theoretical market value. This theoretical market value is to be determined using generally accepted methods of financial mathematics. When setting the price, the personally liable shareholder will keep any haircut off the stock market price as low as possible, taking into account the respective situation on the capital market. The computed market value of a subscription right is also kept as low as possible, therefore, so that no appreciable economic disadvantage will be suffered by the shareholders due to the exclusion of their subscription rights.

In this case of subscription rights being excluded, the interests of shareholders are also protected by the fact that the Company's shares to be issued due to the conversion or option rights may account for only 10% of the share capital at most. After conversion or option rights are exercised, shareholders are thus able to maintain their previous percentage of the share capital by purchasing shares on the stock exchange, without having to rely on subscription rights to do so. The primary criterion for calculating the 10% limit is the amount of share capital at the time the resolution is adopted by the Annual Shareholders' Meeting or - if this value is lower - at the time this authorisation is exercised. This ensures that the 10% threshold is not exceeded even after capital reduction measures have been implemented. Issues and sales of shares, and the issue and sale of rights (and obligations, where relevant) to subscribe to shares must be counted against the 10% limit, if such issues and sales are based on other authorisations and the right to subscribe is excluded in accordance with Section 186 (3) sentence 4 AktG.

Limitation of possible exclusions of subscription rights to 10% of the share capital

The personally liable shareholder may use all the options to exclude subscription rights when issuing bonds, as provided for in the proposed authorisation, only to the extent that the aggregate number of new shares to be issued on the basis of such bonds does not represent more than 10% of the share capital. The applicable date here also is the date on which the authorisation enters into force or, if the value is lower, the date on which the authorisation is exercised. If, during the term of this authorisation, other similar authorisations are exercised and subscription rights are excluded, then these are also counted against this 10% limit. A limit is thus applied to the total amount of bonds that may be issued with exclusion of subscription rights. Shareholders are thus afforded additional protection against any potential dilution of their existing shareholdings.

All these measures ensure that any dilution of the value of the shares due to exclusion of subscription rights does not occur, or is minimised at any rate, and that the Company is simultaneously given the opportunity to put an exclusion of subscription rights to good use in order to specify terms of issue that are close to the market, to maximise the certainty of placement and to be able to take advantage of a favourable market situation at short notice. This is in the interest of the Company and its shareholders.

The personally liable shareholder will carefully examine in any case whether the exercise of the authorisation and any exclusion of subscription rights is in the interests of the Company and its shareholders. It will report to the Shareholders' Meeting on every exercise of the authorisation and on the specific reasons for any exclusion of subscription rights.

Re. agenda item 2: Report by the personally liable shareholder pursuant to Section 203 (2) sentence 2 AktG and Section 186 (4) sentence 2 AktG (resolution to create Approved Capital 2021)

The authorisation of the personally liable shareholder to increase the share capital in accordance with Section 4 (4) of the Articles of Association (Approved Capital 2019) is to be revoked. Under item 2 of the agenda, the personally liable shareholder and the Supervisory Board therefore propose the creation of new Approved Capital 2021, which authorises the issue of new shares against contributions in cash or in kind.

The purpose of Approved Capital 2021 is to enable the Company to act quickly and flexibly in changing markets in the interests of its shareholders. Since decisions concerning coverage of its capital requirements must normally be taken promptly, it is important that the Company is not dependent on the rhythm of Annual Shareholders' Meetings or on the long notice period for an Extraordinary Shareholders' Meeting. The legislator has met this need by creating the instrument of approved capital. The main reasons for using approved capital are to improve the equity base and to finance the acquisition of equity interests. Approved capital is a commonly used and proven instrument in corporate practice.

If Approved Capital 2021 is utilised, shareholders will be granted subscription rights as a basic principle. In the following cases, however, the personally liable shareholder shall have the right to exclude those subscription rights in accordance with the proposed renewal of the authorisation. These cases are listed individually in the proposed decision under agenda item 2 and are explained in greater detail below:

Fractional amounts when share capital is increased

The authorisation to exclude subscription rights for fractional amounts is aimed at achieving a practicable subscription ratio with regard to the respective amount of share capital increase. If subscription rights are not excluded for fractional amounts, technical implementation of the share capital increase and the exercise of subscription rights would be substantially more difficult, particularly if the share capital increase is for a round amount. The new shares excluded as free fractional amounts from the shareholders' subscription rights shall be disposed of in the best possible manner for the Company, either by sale on the stock exchange or in some other manner. Since any exclusion of subscription rights is thus limited to fractional amounts only, any dilution effect is minimal.

Bearers of option or conversion rights

It should also be possible to exclude the subscription rights of shareholders to the benefit of bearers of bonds with warrants and convertible bonds. The background to this proposed authorisation to exclude shareholders' subscription rights is that normal market practice is for conversion or option terms to include provisions according to which, in the event of a share capital increase that maintains the rights of all shareholders to subscribe to new shares, the conversion or option price must be reduced in accordance with an anti-dilution clause if the bearers of the

convertible or option bonds cannot be granted subscription rights to the extent to which they would be entitled after exercising the conversion or option right or after fulfilling their obligation to convert. The authorisation gives the personally liable shareholder the option to choose between the two alternatives when utilising the approved capital, while carefully weighing up the interests involved. This facilitates the placement of the individual bonds and thus serves the Company's and its shareholders' interest in the Company having an optimal financial structure.

Flexible exploitation of opportunities in the Company's interest

Under agenda item 2, the personally liable shareholder is also authorised, subject to Supervisory Board approval, to exclude the subscription rights of shareholders in accordance with Section 203 (1) sentence 1, (2) sentence 3 and Section 186 (3) sentence 4 AktG ('simplified exclusion of subscription rights'). This option to exclude subscription rights serves the interests of the Company in achieving the best possible issue price when new shares are issued. The simplified exclusion of subscription rights option provided for by law in Section 186 (3) sentence 4 AktG enables management to take advantage of financing opportunities arising from the respective stock market situation in a quick, flexible and cost-effective manner. The result is the best possible strengthening of equity capital in the interests of the Company and all its shareholders. By dispensing with the time-consuming and costly processing of subscription rights, the required amount of equity capital can be covered very promptly by taking advantage of short-term market opportunities, and new groups of shareholders can also be acquired in Germany and abroad. This option to increase the share capital under optimal conditions and without a significant haircut due to subscription rights is particularly important for the Company because it has to be able to use market opportunities quickly and flexibly in rapidly changing or new markets and, where relevant, to cover any ensuing requirement for capital at very short notice.

The issue price, and thus the inflow of capital to the Company for the new shares, will be based on the price of the shares already listed on the stock exchange and will not be significantly lower than the current stock market price, i.e. not more than 3-5% lower in any case. When exercising the authorisation, the personally liable shareholder will keep any haircut off the then applicable share price as low as possible, in accordance with the market conditions prevailing at the time the issue price is finally fixed. This option to exclude subscription rights is limited to a maximum of 10% of the share capital existing at the time the authorisation enters into force or - if the value is lower - at the time this authorisation is exercised. This ensures, all in all, that the interests of shareholders are appropriately safeguarded when approved capital is utilised with exclusion of shareholders' subscription rights, in accordance with the legal assessment pursuant to Section 186 (3) sentence 4 AktG, while providing the Company with additional latitude to act in the interests of all the shareholders. Since the new shares are placed close to the stock market price, every shareholder can purchase shares on the market at approximately the same conditions in order to maintain his or her share in capital.

Facilitation of company acquisitions

The authorisation to exclude subscription rights against contributions in kind when share capital is increased serves the purpose of facilitating the acquisition of undertakings, parts of undertakings, equity interests in undertakings or other assets, in return for the granting of shares. If the acquisition of undertakings, parts of undertakings or equity interests in undertakings or the acquisition of other assets by increasing the share capital against contributions in kind results in tax savings for the seller, or if the seller is more interested for other reasons in acquiring shares in the Company than in receiving a cash payment, the Company's negotiating position is strengthened by the option of offering shares as consideration. It may also be necessary in indi-

vidual cases, due to special interests on the part of the Company, to offer the seller new shares as consideration for an investment in the Company. By means of Approved Capital 2021, the Company can react quickly and flexibly when specific opportunities arise to acquire undertakings, parts of undertakings or equity interests in undertakings or other assets, in return for the issue of new shares. The proposed authorisation thus enables optimum financing of the acquisition in return for the issue of new shares, in particular cases, and the associated improvement in the Company's equity base.

Whatever the case, the personally liable shareholder will use the option of using the Approved Capital 2021 to increase the share capital against contributions in kind, under exclusion of subscription rights, only on condition that the value of the new shares and the value of the consideration, i.e. the value of the undertaking or part of an undertaking to be acquired, or the equity interest or other asset to be acquired, are in reasonable proportion to each other. The issue price of the new shares to be issued is to be based on the stock market price, as a basic principle. This prevents any economic disadvantage being suffered by the shareholders excluded from the right to subscribe.

Granting of a scrip dividend

The personally liable shareholder is also to be authorised, subject to Supervisory Board approval, to exclude the statutory subscription right of shareholders so as to be able to provide a scrip dividend on optimal terms. The scrip dividend scheme offers shareholders an opportunity to receive new shares in the Company by investing their claim to a dividend, accruing from the resolution on appropriation of profits adopted by the Annual Shareholders' Meeting, in the Company as a contribution in kind.

A scrip dividend can be carried out as a real issue of subscription rights, in particular in compliance with the provisions of Section 186 (1) AktG (minimum subscription period of two weeks) and Section 186 (2) AktG (announcement of the issue price no later than three days before the subscription period expires). Only whole shares are offered to shareholders for subscription. With regard to that part of the dividend entitlement which does not reach (or exceeds) the subscription price for a whole share, shareholders are referred to the cash dividend option and may not subscribe to shares in that respect. There is no provision for an offer of partial rights or for the establishment of trading in subscription rights or fractions thereof. This seems reasonable and justified, given that the shareholders receive a cash dividend instead of new shares.

Depending on the capital market situation, it may be preferable in some cases to offer and prepare a scrip dividend programme without being bound by the restrictions of Section 186 (1) and (2) AktG in this regard. For that reason, the personally liable shareholder is also to be authorised to offer new shares to all shareholders entitled to dividends, in return for the contribution of their dividend entitlement, while complying with the general principle of equal treatment in accordance with Section 53a AktG, but to formally exclude the subscription rights of shareholders altogether, subject to Supervisory Board approval. The implementation of the scrip dividend with formal exclusion of subscription rights allows the increase in share capital to be carried out on more flexible terms. In view of the fact that the new shares will be offered to all shareholders and that any excess fractional amounts of dividend will be settled by paying the cash dividend, the exclusion of subscription rights seems reasonable and justified in this respect also.

Incentive programme

The personally liable shareholder is also to be authorised to exclude shareholders' subscription rights, subject to Supervisory Board approval, if the new shares are issued to employees of the

Company and its associated companies, including members of the management of associated companies, but only up to a maximum of 5% of the share capital at the time this authorisation enters into force or - if this value is lower - at the time this authorisation is exercised. These include any shares which are issued or sold to the same group of persons during the term of this authorisation under some another authorisation and under exclusion of subscription rights for shareholders.

It is common practice, both nationally and internationally, to offer a company's managers and employees performance incentives that bind them closer to the Company in the long term. Accordingly, the Company is to be given the opportunity to offer selected managers and employees such a compensation component for share purchases. The aim is to further enhance the Company's attractiveness in competing for managers and employees. More specifically, the possibility of acquiring shares is aimed at creating a special incentive based on the value of the Company, as reflected in the price of the Company's shares, which is to be increased. Like the interests of shareholders, the interests of managers and employees are therefore directed towards increasing the value of the Company. This also benefits the shareholders due to the ensuing positive effects on the share price. By providing an opportunity to acquire shares, managers and employees are able to participate in such share price appreciation.

Although virtual commitments or commitments fulfilled in cash are conceivable as an alternative way of incentivising managers and employees, without necessitating the exclusion of subscription rights, the respective beneficiary actually becomes a shareholder when shares are issued, and he or she then acquires the respective shareholder rights. This fosters the beneficiaries' identification with the Company, which is why the personally liable shareholder and the Supervisory Board are convinced that the issue of shares to managers and employees can be a meaningful way to incentivise them.

Limitation of the exclusion of subscription rights to 10% of the share capital

The personally liable shareholder may only exercise its authorisation to issue shares from the new Approved Capital 2021, under exclusion of shareholders' subscription rights, up to a maximum of 10% of the current share capital. Subject to renewed authorisation to exclude subscription rights, by resolution of a subsequent Annual Shareholders' Meeting, the personally liable shareholder will also take into account the issue or sale of shares, bonds or participation rights with option or conversion rights or obligations, based on other authorisations for capital measures with exclusion of shareholders' subscription rights that may be granted to the personally liable shareholder, subject to the proviso that it will only use the authorisations for capital measures with exclusion of shareholders' subscription rights to increase the share capital by a maximum of 10% of the current share capital. Subject to renewed authorisation to exclude subscription rights, as granted by a subsequent Annual Shareholders' Meeting, the personally liable shareholder will therefore count against the maximum 10% increase of current share capital any proportionate amount of share capital represented by shares which are issued or sold with exclusion of shareholders' subscription rights during the term of this authorisation for Approved Capital 2021, or which relate to bonds or participation rights with option or conversion rights or obligations, which are issued with exclusion of shareholders' subscription rights during the term of this authorisation to Approved Capital 2021, including the issue or sale of shares, bonds or participation rights with exclusion of subscription rights under or by analogous application of Section 186 (3) sentence 4 AktG.

Moreover, the personally liable shareholder will carefully examine in any case whether the use of Approved Capital 2021 and any exclusion of shareholders' subscription rights is in the inter-

ests of the Company and its shareholders. The personally liable shareholder will report to the Annual Shareholders' Meeting on each use of Approved Capital 2021.

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 Extraordinary 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 virtual Extraordinary 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 Extraordinary Shareholders' Meeting, or which are sent to us by a bank.

The purpose of data processing in this context is to organise and conduct the virtual Extraordinary 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 Extraordinary Shareholders' 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 virtual 2021 Extraordinary Shareholders' Meeting:

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

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