

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 be held

on Thursday, 12 May 2022, starting at 10:00 CEST

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 in sound and vision for registered shareholders. The Annual General Meeting will be held in the presence of the Chairman of the Supervisory Board and the Chairman of the Management Board of the General Partner as well as other members of the Supervisory Board and the Management Board of the General Partner - if necessary, partly via video conference - at the business premises of the Company in 20354 Hamburg, Hohe Bleichen 11. A notary commissioned to record the minutes of the General Meeting will also be present.

Agenda:

- 1. Presentation of the annual financial statements and consolidated financial statements approved by the Supervisory Board, in each case as at 31 December 2021, 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 financial year 2021.**

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 2021.**

The General Partner and the Supervisory Board propose that the annual financial statements of CTS Eventim AG & Co. KGaA for the financial year 2021 be adopted as presented, which show a balance sheet profit of EUR 355,206,698.93.

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

In view of the continuing COVID 19 pandemic and against the background of the annual financial statements for 2021, no distribution to shareholders is to be made for 2021 either.

The General Partner and the Supervisory Board therefore propose that the net profit for the 2021 financial year in the amount of EUR 355,206,698.93 - consisting of the 2021 net profit

in the amount of EUR 74,489,301.62 and the profit carried forward from 2020 in the amount of EUR 280,717,397.31 - be carried forward in full to new account.

4. Resolution on the discharge of the General Partner for the financial year 2021.

The General Partner and the Supervisory Board propose that the acts of EVENTIM Management AG, Hamburg, as General Partner, be ratified for the financial year 2021.

5. Resolution on the discharge of the Supervisory Board for the financial year 2021.

The General Partner and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2021.

6. Election of the auditor and the group auditor for the financial year 2022.

The Supervisory Board proposes - based on the recommendation of its Audit Committee - to elect KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor of the Company and at the same time as Group auditor for the Group for the financial year 2022.

7. Election of Supervisory Board members.

The Supervisory Board of the Company is currently composed of four 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 term of office of all current members of the Supervisory Board ends at the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2021 financial year, and thus at the end of the Annual General Meeting on 12 May 2022. Prof. Plog has informed the Company that he will not be available for a further term of office. The other current members of the Supervisory Board have declared that they are available for re-election.

The Supervisory Board therefore proposes to the Annual General Meeting that Dr Bernd Kundrun, Dr Juliane Thümmel and Mr Philipp Westermeyer be re-elected to the Supervisory Board and that Dr Cornelius Baur be elected as a new member and that the following resolution be adopted:

7.1 Dr Bernd Kundrun, Managing Partner of Start 2 Ventures 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 2024.

7.2 Dr Juliane Thümmel, Regierungsdirektorin at the Federal Government Commissioner for Culture and the Media, 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 2024.

7.3 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 2024.

7.4 Dr. Cornelius Baur, CEO European Health Care and Growth Company B.V.. residing in Munich, 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 2024.

With regard to section C.13 of the German Corporate Governance Code in the version of 16 December 2019, it is pointed out that - with the possible exception of the Supervisory Board mandate exercised for the company to date - in the opinion of the Supervisory Board there are no personal or business relationships of the proposed candidates Dr Kundrun, Mr Westermeyer or Dr Baur with the company, the bodies of the company or a shareholder with a material interest in the company which an objectively judging shareholder would regard as decisive for his election decision. Baur to the Company, the corporate bodies of the Company or a shareholder with a material interest in the Company, which an objectively judging shareholder would regard as decisive for his election decision, and that Dr. Thümmel, who is proposed for election, is the daughter of the partner of the major shareholder Klaus-Peter Schulenberg.

The Supervisory Board of CTS Eventim AG & Co. KGaA is composed in accordance with the provisions of §§ 96 (1), 101 (1) AktG. It is intended to hold the elections to the Supervisory Board by way of individual election. The Supervisory Board has taken into account the objectives and competence profile for the composition of the Supervisory Board when proposing candidates for election and has satisfied itself that the candidates proposed for election to the Supervisory Board are able to devote the expected amount of time.

Further information, in particular curricula vitae of the persons proposed for election and information pursuant to § 125 (1) sentence 5 AktG, can be found in the appendix 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 2022".

8. Approval of the remuneration report pursuant to § 120a para. 4 AktG.

Following the amendment of the German Stock Corporation Act by the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a remuneration report must be prepared by the Executive Board of the general partner and the Supervisory Board in accordance with section 162 of the German Stock Corporation Act and submitted to the Annual General Meeting for approval in accordance with section 120a (4) of the German Stock Corporation Act.

The Executive Board of the General Partner and the Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Executive Board of the General Partner and the Supervisory Board in the 2021 financial year in accordance with § 162 AktG. Pursuant to § 162 para. 3 AktG, the remuneration report was reviewed by the auditor to ensure that the legally required disclosures pursuant to § 162 para. 1 and para. 2 AktG were made. In addition to the legal requirements, the auditor also conducted a substantive audit.

The remuneration report is printed in the appendix to this agenda with reference to this agenda item. 8 and will also be available on the internet at www.eventim.de in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2022", as of the convening of the Annual General Meeting. Furthermore, the remuneration report will also be accessible there during the Annual General Meeting.

The Supervisory Board and the Executive Board of the General Partner propose to approve the remuneration report for the financial year 2021, which has been prepared and audited in accordance with section 162 of the German Stock Corporation Act (AktG).

Documents to be made accessible:

From the time of the convening of the virtual Annual 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" / "Annual General Meeting", there "Annual General Meeting 2022":

- 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 financial year 2021 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 2021 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

The documents will also be accessible there during the Annual General Meeting.

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

CTS Eventim AG & Co. KGaA

c/o HV-Management GmbH

Pirnaer Straße 8

68309 Mannheim

Fax: +49 621 718592 40

E-Mail: anmeldestelle@hv-management.de

at least six days prior to the virtual general meeting, i.e. no later than **5 May 2022** (24:00 CEST). 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 **21 April 2022** (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 any 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 entire virtual Annual General Meeting in picture and sound via the company's AGM online portal in a live stream and exercise their voting rights via electronic communication (postal vote) as well as by issuing a proxy. 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 2022". 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 proxies, e.g. intermediaries within the meaning of section 67a (4) of the German Stock Corporation Act (AktG) (e.g. credit institutions), shareholders' associations, proxy advisors, persons within the meaning of section 135 (8) of the German Stock Corporation Act (AktG) 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 an intermediary within the meaning of § 67a para. 4 AktG (e.g. a credit institution), nor a shareholders' association, nor a voting advisor, nor a person within the meaning of § 135 para. 8 AktG is authorised, the power of attorney must be granted in text form (§ 126b BGB) pursuant to § 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 (§ 126b BGB) pursuant to § 134 section 3 sentence 3 AktG. Shareholders who wish to authorise a third party are requested to use the form provided by the Company with the AGM 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 2022".

If an intermediary within the meaning of section 67a (4) of the AktG, a shareholders' association, a voting advisor or another person within the meaning of section 135 (8) of the AktG is authorised, the above provisions on the form of granting, revoking and proving the proxy 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. However, a violation of this special form of proxy and certain other requirements specified in section 135 AktG for the authorisation of an intermediary within the meaning of section 67a para. 4 AktG, a shareholders' association, a voting advisor or another person within the meaning of section 135 para. 8 AktG does not affect the effectiveness of the vote pursuant to section 135 para. 7 AktG.

Proof of authorisation must be received by the Company at the following address no later than 18:00 CEST on **11 May 2022**:

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.

Proof 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 for each individual agenda item on how the voting right is to be exercised. 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 authorisations and instructions to the following address by **11 May 2022**, 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 AGM online portal until the closing of voting in the virtual AGM.

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 only exercise their voting rights by electronic postal vote. Even in the case of electronic postal voting, timely registration and proof of share ownership are required. Authorised intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors or authorised legal entities equivalent to these pursuant to section 135 para. 8 of the German Stock Corporation Act (AktG) may also only 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 **11 April 2022** (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 290
E-Mail: hauptversammlung@eventim.de

Countermotions from shareholders, which are received at one of the stated addresses by **27 April 2022** (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 2022", without undue delay after their receipt, provided that the requirements for an obligation to publish pursuant to § 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 section 1 subsection 1, subsection 2 of the COVID-19 Act in conjunction with article 11 subsection 1 lit b) of the Act on the Further Shortening of the Residual Debt Exemption

Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law of 22. December 2020 and Article 15 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Insolvency Application Requirement Due to Heavy Rainfall and Floods in July 2021 as well as on the Amendment of Further Laws of 10 September 2021, shareholders and shareholder representatives shall be 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 **10 May 2022, 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 granted 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" and 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 2022", 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 2022

CTS Eventim AG & Co. KGaA,

EVENTIM Management AG as general partner

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Appendix to agenda item 7: Curricula vitae of the persons proposed for election to the Supervisory Board incl. information pursuant to section 125 para. 1 sentence 5 of the German Stock Corporation Act (AktG)

7.1 Dr Bernd Kundrun, Hamburg

Managing Partner of Start 2 Ventures GmbH, Hamburg

- Member of the Supervisory Board of CTS Eventim AG & Co. KGaA since November 2010

Personal data

Year of birth: 1957

Birthplace: Wuppertal

Nationality: German

Training

1977-1982: Studies in Business Administration, University of Münster

1982-1984: Studies in Business Administration, University of Innsbruck

Professional career

1984-1993: Bertelsmann Club GmbH (last position: Managing Director)

1993-1997: Premiere Medien GmbH (Managing Director)

1997-2009: Gruner + Jahr AG (last position: Chairman of the Executive Board)

2000-2009: Bertelsmann AG (Executive Board)

since 2009: Start 2 Ventures GmbH (Managing Partner)

Membership in domestic supervisory boards to be formed by law

- CTS Eventim AG & Co. KGaA (Chairman of the Supervisory Board)
- EVENTIM Management AG (Chairman of the Supervisory Board)

Membership in comparable supervisory bodies

- NZZ AG, Zurich/Switzerland (Board of Directors)
- Gut.org Gemeinnützige AG, Berlin (Honorary Chairman)
- Rivean Capital, Zurich/CH (Member of the Advisory Board)
- TonerPartner GmbH, Hattingen (Chairman of the Advisory Board)

7.2 Dr Juliane Thümmel, Hamburg

Government Director at the Federal Government Commissioner for Culture and the Media

- Member of the Supervisory Board of CTS Eventim AG & Co. KGaA since May 2016

Personal data

Year of birth: 1977

Place of birth: Delmenhorst

Nationality: German

Training

1998-2003: Law studies, University of Hamburg

2003-2007: Doctorate in International Law, University of Hamburg

2005-2008: Traineeship, Hanseatic Higher Regional Court, Hamburg

Professional career

2008-2010: Desk officer at the Federal Foreign Office of the Federal Republic of Germany

Since 2010: Desk officer at the Federal Government Commissioner for Culture and the Media, 2015 to 2021 seconded to the Permanent Representation of the Federal Republic of Germany to the EU

Membership in domestic supervisory boards to be formed by law

- CTS Eventim AG & Co. KGaA (Member of the Supervisory Board)
- EVENTIM Management AG (Member of the Supervisory Board)

Membership in comparable supervisory bodies

- none

7.3 Philipp Westermeyer, Hamburg

Managing Partner of ramp106 GmbH, Hamburg

- Member of the Supervisory Board of CTS Eventim AG & Co. KGaA since May 2021

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

- CTS Eventim AG & Co. KGaA
- EVENTIM Management AG

Membership in comparable supervisory bodies:

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

7.4 Dr Cornelius Baur, Munich

CEO - European Healthcare Acquisition and Growth Company B.V.

Personal data

Year of birth: 1962

Birthplace: Munich

Nationality: German

Training

1981 - 1983: Headquarters apprenticeship as industrial clerk, Siemens AG

1983 - 1987: Studies in Business Administration, Ludwig-Maximilians-University, Munich

1987 - 1990: Doctorate (Dr. rer. pol.) at the Chair of Information, Organisation and Management at the LMU, Munich

Professional career

1987 - 1990: Ludwig-Maximilians-Universität, Munich, Assistant at the Chair of Information, Organisation and Management

1990 - 2021: McKinsey & Company Inc.; most recently Managing Partner Germany & Austria (2014-2021) and member of the global Executive Board; 6 years member of the global Supervisory Board at McKinsey, including 3 years as Chairman of the global Finance Committee

Since Nov. 2021 European Healthcare Acquisition and Growth Company B.V. (Chairman of the Board)

Membership in domestic supervisory boards to be formed by law

- none

Membership in comparable supervisory bodies

- Member of the Nomination Committee B&C Industrieholding

Appendix to agenda item 8 Remuneration report

Remuneration report according to § 162 AktG for the financial year 2021

The remuneration report is part of the combined management report and explains the main features of the remuneration system for the members of the Executive Board and the Supervisory Board as well as the amount and structure of the remuneration in accordance with the legal requirements of § 162 AktG and the recommendations of the German Corporate Governance Code ('DCGK').

REMUNERATION FOR THE MEMBERS OF THE EXECUTIVE BOARD

With regard to the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a new section 120a AktG was introduced. This 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 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.

The remuneration system for the members of the Management Board of the general partner of CTS KGaA resolved by the Supervisory Board with effect from 1 January 2021 was approved by the shareholders at the Annual General Meeting on 7 May 2021.

PRINCIPLES OF THE REMUNERATION SYSTEM FOR 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 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.

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. In the case of variable remuneration, the target amount is based on 100% target achievement in accordance with the contractual provisions in the employment contracts. 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 variable remuneration linked to the financial performance indicators is subject to multi-year vesting.

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 (in the event of death or disability) for the members of the Executive Board and CTS KGaA 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 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. This refers to the aforementioned 20% of the variable remuneration linked to the financial performance indicators. Provided that the planning is at least achieved in the two following years, the reduced remuneration components are compensated again. Thus, clear, verifiable and relevant performance criteria are used as a basis, 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 the personal targets 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.

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. On the other hand, pursuant to section 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). A stock option programme has not yet been set up. This maximum remuneration amounts to a total of EUR 12 million for all members of the Executive Board.

4. other features of the remuneration system

Commitments for benefits in the event of premature termination of the employment contract by the Executive Board member due to a change of control have not been contractually agreed. In the event that the CFO's employment contract is terminated prematurely without good cause within the meaning of § 626 of the German Civil Code (BGB), the CFO receives a severance payment, the amount of which corresponds to the pro rata fixed remuneration, but no more than the pro rata value of the fixed remuneration for a period of two years. The CFO's and COO's contracts include a one-year non-competition clause after termination of the contract with waiting compensation. The compensation corresponds to 100% of the fixed and variable total remunera-

tion of the last business year before termination of the contract. The income earned by the Executive Board member from self-employed, employed or other gainful employment during the term of the post-contractual non-competition clause shall be offset against the compensation. The company may waive compliance with the post-contractual non-competition clause at any time during the existence of this contract by written declaration to the Executive Board.

A claim of the company against the members of the Executive Board for repayment of the amount paid out for the variable remuneration ("clawback") if, after payment of the amount paid out, it turns out that published consolidated financial statements relating to the assessment period of the variable remuneration, If it turns out after payment of the payment amount that published consolidated financial statements relating to the assessment period of the variable remuneration were objectively incorrect and therefore had to be corrected retrospectively in accordance with the relevant accounting regulations and that no or a lower payment amount of the variable remuneration would have been made on the basis of the corrected consolidated financial statements ("clawback event"), this 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 the German Stock Corporation Act (AktG), section 84, 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. taking into account 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 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 KGaA. 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 the establishment, implementation and review of 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.

EXECUTIVE BOARD REMUNERATION 2021

In the financial year 2021, on which the total remuneration granted and owed for the year 2021 is based, or the financial year 2020 for the variable remuneration, the focus of the Executive Board's activities was on steering the company through the Corona crisis. Due to the very limited planning possibilities against the backdrop of the unclear development of the Corona crisis and the lifting of restrictions on the implementation of events, the Supervisory Board did not set any concrete sales and earnings targets for the 2020 financial year as part of the variable remuneration of the Executive Board, in deviation from the adopted remuneration system. In terms of personal goals, the focus for the members of the Executive Board was on overcoming the Corona crisis and the associated economic effects. In the 2021 financial year, the Supervisory Board decided to pay out a total of 50% of the maximum variable remuneration for the members of the Executive Board for the 2020 financial year as one-year variable remuneration due to the deviation from the commitment to planned targets. TEUR 763 to be paid out.

TOTAL REMUNERATION 2021

The total amount of remuneration granted and owed to the members of the Executive Board in the financial year was as follows 2021 at TEUR 5.069 (previous year: TEUR 6.264). The remuneration of the Executive Board members includes variable remuneration components amounting to TEUR 763 (previous year: TEUR 2.650) and fixed remuneration components of TEUR 4.306 (previous year: TEUR 3.614). The fringe benefits granted include, among other things, the provision of company cars.

In the following tables, the individual remuneration components of the members of the Executive Board, including fringe benefits, are disclosed individually for each Executive Board member, sta-

ting the values that can be achieved as a maximum if 100% of the targets are met. The remuneration "granted" and "owed" in accordance with § 162 para. 1 sentence 1 of the German Stock Corporation Act (AktG) is stated in the following tables in the financial year in which it is received ("granted") or due but not yet fulfilled ("owed").

Remuneration (in EUR) of current and former members of the Executive Board:

| Remuneration granted and owed | Klaus-Peter Schulenberg CEO | | | | |
|--|-------------------------------|---------------------|------------------|---------------------|------------------|
| | | | | | |
| | | | | | |
| | 2020 ¹ | Relative share in % | 2021 | Relative share in % | 2021 (Max) |
| Fixed remuneration | 2.100.000 | 67,4 | 2.800.000 | 84,5 | 2.800.000 |
| Ancillary services | 14.206 | 0,5 | 14.656 | 0,4 | 14.656 |
| Total (not performance-related) | 2.114.206 | 67,9 | 2.814.656 | 84,9 | 2.814.656 |
| One-year variable remuneration | 800.000 | 25,7 | 500.000 | 15,1 | 840.000 |
| Multi-year variable remuneration | 200.000 | 6,4 | 0 | 0,0 | 160.000 |
| Total (performance-related) | 1.000.000 | 32,1 | 500.000 | 15,1 | 1.000.000 |
| Total remuneration | 3.114.206 | 100,0 | 3.314.656 | 100,0 | 3.814.656 |

¹ From 1 July 2020 to 31 December 2020, 50% of the fixed remuneration was waived.

| Remuneration granted and owed | Alexander Ruoff COO | | | | |
|--|-----------------------|---------------------|----------------|---------------------|------------------|
| | | | | | |
| | | | | | |
| | 2020 ¹ | Relative share in % | 2021 | Relative share in % | 2021 (Max) |
| Fixed remuneration | 656.250 | 34,0 | 750.000 | 83,6 | 750.000 |
| Ancillary services | 22.622 | 1,2 | 23.063 | 2,5 | 23.063 |
| Total (not performance-related) | 678.872 | 35,2 | 773.063 | 86,1 | 773.063 |
| One-year variable remuneration | 1.200.000 | 62,2 | 125.000 | 13,9 | 210.000 |
| Multi-year variable remuneration | 50.000 | 2,6 | 0 | 0,0 | 40.000 |
| Total (performance-related) | 1.250.000 | 64,8 | 125.000 | 13,9 | 250.000 |
| Total remuneration | 1.928.872 | 100,0 | 898.063 | 100,0 | 1.023.063 |

¹ From 1 July 2020 to 31 December 2020, 25% of the fixed remuneration was waived. In 2020, a one-time special payment of EUR 1,000,000 was paid out.

| Remuneration granted and owed | Andreas Grandinger CFO (from 14.4.2020) | | | | |
|--|---|---------------------|----------------|---------------------|----------------|
| | | | | | |
| | | | | | |
| | 2020 ¹ | Relative share in % | 2021 | Relative share in % | 2021 (Max) |
| Fixed remuneration | 413.636 | 97,9 | 700.000 | 84,9 | 700.000 |
| Ancillary services | 8.746 | 2,1 | 18.149 | 2,2 | 18.149 |
| Total (not performance-related) | 422.382 | 100,0 | 718.149 | 87,1 | 718.149 |
| One-year variable remuneration | 0 | 0,0 | 106.250 | 12,9 | 184.167 |
| Multi-year variable remuneration | 0 | 0,0 | 0 | 0,0 | 28.333 |
| Total (performance-related) | 0 | 0,0 | 106.250 | 12,9 | 212.500 |
| Total remuneration | 422.382 | 100,0 | 824.399 | 100,0 | 930.649 |

¹ From 1 July 2020 to 31 December 2020, 25% of the fixed remuneration was waived.

| Remuneration granted and owed | Volker Bischoff CFO (until 14.4.2020) | | | | |
|--|---|---------------------|---------------|---------------------|------------|
| | | | | | |
| | | | | | |
| | 2020 | Relative share in % | 2021 | Relative share in % | 2021 (Max) |
| Fixed remuneration | 392.116 | 49,1 | 0 | 0,0 | |
| Ancillary services | 6.735 | 0,8 | 0 | 0,0 | |
| Total (not performance-related) | 398.851 | 49,9 | 0 | 0,0 | |
| One-year variable remuneration | 350.000 | 43,8 | 32.150 | 100,0 | |
| Multi-year variable remuneration | 50.000 | 6,3 | 0 | 0,0 | |
| Total (performance-related) | 400.000 | 50,1 | 32.150 | 100,0 | |
| Total remuneration | 798.851 | 100,0 | 32.150 | 100,0 | |

The remuneration deviates from the remuneration system with regard to the variable remuneration components. Due to the unpredictable development of the Corona crisis and the associated waiver of the determination of planned values for turnover and EBIT within the framework of the remuneration system of the Executive Board members, the variable remuneration was determined by the Supervisory Board as a one-year variable remuneration, so that a multi-year variable remuneration according to the remuneration system does not come into effect due to the lack of

planned values. In this respect, the ratio of fixed and variable remuneration components aimed for in the remuneration system also deviates.

The maximum remuneration set by the Supervisory Board in accordance with § 87a para. 1 sentence 2 no. 1 of the German Stock Corporation Act (AktG) and the maximum remuneration of EUR 12,000,000 approved by the Annual General Meeting for the entire Executive Board were complied with in the 2021 financial year. The maximum total remuneration for the 2021 financial year amounts to TEUR 5.768.

REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

Section 113 (3) AktG was revised by the ARUG II. Pursuant to section 113, paragraph 3, sentences 1 and 2 of the German Stock Corporation Act (AktG), the general meeting of listed companies must pass a resolution on the remuneration of the members of the supervisory board at least every four years, whereby a resolution confirming the remuneration is permissible. The remuneration system applicable to the members of the Supervisory Board since 9 May 2017 was approved by the shareholders at the Annual General Meeting on 7 May 2021.

The remuneration system is governed by Article 15 of the Articles of Association of the Company. In addition to reimbursement of their expenses, the members of the Supervisory Board receive a fixed annual remuneration payable after the end of the financial year, which is approved by resolution of the Annual General Meeting. A variable remuneration is not provided for. 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 is 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 for the members of the Supervisory Board of CTS KGaA shall be EUR 50,000 each and EUR 100,000 for the Chairman of the Supervisory Board from the 2017 financial year onwards.

SUPERVISORY BOARD REMUNERATION 2021

By resolution of the Annual General Meeting of 7 May 2021, the Supervisory Board was expanded from three of the legally required members to four members. Mr Philipp Westermeyer was elected as an additional member of the Supervisory Board at the Annual General Meeting on 7 May 2021. The fixed annual remuneration granted and owed to the ordinary members of the Supervisory Board of CTS KGaA pursuant to § 162 (1) sentence 1 of the German Companies Act (AtkG) amounts to TEUR 50 (previous year: TEUR 50) and the remuneration for the Chairman of the Supervisory Board amounts to TEUR 100 (previous year: TEUR 100). The members of the Supervisory Board of CTS KGaA received remuneration totalling TEUR 175 in the 2021 financial year (previous year: TEUR 198). No reimbursement of expenses was requested for the 2021 financial year or for 2020. In the 2019 financial year, Dr Thümmel, as a regular member of the

Supervisory Board of CTS KGaA, waived 50% of her Supervisory Board remuneration for 2017 and all subsequent years.

The members of the Supervisory Board are included in the Group-wide D&O insurance.

The remuneration granted and owed in the 2021 financial year is made up as follows: Dr Kundrun TEUR 100 (previous year: TEUR 100), Prof Plog TEUR 50 (previous year: TEUR 50), Dr Thümmel TEUR 25 (previous year: TEUR 25), Mr Westermeyer TEUR 0 (member since 21 May 2021) and Mr Spee (member until 3 July 2020) TEUR 0 (previous year: TEUR 23). In accordance with the Articles of Association, remuneration for activities in the 2021 financial year will not be granted (paid out) until after the 2022 Annual General Meeting.

Comparative presentation of the remuneration of board members and employees pursuant to § 162 (1) S.2 No. 2 AktG:

| | Change in % 2021 to 2020 | in EUR 2021 |
|--|-----------------------------|----------------|
| Total remuneration of current Executive Board members ¹ | | |
| Klaus-Peter Schulenberg, Chief Executive Officer | | |
| Fixed remuneration | 33,1 | 2.814.656 |
| Variable remuneration | -50,0 | 500.000 |
| Alexander Ruoff, Chief Operating Officer | | |
| Fixed remuneration | 13,9 | 773.063 |
| Variable remuneration | -90,0 | 125.000 |
| Andreas Grandinger, Chief Financial Officer (from 14.4.2020) | | |
| Fixed remuneration | 70,0 | 718.149 |
| Variable remuneration | n/a | 106.250 |
| Total remuneration former member of the Executive Board (until 14.4.2020) | | |
| Volker Bischoff | | |
| Fixed remuneration | -100 | 0 |
| Variable remuneration | -92,0 | 32.150 |
| ¹ From 1 July 2020 to 31 December 2020, 50% and 25% of the fixed remuneration was waived. | | |
| Total remuneration of current Supervisory Board members | | |
| Dr Bernd Kundrun | 0,0 | 100.000 |
| Prof. Jobst W. Plog | 0,0 | 50.000 |
| Dr Juliane Thümmel | 0,0 | 25.000 |
| Philipp Westermeyer (from 21 May 2021) | n/a | 0 |

Earnings development

| | | |
|--|-------|-------------|
| Annual result of CTS KGaA according to HGB | 449,7 | 74.489.302 |
| EBIT of the CTS Group according to IFRS | 334,5 | 147.581.475 |

Average employee compensation on an FTE basis

| | | |
|----------------------------|-----|--------|
| Employees of CTS KGaA | 5,8 | 76.365 |
| Employees of the CTS Group | 7,6 | 59.994 |

In determining the average remuneration of employees, permanent employees and managing directors were included. The average employee remuneration includes the employer's social security contributions. For the presentation of the change in average employee remuneration, the simplification pursuant to § 26j para. 2 sentence 2 EGAktG was used.

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Information 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 in a comprehensive privacy statement at the following link on our Virtual AGM 2022 website:

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

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