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

WKN: 547030
ISIN: DE 0005470306
AG Munich HRB 212700

We hereby invite our shareholders to the virtual Annual General Meeting of our Company, which will take place

on Friday, 7 May 2021, starting at 10:00 a.m.

The General Partner, with the approval of the Supervisory Board, has decided, in order to protect the shareholders, employees and service providers involved, to make use of the option provided by the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act"), as currently amended, and to hold this General Meeting as a virtual General Meeting without the physical presence of the shareholders or their proxies. This means that there will be no on-site event that you can attend. You will only be able to follow the AGM on the internet, where it will be broadcast live for registered shareholders.

Agenda:

- 1. Presentation of the annual financial statements and consolidated financial statements approved by the Supervisory Board, in each case as at 31 December 2020, and the combined management report for the Company and the Group, in each case with the explanatory report of the General Partner pursuant to section 176 para. 1 sentence 1 of the German Stock Corporation Act (AktG) on the disclosures pursuant to section 289a para. 1 of the German Commercial Code (HGB) and section 315a para. 1 of the German Commercial Code (HGB) in the management report and the report of the Supervisory Board for the 2020 financial year.**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the general partner in accordance with § 171 para. 2 AktG. Pursuant to § 286 para. 1 AktG, the annual financial statements shall be adopted by the Annual General Meeting; in addition, the aforementioned documents shall be made available to the Annual General Meeting without the need for a further resolution.

- 2. Resolution on the adoption of the annual financial statements of CTS Eventim AG & Co KGaA for the financial year 2020.**

The General Partner and the Supervisory Board propose that the annual financial statements of CTS Eventim AG & Co. KGaA for the 2020 financial year be adopted as presented, which show a balance sheet profit of EUR 280,717,397.31.

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

In view of the continuing COVID 19 pandemic and against the background of the 2020 annual financial statements, no distribution to shareholders is to be made for 2020 either.

The General Partner and the Supervisory Board therefore propose that the net profit for the 2020 financial year of EUR 280,717,397.31 - consisting of the 2020 net loss of EUR 21,303,363.52 and the profit carried forward from 2019 of EUR 302,020,760.83 - be carried forward in full to new account.

- 4. Resolution on the discharge of the General Partner for the financial year 2020.**

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 2020 financial year.

5. Resolution on the discharge of the Supervisory Board for the 2020 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 2020 financial year.

6. Election of the auditor and the group auditor for the financial year 2021.

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, be elected as auditor of the Company's financial statements and at the same time as auditor of the consolidated financial statements of the Group for the financial year 2021.

7. Resolution on the granting of a new authorisation to acquire and use treasury shares pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG) and on the exclusion of subscription and tender rights.

The unused authorisation to acquire and use own shares pursuant to § 71 para. 1 no. 8 of the German Stock Corporation Act (AktG) resolved by the virtual Annual General Meeting of the Company on 19 June 2020 shall be renewed and thereby partially amended.

The General Partner and the Supervisory Board therefore propose that the following resolution be adopted:

- (a) The authorisation to acquire and use treasury shares pursuant to section 71 (1) no. 8 of the German Stock Corporation Act (AktG) resolved by the virtual general meeting of the Company on 19 June 2020 under agenda item 7 shall be cancelled.
- (b) The General Partner shall be authorised until 6 May 2026 to acquire treasury shares up to 10 % of the share capital at the time this authorisation becomes effective or - if the subsequent value is lower - at the time this authorisation is exercised. The acquired shares, together with any treasury shares acquired for other reasons, which are in the possession of the Company or are attributable to it pursuant to §§ 71a et seq. of the German Stock Corporation Act (AktG), may at no time exceed 10 % of the share capital of the Company.
- (c) The authorisation may be exercised in whole or in part, once or several times, by the Company, but may also be executed by dependent companies or companies in which the Company holds a majority interest or by third parties for its or their account.
- (d) The acquisition may, at the discretion of the General Partner, be effected (1) on the stock exchange or (2) by means of a public purchase offer addressed to all shareholders or a public invitation to the shareholders of the Company to submit offers for sale or (3) by issuing tender rights to the shareholders.
 - (1) If the purchase is made on the stock exchange, the purchase price paid (excluding incidental purchase costs) may not exceed the price of the Eventim share in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange determined by the opening auction on the trading day by more than 10% or fall below this price by more than 20%.
 - (2) In the case of a public purchase offer to all shareholders or a public invitation to shareholders to submit offers for sale, the purchase or sales price offered or the limits of the purchase or sales price range offered per share (in each case excluding incidental acquisition costs) may not exceed the mean value of the stock exchange prices (closing auction price of the Eventim share in XETRA trading (or a comparable successor system) on

the Frankfurt Stock Exchange) on the last five trading days prior to the day of publication of the offer by more than 10% or fall below it by more than 20%. If, after publication of the Company's offer or after a formal invitation to submit offers for sale, there are significant deviations in the relevant price, the offer or the invitation to submit offers for sale may be adjusted. In such case, the relevant amount shall be determined by reference to the relevant price on the last trading day prior to the publication of the adjustment; the 10% or 20% threshold for exceeding or falling below shall apply to such amount. The volume of the offer or invitation may be limited. If the total acceptance of the offer or the offers submitted by the shareholders in connection with an invitation to submit offers exceeds this volume, the acquisition or acceptance must be made with the partial exclusion of any tender rights of the shareholders in proportion to the shares offered. A preferential acquisition or a preferential acceptance of smaller numbers of up to 100 shares of the Company offered for acquisition per shareholder of the Company may be provided for with the partial exclusion of a possible right of the shareholders to tender their shares. Provision may also be made for rounding according to commercial principles in order to avoid arithmetical fractions of shares. The general partner shall determine the details of the offer or a public invitation to the shareholders to submit offers for sale.

- (3) If the acquisition is made by means of tender rights made available to the shareholders, these may be allocated per share of the Company. In accordance with the ratio of the share capital of the Company to the volume of shares to be repurchased by the Company, a correspondingly determined number of tender rights entitles the holder to sell one share of the Company to the Company. Tender rights may also be allocated in such a way that one tender right is allocated for each number of shares resulting from the ratio of the share capital to the repurchase volume. Fractions of tender rights shall not be allotted; in this case, the corresponding partial tender rights shall be excluded. The price or the limits of the offered purchase price range (in each case excluding incidental acquisition costs) at which a share may be sold to the Company upon exercise of the tender right shall be determined and, if necessary, adjusted in accordance with the provisions in the above paragraph (2). The details of the tender rights, in particular their content, term and, if applicable, their tradability, shall be determined by the Executive Board of the Company.

- (e) The general partner is authorised to sell the treasury shares acquired on the basis of this or a previously granted authorisation via the stock exchange or via an offer to all shareholders. In the case of an offer to all shareholders, the subscription right for any fractional amounts shall be excluded. The General Partner is further authorised to use the treasury shares acquired on the basis of this or an earlier authorisation for all legally permissible purposes, including in particular the following:

- (1) They may be sold for non-cash consideration, in particular as consideration in connection with business combinations or for the acquisition of companies, interests in companies or parts of companies or for the

acquisition of other assets. The subscription right of the shareholders is excluded to this extent.

- (2) They may be offered for purchase free of charge or against payment to employees of the Company and its affiliated companies, including members of the management of affiliated companies, and transferred to them. The subscription right of the shareholders is excluded to this extent. However, an offer or a transfer is only permitted in the amount of up to 5% of the share capital at the time the authorisation becomes effective or - if this value is lower - at the time the authorisation is exercised. Shares issued or sold to the same group of persons during the term of this authorisation under another authorisation excluding shareholders' subscription rights shall be counted towards this amount. Section 71 (1) no. 2 AktG remains unaffected.
 - (3) They may also be sold, to the extent that shareholders' subscription rights are excluded, in a manner other than via the stock exchange or by means of an offer to shareholders, if the shares are sold for cash at a price that is not significantly lower than the stock exchange price of the shares of the Company. However, this authorisation shall only apply with the proviso that the total of the shares issued under exclusion of subscription rights pursuant to § 71 para. 1 no. 8 sentence 5 in connection with § 186 para. 3 sentence 4 AktG shall not exceed the amount of the shares issued under exclusion of subscription rights. Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10% of the respective share capital of the Company. The amount of the share capital at the time this authorisation becomes effective or - if the subsequent value is lower - the amount of the share capital at the time this authorisation is exercised shall be decisive for the calculation of the 10% limit. If, during the term of this authorisation until its utilisation, other authorisations to issue or sell shares of the Company or to issue rights that enable or oblige the subscription of shares of the Company are exercised and the subscription right is excluded pursuant to or in accordance with section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG), this shall be counted towards the aforementioned 10 % limit.
 - (4) They may be redeemed without the redemption or the implementation of the redemption requiring a further resolution of the general meeting. The redemption may be limited to a part of the acquired shares. The redemption leads to a capital reduction. However, the redemption may also be effected without a capital reduction by adjusting the proportionate amount of the share capital of the remaining shares in accordance with § 8 para. 3 AktG. In this case, the Executive Board is authorised to amend the number of shares in the Articles of Association accordingly.
- (f) The Supervisory Board of the General Partner is authorised to transfer the treasury shares acquired on the basis of this or an earlier authorisation to the members of the Management Board of the General Partner in fulfilment of the respective applicable remuneration agreements. The subscription right of the shareholders is excluded to this extent.

- (g) The authorisations under lit. d) and e) may be exercised once or several times, in whole or in part, individually or jointly, and the authorisations under lit. d) (1), (2) and (3) may also be exercised by dependent companies or companies majority-owned by the Company or by third parties acting for their account or for the account of the Company.

Notes:

(1) The authorisation replaces and updates the authorisation granted by the Annual General Meeting on 19 June 2020, which has not been used to date.

(2) In connection with the above authorisation resolutions, the General Partner has prepared a written report pursuant to § 71 para. 1 no. 8 AktG in conjunction with § 186 para. 4 sentence 2 AktG. section 186 para. 4 sentence 2 of the German Stock Corporation Act (AktG), the General Partner has submitted a written report on the proposed authorisation to exclude subscription rights, which is printed in the appendix to this convening notice.

8. Resolution on the approval of the remuneration system for the members of the Management Board of the General Partner presented by the Supervisory Board.

The Act Implementing the Second Shareholders' Rights Directive (ARUG II) introduced a new section 120a AktG. Section 120a (1) AktG provides that the general meeting of listed companies shall resolve on the approval of the remuneration system for the members of the executive board presented by the supervisory board whenever there is a significant change, but at least every four years.

The remuneration system for the members of the Executive Board of the General Partner of the Company resolved by the Supervisory Board with effect from 01.01.2021 is described in the Annex to this convening notice with reference to this agenda item 8. This description is also available on the internet at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021".

The Supervisory Board proposes that the remuneration system for the members of the Executive Board of the General Partner resolved by the Supervisory Board with effect from 01.01.2021 be approved.

9. Resolution on the approval of the remuneration of the members of the Supervisory Board.

Section 113 (3) AktG was revised by the ARUG II. Pursuant to section 113 (3) sentences 1 and 2 AktG, the general meeting of listed companies must pass a resolution on the remuneration of supervisory board members at least every four years, whereby a resolution confirming the remuneration is permissible.

The remuneration of the Supervisory Board of the Company is regulated in § 15 of the Articles of Association as follows:

"In addition to the reimbursement of their expenses, the members of the Supervisory Board shall receive a fixed annual remuneration payable after the end of the financial year, which shall be approved by resolution of the General Meeting. Members of the Supervisory Board who have only belonged to the Supervisory Board for part of the financial year shall receive the resolved remuneration pro rata temporis (according to full months). The value added tax payable on the remuneration shall be reimbursed by the Company."

The Annual General Meeting of the Company resolved on 9 May 2017 that the fixed annual remuneration within the meaning of Article 15 of the Articles of Association shall be € 50,000 each for the members of the Supervisory Board of CTS Eventim AG & Co KGaA and € 100,000 for the Chairman of the Supervisory Board from the 2017 financial year onwards.

The General Partner and the Supervisory Board are of the opinion that the remuneration for the members of the Supervisory Board determined by the Annual General Meeting on 9 May 2017 is still appropriate and shall remain unchanged. The General Partner and the

Supervisory Board therefore propose to confirm the remuneration of the members of the Supervisory Board as determined since 2017 on the basis of Article 15 of the Articles of Association.

10. Resolution on amendment of the Articles of Association (number of Supervisory Board members).

The Supervisory Board of the Company is currently composed of three members to be elected by the Annual General Meeting in accordance with §§ 96 para. 1, 101 para. 1 sentence 1 of the German Stock Corporation Act (AktG) and § 11 para. 1 of the Articles of Association. The Supervisory Board and the General Partner propose to expand the Supervisory Board from three to four members and to resolve the following amendment to the Articles of Association for this purpose:

§ 11 para. 1 of the Articles of Association shall be reworded as follows:

"The Supervisory Board of the Company shall consist of four members."

11. Election of a member of the Supervisory Board.

Pursuant to §§ 96 para. 1, 101 para. 1 sentence 1 of the German Stock Corporation Act (AktG) and § 11 para. 1 of the Articles of Association, the Supervisory Board of the Company currently consists of three members to be elected by the Annual General Meeting. Under agenda item 10an expansion of the Supervisory Board from three to four members is proposed.

Against the background of this expansion, the Supervisory Board therefore proposes to the Annual General Meeting to resolve as follows:

Mr. Philipp Westermeyer, Managing Partner of ramp 106 GmbH, resident in Hamburg, is elected as a member of the Supervisory Board of CTS Eventim AG & Co. KGaA until the end of the Annual General Meeting which resolves on the discharge of the Supervisory Board for the financial year 2021.

The resolution is subject to a majority vote on agenda item 10and the entry of the corresponding amendment to the Articles of Association in the commercial register.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Westermeyer and the Company, the corporate bodies of the Company or a shareholder with a material interest in the Company that an objectively judging shareholder would regard as decisive for his election decision.

Further information, in particular the candidate's curriculum vitae and details pursuant to § 125 (1) sentence 5 AktG, can be found in the Annex to this Agenda and on the website of CTS Eventim AG & Co. KGaA at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021".

12. Resolution on the authorisation to grant subscription rights to members of the Management Board of the general partner of CTS Eventim AG & Co. KGaA, to members of management bodies of affiliated companies in Germany and abroad as well as to selected executives and employees of CTS Eventim AG & Co. KGaA and affiliated companies in Germany and abroad (Stock Option Programme 2021) and creation of a Conditional Capital 2021 as well as amendment of the Articles of Association .

In order to be able to bind executives and employees of the Company and its affiliated companies in Germany and abroad to the Company by means of a variable remuneration component with a long-term incentive effect, the possibility is to be created under agenda item 12issue subscription rights to shares in the Company to members of the Management Board of the general partner of CTS Eventim AG & Co. KGaA, to members of management bodies of affiliated companies in Germany and abroad and to selected executives and employees

of the Company and affiliated companies in Germany and abroad ("beneficiaries") under a stock option programme ("Stock Option Programme 2021").

The General Partner and the Supervisory Board propose to resolve as follows:

a) Cancellation of the existing authorisation

With effect as of the date of entry of the new Article 4 para. 5 of the Articles of Association (hereinafter under letter d)) in the Commercial Register, the authorisation for the 2000/I share option programme resolved by the Annual General Meeting of the Company on 21 January 2000 under the then agenda item IV and not yet utilised as well as the Conditional Capital 2000/I related thereto and not utilised shall be cancelled.

b) Authorisation to issue stock options with subscription rights to shares in CTS Eventim AG & Co. KGaA

The General Partner shall be authorised, with the consent of the Supervisory Board, to grant subscription rights ("stock options") for a total of up to 1,440,000 no-par value bearer shares of the Company to members of management bodies of affiliated companies in Germany and abroad as well as to selected executives and employees of the Company and affiliated companies in Germany and abroad on one or more occasions up to and including 6 May 2026 ("authorisation period").

The Supervisory Board is authorised to grant subscription rights ("stock options") to members of the Executive Board of the General Partner of the Company for a total of up to 500,000 no-par value bearer shares of the Company on one or more occasions up to and including 6 May 2026 ("authorisation period").

A share option grants a subscription right to one share in the Company. There is no subscription right for the Company's shareholders. To the extent that stock options expire during the authorisation period due to the termination of the service or employment relationship with the Company or an affiliated company, due to the departure of an affiliated company from the CTS Eventim Group or for other reasons, a corresponding number of stock options may be reissued to beneficiaries. The fulfilment of the exercised subscription rights may, at the Company's option, be effected either by utilising the Contingent Capital 2021 proposed for resolution under letter c) below or by treasury shares of the Company. In addition, the Company also has the right to a cash settlement. The granting of the share options and the issue of the subscription shares shall be carried out in accordance with the following provisions:

(1) Beneficiaries and apportionment

The group of beneficiaries includes the members of the Executive Board of the general partner of the Company (Group 1), members of management bodies of affiliated companies in Germany and abroad (Group 2) and selected executives and employees of the Company as well as selected executives and employees of affiliated companies in Germany and abroad (Group 3).

The total volume of subscription rights shall be divided among the individual groups of beneficiaries as follows:

- The beneficiaries of group 1 will receive a maximum of 500,000 share options and the resulting subscription rights;
- the group 2 beneficiaries shall together receive a maximum of 600,000 share options and the subscription rights resulting therefrom; and
- the beneficiaries of group 3 shall together receive a maximum of 340,000 share options and the resulting subscription rights.

Should the beneficiaries belong to several groups, they shall receive stock options exclusively on the basis of their membership in a group. The group membership is determined by

the general partner of the Company and, as far as members of the Management Board of the general partner are concerned, by the Supervisory Board of the Company. The beneficiaries within the individual groups and the number of stock options to be granted to each of them may vary over the term of the stock option programme 2021 and shall be determined by the Executive Board of the general partner of the Company and, as far as members of the Executive Board of the general partner of the Company are concerned, by the Supervisory Board of the Company.

(2) Issue periods (acquisition periods)

Stock options may be issued in tranches once or several times a year within the authorisation period in accordance with a programme to be launched once or repeatedly, whereby the issue shall take place within four weeks within the framework of the statutory provisions, beginning on the third working day after the announcement of the results of the respective quarter or financial year (in each case the "issue period"). Insofar as stock options are granted to members of the Executive Board of the General Partner of the Company, the relevant regulations shall be determined by the Supervisory Board of the Company, otherwise by the Executive Board of the General Partner of the Company (together the "Plan Conditions").

The issue date shall be the date on which the beneficiaries receive the offer to grant stock options, irrespective of the date of acceptance of the offer. The offer may specify a later date as the issue date.

(3) Waiting time

Share options may be exercised for the first time after the expiry of the waiting period. The vesting period of a tranche of share options begins in each case with the specified issue date and ends at the earliest with the expiry of the fourth anniversary after the issue date.

(4) Performance targets

The share options can only be exercised if and to the extent that the performance targets as described below have been achieved:

The performance target is linked to the absolute performance of the CTS Eventim share price during the waiting period. All stock options can be exercised if the volume-weighted 6-month average price of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange is at least 50% above the exercise price at the end of the waiting period.

(5) Exercisability of the share options

Share options are only exercisable if the vesting period has expired and if the performance target has been achieved. The share options are serviced in shares of the company, whereby each share option entitles the holder to subscribe to one share.

(6) Term and exercise periods

The share options can be exercised by the beneficiaries within three years after the vesting period has expired ("term"). Within this period, share options can be exercised within four weeks, beginning on the third working day after the announcement of the results of the respective quarter or financial year ("exercise period").

The term may be reasonably extended by the Management Board of the general partner of the Company or, insofar as members of the Management Board of the general partner of the Company are concerned, by the Supervisory Board of the Company, insofar as the exercise

is not possible at the end of the original term due to statutory provisions. Stock options that have not been exercised by the end of the - possibly extended - term expire without compensation.

(7) Exercise price

Upon exercise of the stock options, the exercise price is payable for each share to be subscribed. The "exercise price" per share corresponds to the volume-weighted 6-month average price of the CTS Eventim share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange prior to the issue date of the stock options. The minimum exercise price corresponds at least to the lowest issue amount within the meaning of Section 9 (1) AktG.

(8) Replacement rights of the Company

The Company may service exercised share options by issuing new no-par value bearer shares from the Contingent Capital 2021 to be created for this purpose in accordance with letter c) below. The Company is also entitled to deliver treasury shares in whole or in part instead of new shares. Furthermore, the Company is entitled to pay out in cash, in whole or in part, the value of the shares to be delivered upon exercise of stock options, less the exercise price, instead of delivering (new or treasury) shares.

The decision as to which alternative is chosen by the Company in each individual case shall be made by the Management Board of the General Partner of the Company or, insofar as members of the Management Board of the General Partner of the Company are concerned, by the Supervisory Board of the Company.

(9) Limitation in the event of extraordinary developments

In the event of extraordinary developments, the Supervisory Board of the Company is entitled, at its discretion, to limit the exercisability of stock options granted to members of the Executive Board of the General Partner of the Company. A limitation may be necessary, in particular, to ensure the appropriateness of the remuneration within the meaning of § 87 para. 1 sentence 1 of the German Stock Corporation Act (AktG) or to ensure compatibility with §87 para. 4 of the German Stock Corporation Act (AktG) due to a corresponding resolution of the Annual General Meeting on the reduction of the maximum remuneration and/or with §87a of the German Stock Corporation Act (AktG), in particular regarding the determination of a maximum remuneration for the members of the Executive Board of the General Partner pursuant to §87a para. 1 sentence 2 no. 1 of the German Stock Corporation Act (AktG).

The Executive Board of the general partner of the Company is entitled, in the event of extraordinary developments, to limit at its discretion the exercisability of stock options granted to beneficiaries of groups 2 and 3. A limitation may be necessary, in particular, to ensure that the total remuneration of the individual beneficiary is in reasonable proportion to the duties and performance of the beneficiary and does not exceed the usual remuneration without special reasons.

(10) Personal right

The share options are not transferable by legal transaction; however, they are inheritable. Likewise, a transfer for the fulfilment of legacies is permissible. The stock options may only be exercised by the respective beneficiary himself or his heirs or legatees. If share options can no longer be exercised in accordance with the above provision, they shall expire without replacement or compensation. The provision on the authorisation to re-issue expired stock options to beneficiaries remains unaffected.

The plan conditions may provide that share options lapse without replacement or compensation if the employment relationship of beneficiaries with the Company ends. Stock options that have lapsed as a result may be reissued. Special provisions may be made in the event of death, retirement, occupational disability and other special cases of retirement, as well as in the event of a change of control and to meet legal requirements.

(11) Dilution protection

The plan conditions may contain customary anti-dilution clauses, on the basis of which the economic value of the share options is essentially secured in accordance with the regulation in § 216 para. 3 AktG, in particular by taking into account any share split, capital increases from company funds with the issue of new shares or other measures with comparable effects for the determination of the number of shares to be issued per share option.

(12) Profit share entitlement

The new no-par value bearer shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution of the general meeting of shareholders has yet been passed on the appropriation of the balance sheet profit.

(13) Authorisation to determine further details

The further details of the granting and fulfilment of stock options, for the issuance of shares from the Conditional Capital 2021 as well as the further plan conditions shall be determined by the Supervisory Board of the Company, as far as the members of the Management Board of the General Partner of the Company are concerned, otherwise by the Management Board of the General Partner of the Company.

Further regulations include, in particular, the decision on the one-time or repeated issuance of annual tranches for the utilisation of the authorisation to grant stock options as well as provisions on the implementation of the stock option programme 2021 and the annual tranches and the procedure for the allocation and exercise of the stock options, the allocation of stock options to individual beneficiaries as well as the determination of the issue date within the respective issue period. Also included are regulations on the exercisability, the forfeiture (also without substitution or compensation) or the pro rata temporis reduction of stock options in special cases, in particular in the event of the retirement of beneficiaries from the service or employment relationship with the company or an affiliated company, in the event of death, in the event of retirement or occupational disability and other special cases of resignation, including the resignation of an affiliated company, an operation or part of an operation from the CTS Eventim Group, in the event of temporary absences or the temporary suspension of employment relationships or in the event of a change of control, the conclusion of an inter-company agreement or a delisting as well as to meet legal requirements. If share options lapse due to a corresponding regulation, they can be reissued.

The Company is also entitled to deviate from the provisions of this resolution with respect to executives and employees of affiliated companies abroad insofar as the content of this resolution does not mandatorily fall within the resolution competence of the Annual General Meeting under stock corporation law or insofar as this resolution exceeds minimum requirements under stock corporation law.

c) Creation of conditional capital

The share capital of the Company shall be conditionally increased by up to EUR 1,440,000.00 by issuing up to 1,440,000 new no-par value bearer shares (Conditional Capital 2021). The conditional capital increase serves exclusively to grant subscription rights to shares (share options) to members of the Executive Board of the general partner of the Company, to members of management bodies of affiliated companies in Austria and abroad,

as well as to selected executives and employees of the Company and of affiliated companies in Austria and abroad, which are granted on the basis of the above authorisation.

The shares shall be issued at the issue price specified in the above authorisation. The conditional capital increase shall only be implemented to the extent that subscription rights are exercised and the Company does not grant treasury shares or a cash settlement to fulfil the subscription rights. The new shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution of the General Meeting on the appropriation of the balance sheet profit has yet been adopted. The Executive Board of the general partner of the Company or, insofar as members of the Executive Board of the general partner of the Company are concerned, the Supervisory Board, shall be authorised to determine the further details of the conditional capital increase and its implementation.

d) Amendment of the Articles of Association

§ 4 para. 5 of the Articles of Association shall be reworded as follows:

"(5) The share capital of the Company is conditionally increased in accordance with the authorisation of the Annual General Meeting of 7 May 2021 under agenda item 12, letter b), by up to EUR 1,440,000.00 by issuing up to 1,440,000 new no-par value bearer shares of the Company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2021). The Conditional Capital 2021 serves to secure subscription rights from stock options issued by the Company under the Stock Option Programme 2021 in the period from registration of the Conditional Capital 2021 until 6 May 2026 on the basis of the authorisation of the Annual General Meeting of 7 May 2021 under agenda item 12, letter b). The conditional capital increase will only be implemented to the extent that share options are issued and the holders of these share options exercise their subscription rights to shares in the Company. The issuance of shares from the Conditional Capital 2021 shall be effected at the exercise price determined in accordance with the authorisation of the Annual General Meeting of 7 May 2021 under agenda item 12, letter b). The new shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution of the General Meeting on the appropriation of the balance sheet profit has yet been adopted. The General Partner or, insofar as members of the Executive Board of the General Partner of the Company are concerned, the Supervisory Board, is authorised to determine the further details of the conditional capital increase and its implementation."

Documents to be made accessible:

From the time of the convening of the virtual General Meeting, the following documents can be viewed on the website of CTS Eventim AG & Co. KGaA at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "General Meeting", there "General Meeting 2021":

- the annual financial statements of CTS Eventim AG & Co. KGaA approved by the Supervisory Board and the consolidated financial statements of the CTS EVENTIM Group approved by the Supervisory Board for the 2020 financial year together with the combined management report for the Company and the Group and in each case together with the explanatory report of the General Partner on the disclosures pursuant to Section 289a (1) HGB and Section 315a (1) HGB,
- the report of the Supervisory Board on the 2020 financial year of CTS Eventim AG & Co. KGaA and the CTS EVENTIM Group, and
- the proposal of the general partner for the appropriation of the balance sheet profit

We kindly ask our shareholders to pay special attention to the following information regarding registration, participation and the exercise of voting rights as well as other shareholder rights, as there are fundamental differences between this virtual Annual General Meeting and an Annual General Meeting in person.

Requirements for participation in the virtual general meeting and the exercise of voting rights:

Only those shareholders who register for the virtual general meeting and provide proof of their entitlement are entitled to participate in the virtual general meeting and to exercise their voting rights. The registration and proof of entitlement must be submitted to the Company at the address

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: anmeldestelle@hv-management.de

at least six days prior to the virtual general meeting, i.e. by **30 April 2021** (24:00 CEST) at the latest. The day of the general meeting and the day of receipt shall not be counted. The registration must be in text form (§ 126b BGB) and must be in German or English.

For the proof of entitlement, a proof of shareholding in text form by the ultimate intermediary is required in accordance with the legal requirements. It must refer to the beginning of **16 April 2021** (00:00 hours CEST) ("**record date**").

In relation to the Company, only those persons who have provided proof shall be deemed to be shareholders for the purpose of participating in the virtual general meeting and exercising voting rights. In case of doubt as to the correctness or authenticity of the proof, the Company shall be entitled to demand further suitable proof. If such proof is not provided or not provided in due form, the Company may reject the shareholder.

The entitlement to participate and the scope of voting rights shall be based exclusively on the shareholding on the record date. The record date does not imply a block on the saleability of the shareholding. Disposals after the record date have no significance for the legal participation and voting rights of the seller. Likewise, an additional acquisition of shares in the Company after the record date does not lead to any changes with regard to participation and voting rights. Persons who do not hold any shares on the record date and only acquire shares thereafter are not entitled to participate or vote, unless they have themselves authorised or empowered to exercise rights.

Participation in the virtual Annual General Meeting and transmission on the internet

Pursuant to § 1 para. 2 of the COVID-19 Act, the General Meeting will be held as a virtual General Meeting in Hamburg without the physical presence of the shareholders or their proxies. It is therefore not possible for shareholders or shareholder representatives to attend the Annual General Meeting in person.

Shareholders can follow the virtual Annual General Meeting in a livestream via the company's AGM online portal and exercise their voting rights via electronic communication (postal vote) as well as by granting power of attorney. The right to ask questions and other rights can also be exercised electronically via the AGM online portal.

The AGM online portal is accessible to registered shareholders via the company's website at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021". Please use the button "HV-Online-Portal", which will take you directly to the portal.

After registering, shareholders will receive an AGM ticket with access data and further information.

Voting by proxy and postal voting

a) Exercise of voting rights by proxy

Shareholders who do not attend the virtual Annual General Meeting in person may have their voting rights exercised by proxy, e.g. a shareholders' association, a credit institution or another person or institution of their choice. We also offer our shareholders the option of authorising the proxy appointed by the Company prior to the virtual Annual General Meeting. The proxy is bound by instructions and must therefore vote in accordance with the instructions given to him.

If neither a credit institution nor a shareholders' association nor a person or institution equivalent thereto pursuant to section 135 AktG or section 135 AktG in conjunction with section 125 para. 5 AktG is authorised, the power of attorney shall be granted in text form (section 126b BGB). section 125 para. 5 AktG, the power of attorney must be granted in text form (section 126b BGB) pursuant to section 134 para. 3 sentence 3 AktG. The revocation of such a proxy and the proof of the authorisation vis-à-vis the Company also require text form (section 126b BGB) pursuant to section 134 para. 3 sentence 3 AktG. Shareholders who wish to authorise a third party are requested to use the form provided by the Company with the admission ticket to issue the power of attorney. The proxy form will also be sent to shareholders at any time upon written request and is also available on the website of CTS Eventim AG & Co. KGaA at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021".

If a credit institution, a shareholders' association or a person or institution equivalent thereto pursuant to section 135 AktG or section 135 AktG in conjunction with section 125 para. 5 AktG is appointed as a proxy, the following provisions shall not apply. Section 125 (5) AktG, the above provisions for the form of granting, revoking and proving the power of attorney do not apply. It is possible that the institutions or persons to be authorised require a special form of proxy because they must record the proxy in a verifiable manner. Please agree on a possible form of power of attorney with the person to be authorised in good time.

Proof of authorisation must be received by the Company at one of the following addresses no later than **6 May 2021**, 18:00 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 the transmission of the revocation of a power of attorney transmitted in this way and its amendment.

Evidence of the granting of a proxy, its revocation or its amendment may also be provided by way of electronic communication via the AGM online portal, until the close of voting in the virtual AGM.

b) Exercise of voting rights by the proxy of the Company

Shareholders who wish to grant a power of attorney to the proxy appointed by the Company must also register for the virtual Annual General Meeting with the above requirements. In addition, it is mandatory that you give the proxy instructions on how to exercise the voting right for each individual item on the agenda. Without such instructions, the proxy is invalid. The proxy must vote in accordance with the instructions given to him; if the instructions are not clear, the proxy appointed by the Company must abstain from voting on the agenda item concerned. The proxy will only exercise the voting right and will not exercise any further rights such as the right to ask questions or to make motions. If you wish to make use of this option, you may do so in writing (also by fax) using the form printed for this purpose on the AGM ticket. Further details can also be found on the AGM ticket. Shareholders who wish to authorise the proxy appointed by the Company already prior to the virtual Annual General Meeting are requested, for organisational convenience, to

submit the proxies and instructions to one of **the** following addresses by **6 May 2021**, 6:00 p.m. CEST (date of receipt by the Company) at the latest:

CTS Eventim AG & Co. KGaA

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

The proxy appointed by the Company may also be authorised in text form via the AGM online portal. Authorisation and instructions to the proxy can be issued, changed or revoked via the internet until the close of voting in the virtual Annual General Meeting.

If a shareholder authorises more than one person, the Company may reject one or more of them.

c) Exercise of voting rights by postal vote

Shareholders may also exercise their voting rights by electronic postal vote. In the case of electronic postal voting, timely registration and proof of share ownership are also required. Authorised intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors or authorised legal entities equivalent to these pursuant to section 135 of the German Stock Corporation Act (AktG) may also use electronic postal voting.

Postal votes may only be cast by way of electronic communication using the AGM online portal. Votes cast by electronic absentee ballot may be transmitted, revoked or changed until the close of voting in the virtual AGM.

Shareholders' rights

Addition to the agenda pursuant to § 122 para. 2 AktG

Pursuant to section 122 (2) of the German Stock Corporation Act (AktG), shareholders whose combined shareholdings amount to at least 5% of the share capital or the pro rata amount of EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company in writing (§ 126 BGB) with proof of shareholder status at least 30 days prior to the virtual Annual General Meeting, i.e. by **6 April 2021** (24:00 CEST) at the latest. Please send it to the following postal address or, if a qualified electronic signature (§ 126a BGB) is used, to the following e-mail address:

CTS Eventim AG & Co. KGaA

z. Attention: Mr. Rainer Appel
Contrescarpe 75 A
28195 Bremen E-Mail: hauptversammlung@eventim.de

The relevant shareholders shall prove that they have been holders of the required number of shares for at least 90 days prior to the day of receipt of the request and that they hold the shares until the decision of the general partner on the request. Section 121 (7) AktG shall be applied accordingly.

Motions and election proposals by shareholders pursuant to §§ 126 para. 1, 127 AktG

In addition, shareholders of the Company may, pursuant to section 126 (1) of the German Stock Corporation Act (AktG), submit counter-motions against a proposal of the General Partner and the Supervisory Board on a specific agenda item. Such motions are to be addressed exclusively to:

CTS Eventim AG & Co. KGaA

z. Attention: Mr. Rainer Appel

Contrescarpe 75 A

28195 Bremen

Fax: +49 421 3666 290E-Mail: hauptversammlung@eventim.de

Countermotions from shareholders, which are received at one of the stated addresses by **22 April 2021** (24:00 CEST) at the latest, stating the name of the shareholder and the reasons for the countermotion, including any statement by the management, will be made available to all shareholders on the Company's website at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021", without undue delay after their receipt, provided that the requirements for an obligation to publish pursuant to section 126 AktG are met. Shareholders' motions addressed otherwise will not be considered.

The company may refrain from publishing a counter-motion and its grounds if one of the reasons pursuant to section 126 para. 2 sentence 1 nos. 1 to 7 AktG applies, e.g. because the counter-motion would lead to a resolution of the virtual general meeting that is contrary to the law or the articles of association. A statement of the grounds for a counter-motion need not be made available if it exceeds 5,000 characters in total.

Shareholders' right to ask questions by way of electronic communication

Pursuant to Article 1 (1), (2) of the COVID-19 Act in conjunction with Article 11 (1) (b) of the Act on the Further Shortening of the Residual Debt Exemption Procedure and the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law, shareholders and shareholder representatives are granted a right to ask questions by way of electronic communication.

To this end, the General Partner has stipulated that these questions must be submitted by electronic communication no later than one day before the meeting. Registered shareholders can send their questions to the Company via the AGM online portal until 5 May 2021, 24:00 CEST. Questions received later will not be considered.

Possibility to object to resolutions of the virtual general meeting

Shareholders who have exercised their voting rights are given the opportunity to declare objections to resolutions of the virtual general meeting in accordance with § 1 para. 2 sentence 1 no. 4 of the COVID-19 Act.

Objections can only be declared electronically via the AGM online portal. The corresponding screen is only activated after the votes have been cast. Corresponding declarations are possible from the beginning of the virtual general meeting until its closing by the chairman of the meeting.

Publications on the Company's website

The documents to be made available to the virtual general meeting, more detailed explanations of the shareholder rights set out in the above section "Shareholders' rights" as well as further information pursuant to § 124a AktG, including this convening of the virtual general meeting, proxy forms and any requests for additions to the agenda pursuant to § 122 para. 2 AktG, will be made available to the shareholders on the Internet on the homepage of CTS Eventim AG & Co. KGaA at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2021", as soon as possible after the convening of the virtual General Meeting.

Information on the total number of shares and voting rights at the time of convocation pursuant to section 49 (1) no. 1 WpHG

At the time of the announcement of the convocation of the virtual general 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 with a proportionate amount of the share capital of EUR 1.00 each. Each no-par value share grants one vote. Accordingly, the total number of voting rights at the time of the announcement of the convening of the virtual Annual General Meeting is 96,000,000. At the time of the convening of this virtual Annual General Meeting, the Company holds a total of 8,700 of its own no-par value shares from which it is not entitled to any voting rights.

Bremen, March 2021

CTS Eventim AG & Co. KGaA,

EVENTIM Management AG as General Partner

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Appendix to agenda item 7: Report of the General Partner pursuant to § 71 para. 1 no. 8 sentence 5 in conjunction with § 186 para. 4 sentence 2 AktG (German Stock Corporation Act) § 186 para. 4 sentence 2 AktG (resolution on the authorisation to acquire and use own shares)

In item 7 of the agenda, the Company is authorised to acquire treasury shares.

In addition to the acquisition via the stock exchange, the company shall be given the opportunity to acquire its own shares by means of a public purchase offer (tender procedure) or a public invitation to submit offers for sale. In this variant, each shareholder of the company willing to sell can decide how many shares and, if a price range is set, at what price he or she would like to offer them. If the number of shares offered at the fixed price exceeds the number of shares demanded by the company, the offers for sale must be repurchased (pro rata acceptance). It shall be possible to provide for a preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares. This possibility serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and thus to facilitate the technical settlement. A de facto impairment of small shareholders can also be avoided in this way. In addition, the repurchase will be made according to the ratio of shares offered (tender quotas) instead of according to shareholding quotas, because the acquisition procedure can thus be technically handled within an economically reasonable framework. Finally, it shall be possible to provide for rounding according to commercial principles in order to avoid arithmetical fractions of shares. In this respect, the acquisition quota and the number of shares to be acquired by individual tendering shareholders may be rounded as necessary to represent the acquisition of whole shares from a technical point of view. The Executive Board considers the exclusion of any further tender rights of the shareholders to be objectively justified and reasonable vis-à-vis the shareholders.

In addition, the Company shall also be authorised to carry out the acquisition by means of tender rights made available to the shareholders. These tender rights shall be structured in such a way that the Company is only obliged to acquire whole shares. To the extent that tender rights cannot be exercised thereafter, they shall lapse. This procedure treats the shareholders equally, but facilitates the technical processing of the share buyback.

Through the possibility of reselling treasury shares, these can be used for the renewed procurement of own funds. As possibilities of resale, the authorisation provides for a sale via the stock

exchange or an offer to all shareholders - which already ensures the equal treatment of shareholders according to the legal definition. In the case of a sale of treasury shares in the context of an offer directed to the shareholders, the Executive Board shall be authorised to exclude the shareholders' subscription rights for fractional amounts. This is necessary in order to be able to technically carry out the sale of acquired treasury shares by way of an offer to the shareholders. The treasury shares excluded from shareholders' subscription rights as fractional shares will be realised either by sale on the stock exchange or otherwise in the best possible way for the Company.

Item 7 of the agenda further provides that the Company's own shares are also available to be offered as consideration in the context of mergers or for the acquisition of companies, interests in companies or parts of companies as well as other assets, excluding the shareholders' subscription rights. This is intended to enable the Company to respond quickly and successfully to advantageous offers or other opportunities for mergers, acquisitions of companies, equity interests in companies, parts of companies or other assets on national and international markets, while preserving liquidity. It is not uncommon for negotiations to result in the need to provide shares rather than money as consideration. The authorisation takes this into account. The general partner will take the stock exchange price of the Eventim share into account when determining the valuation ratio, even if a schematic link is not provided for in order not to call into question negotiation results that are in the interest of the company due to price fluctuations.

The Supervisory Board and the General Partner also propose to use acquired treasury shares for the issue to employees of the Company and companies affiliated with it within the meaning of §§ 15 ff. AktG, including members of the management of affiliated companies within the meaning of §§ 15 ff. AktG of affiliated companies at favourable conditions. The use of existing treasury shares instead of the creation of new shares through the utilisation of authorised capital is regularly less costly and also less expensive for the company, among other things because the use of treasury shares, unlike the utilisation of authorised capital, does not require entry in the commercial register. The use of treasury shares also avoids the dilution effect that would otherwise occur. By issuing shares to the listed groups of persons, a practised sustainable share culture is promoted, which promotes long-term commitment to the company as well as the identification of these groups of persons with the company. When assessing the purchase price to be paid, a customary and appropriate concession based on the company's success may be granted.

Furthermore, the acquired treasury shares are to be used for members of executive bodies of companies affiliated with the company, such as members of the executive board or the management of affiliated companies within the meaning of §§ 15 et seq. AktG may be used. In this context, too, the use of treasury shares is generally less costly and less expensive than issuing new shares, for example from authorised capital. In addition, the use of treasury shares also avoids the dilution effect that would otherwise occur.

It is possible that the Company will create programmes in the future under which it will be possible to grant shares as a component of remuneration. Own shares acquired under the proposed authorisation could also be used for shares to be granted under such future programmes.

In particular, the use of treasury shares for the issue or offer to the aforementioned group of persons and the associated exclusion of subscription rights is limited to shares amounting to 5% of the share capital in the interest of the shareholders who are not entitled to subscribe.

In addition, it is envisaged that acquired treasury shares can be sold outside the stock exchange for cash excluding subscription rights. The prerequisite for this is that the shares are sold for cash at a price that is not significantly lower than the stock exchange price of shares in the company

at the time of the sale. Thus, use is made of the option permitted in § 71 para. 1 no. 8 sentence 5 AktG in conjunction with § 186 para. 3 sentence 4 AktG to simplify the exclusion of subscription rights. The idea of protecting shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock exchange price. The final determination of the selling price for the treasury shares will be made shortly before the sale. The General Partner will set any discount from the stock exchange price as low as possible in accordance with the market conditions prevailing at the time of the placement. The discount from the stock exchange price at the time of the utilisation of the authorisation will in no case exceed 5% of the current stock exchange price. In this context, it applies that the shares issued under exclusion of the subscription right pursuant to § 71 para. 1 no. 8 sentence 5 AktG in conjunction with § 186 para. 3 sentence 4 AktG may not exceed a total of 10% of the share capital of the Company. The amount of the share capital at the time this authorisation becomes effective or - if the subsequent value is lower - the amount of the share capital at the time this authorisation is exercised shall be decisive for the calculation of the 10% limit. If, during the term of this authorisation until its utilisation, other authorisations to issue or sell shares of the Company or to issue rights that enable or oblige the subscription of shares of the Company are exercised and the subscription right is excluded pursuant to or in accordance with section 186 para. 3 sentence 4 of the German Stock Corporation Act, this shall be counted towards the aforementioned 10 % limit. With this restriction and the fact that the issue price must be based on the stock exchange price, the asset and voting right interests of the shareholders are adequately protected. In principle, shareholders have the option to maintain their shareholding quota by acquiring Eventim shares via the stock exchange. The authorisations are in the interest of the company because they help it to achieve greater flexibility. They enable the company, for example, to sell its own shares to institutional investors or to tap into new groups of investors.

Finally, the Supervisory Board of the General Partner shall be authorised to transfer treasury shares acquired by the Company to members of the Executive Board of the General Partner in fulfilment of the respective applicable remuneration agreements. Treasury shares are thus likely to be used to satisfy claims that may be granted to Executive Board members in the future under the Executive Board remuneration arrangements. In the event of a possible future granting of shares to members of the Executive Board of the general partner in the context of Executive Board remuneration, an exclusion of shareholders' subscription rights is required.

Appendix to Agenda Item 8: System for the Remuneration of the General Partner's Executive Board Members

A. PRINCIPLES OF THE REMUNERATION SYSTEM FOR THE MEMBERS OF THE EXECUTIVE BOARD

The system for the remuneration of the members of the Management Board of the general partner (hereinafter "Management Board members" or "Management Board") makes a significant contribution to the promotion and implementation of the corporate strategy of CTS Eventim AG & Co. KGaA to continuously expand its market position in the ticketing and live entertainment market through organic and inorganic growth. Sales and profitability are to be sustainably increased through the expansion of an internationally successful business model.

The system of remuneration for Executive Board members sets incentives that are in line with and support this corporate strategy: The variable remuneration is aligned with the financial performance criteria of turnover and earnings before interest and taxes ("EBIT") as well as personal targets of the individual Executive Board members. On the one hand, this promotes the alignment

of Executive Board activities with the growth strategy being pursued. On the other hand, incentives are set for a continuous increase in earning power and internal financing potential. In order to align the remuneration of the Executive Board members with the long-term success of the company, part of the variable remuneration is linked to several years of successful company development. In addition, the granting of stock options to Executive Board members is intended as part of long-term variable remuneration.

The system adopted by the Supervisory Board for the remuneration of Executive Board members is designed in a clear and comprehensible manner. It complies with the requirements of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholders' Rights Directive of 12 December 2019 (Federal Law Gazette Part I 2019, No. 50 of 19 December 2019) and takes into account the recommendations of the German Corporate Governance Code (GCGC) in the version that came into force on 20 March 2020.

B. THE REMUNERATION SYSTEM IN DETAIL

On the basis of the remuneration system, the supervisory board determines a concrete target total remuneration for each member of the executive board, which is in an appropriate relationship to the tasks and performance of the executive board member as well as to the situation of the company and does not exceed the usual remuneration without further ado. The target total remuneration is made up of the sum of all remuneration components relevant for the total remuneration. For the variable remuneration, the target amount is based on 100 % target achievement.

For all Executive Board members, the share of fixed remuneration is between 60 % and 75 % of the target total remuneration and thus the share of variable remuneration is between 25 % and 40 % of the target total remuneration. 20 % of the total variable remuneration is linked to a multi-year period.

1. Fixed remuneration components

The members of the Executive Board receive a fixed annual salary in twelve monthly instalments. In addition, fringe benefits are granted in the form of a company car also for private use. The company also maintains accident insurance for the Executive Board members (in the event of death or disability) and pays the maximum legally permissible employer's contribution to health insurance and voluntary pension insurance. The subsidy amounts to 50 % of the applicable pension insurance rate up to the amount of the income threshold. In addition, the members of the Management Board are included in the D&O insurance of CTS Eventim AG & Co KGaA.

2. Variable remuneration components

The criteria for granting and the amount of the variable remuneration were the development of turnover and EBIT compared to the approved annual plan as well as individual targets for each member of the Executive Board, which are provided with multi-year bonus and malus incentives. The malus regulation provides that in the event of a substantial shortfall in the planning, the entitlement to the variable remuneration components for the following year is reduced disproportionately. If the plan is at least achieved in the two following years, the reduced remuneration components are compensated again. This means that clear, verifiable and relevant performance criteria are applied, which are continuously reviewed by the supervisory board. The variable remuneration components have maximum limits in terms of amount. They take into account positive and negative developments.

Turnover is the consolidated (net) revenue reported in the consolidated income statement of the approved and audited consolidated financial statements of the Company for the respective

financial year. EBIT is the consolidated earnings before interest and taxes on income as reported in the consolidated income statement of the approved and audited consolidated financial statements of the Company for the respective financial year.

The personal goals for each member of the Executive Board are set annually by the Supervisory Board at the beginning of the respective financial year. By means of the personal targets, the supervisory board can assess the individual performance of the members of the executive board and the achievement of non-financial targets. These can be, for example, important financial key figures or achievements in the department, individual contributions to significant cross-divisional projects or relevant strategic achievements in the department or the realisation of key projects. The fulfilment of personal objectives is determined by the supervisory board at its due discretion depending on the degree of fulfilment of the criteria for the assessment of the individual performance of the member of the executive board.

The variable remuneration components are paid in the month in which the consolidated financial statements are adopted, or in the month thereafter at the latest.

In addition, it is intended to grant stock options to the members of the Executive Board as part of long-term variable remuneration.

3. Maximum remuneration

The remuneration of the members of the Executive Board is limited in two respects. On the one hand, the maximum limits for the variable, performance-based components are set at 100 % of the target amount. Secondly, in accordance with § 87a paragraph 1 sentence 2 no. 1 of the German Stock Corporation Act (AktG), the Supervisory Board has set a maximum remuneration which limits the total amount of remuneration actually received for a given financial year (fixed remuneration + fringe benefits + payment from variable remuneration + granting of stock options). This maximum remuneration amounts to a total of EUR 12 million for all Executive Board members together.

4. Other features of the remuneration system

Benefits in the event of termination of employment are not contractually agreed. Commitments for benefits in the event of premature termination of the employment contract by the Executive Board member as a result of a change of control are also not contractually agreed.

A claim of the company against the members of the Executive Board for repayment of the payment amount of the variable remuneration ("clawback"), if it turns out after payment of the payment amount that a published consolidated financial statement, which relates to the assessment period of the variable remuneration, was objectively incorrect and therefore had to be corrected retrospectively according to the relevant accounting regulations and no or a lower payment amount of the variable remuneration would have arisen on the basis of the corrected consolidated financial statement ("clawback event"), is currently not contractually agreed due to the existing contracts of the Executive Board members.

In appointing members of the Executive Board and in the duration of their contracts, the Supervisory Board observes the requirements of section 84 of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code. The service contracts of the Executive Board members are concluded for the duration of the respective appointment. In the case of an initial appointment, the term of appointment is generally three years; in the case of a reappointment, the maximum term is five years.

5. Consideration of the remuneration and employment conditions of the employees when determining the remuneration system

The Supervisory Board regularly reviews the remuneration of the Management Board. When assessing the appropriateness of the remuneration, the comparative environment of CTS Eventim AG & Co KGaA (horizontal comparison with regard to the remuneration for members of the Management Board) as well as the internal remuneration structure of the company (vertical comparison) are taken into account. The vertical comparison refers to the ratio of the remuneration of the members of the Management Board to the remuneration of the first management level and the total workforce of CTS Eventim AG & Co. The Supervisory Board takes into account the development of the remuneration of the groups described and how the ratio has developed over time.

6. Procedures for establishing, implementing and reviewing the remuneration system

The Supervisory Board shall adopt a clear and comprehensible remuneration system for the members of the Executive Board. A review of the remuneration system shall be carried out by the supervisory board at its due discretion, but no later than every four years. In doing so, the supervisory board shall conduct a market comparison and shall also take into account, in particular, changes in the corporate environment, the overall economic situation and strategy of the company, changes and trends in national and international corporate governance standards and the development of the remuneration and employment conditions of the employees. If necessary, the supervisory board consults external experts. The supervisory board shall submit the adopted remuneration system to the general meeting for approval whenever there is a significant change, but at least every four years. If the general meeting does not approve the submitted system, the supervisory board shall submit a revised remuneration system to the general meeting for approval at the latest at the following ordinary general meeting.

Appendix to agenda item 11: Curriculum vitae Philipp Westermeyer incl. information pursuant to section 125 para. 1 sentence 5 AktG

Philipp Westermeyer, Hamburg

- Managing Partner of ramp106 GmbH, Hamburg

Personal data

Year of birth: 1979

Birthplace: Essen

Nationality: German

Training

1999 - 2003: Business studies in Dortmund, Paris and Quebec

2003 - 2005: Studies in business administration and media sciences in Hamburg

Professional career

2005 - 2007: Assistant to the Chairman of the Executive Board of Gruner & Jahr AG

2007 - 2008: Investment Manager of Gruner & Jahr New Media Ventures

2009 - 2015: Founded and built up various companies in the field of digital marketing and technology

since 2016: ramp106 GmbH (Managing Partner)

Membership in domestic supervisory boards to be formed by law

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Membership in comparable supervisory bodies:

- Member of the Board of Trustees of HASPA Finanzholding
- Member of the Board of the Hamburg Media School Foundation



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

As the party responsible for data protection, CTS Eventim AG & Co. KGaA processes your data exclusively in compliance with the provisions of the GDPR and all other applicable laws.

If you wish to participate in the virtual Annual General Meeting, grant a proxy, exercise one of your rights within the AGM online portal or watch the live stream of the virtual Annual General Meeting, we will collect the personal data from you and/or your proxy which you submit to us or have submitted to us when registering for the virtual Annual General Meeting or which is submitted to us by a credit institution.

The purpose of data processing in this context is the organisation and implementation of the virtual general meeting as well as the fulfilment of obligations under stock corporation law. At the same time, it is intended to enable you to exercise your rights under the German Stock Corporation Act within the framework of the virtual general meeting.

As a data subject, you may have the following rights against us: access; rectification; erasure; restriction of processing; notification of rectification, erasure or restriction; data portability; right of objection. You also have the right to complain to a supervisory authority.

Details on how we handle your personal data and your rights as a data subject under the GDPR can be found at the following link on our Virtual AGM 2021 website in a comprehensive privacy statement:

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

We will also be happy to send them to you by post.