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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 attend the Annual General Meeting of our Company, which will be held

on Tuesday, 16 May 2023, starting at 10:00 CEST

at the Hotel Hafen Hamburg, Seewartenstraße 9, 20459 Hamburg, Elbkuppel.

## Agenda

- 1. Presentation of the annual financial statements and consolidated financial statements approved by the Supervisory Board, in each case as at 31 December 2022, 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 of the German Commercial Code (HGB) and section 315a of the German Commercial Code (HGB) in the management report and the report of the Supervisory Board for the financial year 2022.**

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 2022.**

The General Partner and the Supervisory Board propose that the annual financial statements of CTS Eventim AG & Co. KGaA for the financial year 2022 be adopted as presented, which show a balance sheet profit of EUR 464.603.659,33.

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

The General Partner and the Supervisory Board propose that of the net profit of EUR 464.603.659,33 shown in the annual financial statements for the 2022 financial year - consisting of the 2022 net profit of EUR 109.396.960,40 and the profit carried forward from 2021 of EUR 355.206.698,93 - an amount of EUR 101.750.778,00 be used to distribute a dividend of EUR 1,06 per dividend-bearing share as follows:

### Distribution of a dividend in the amount of EUR 1,06

per no-par share ISIN DE 0005470306 to

95.991.300 no-par value shares entitled to dividend	EUR 101.750.778,00
Profit carried forward	EUR 362.852.881,33
Balance sheet profit	EUR 464.603.659,33

The above proposal for the appropriation of profits takes into account that the Company holds 8.700 treasury shares at the time of convening the Annual General Meeting, which are not entitled to dividends. Should the number of shares entitled to dividends change between the date of publication of this invitation and the date of the Annual General Meeting, a correspondingly adjusted proposal for the appropriation of profits will be submitted to the Annual General Meeting with the dividend amount remaining unchanged, i.e. the calculated partial amount then attributable to the no-par value shares not entitled to dividends on the date of the Annual General Meeting will be carried forward to new account.

**4. Resolution on the discharge of the General Partner for the financial year 2022.**

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 2022.

**5. Resolution on the discharge of the Supervisory Board for the financial year 2022.**

The General Partner and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2022.

**6. Resolution on the election of the auditor of the financial statements and the auditor of the consolidated financial statements for the financial year 2023.**

The Supervisory Board proposes - based on the recommendation of its Audit Committee - to elect KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor of the Company's financial statements and at the same time as auditor of the consolidated financial statements for the Group for the financial year 2023. Both the recommendation of the audit committee to the supervisory board and the proposal of the supervisory board are free of undue influence by third parties. There were also no regulations within the meaning of Article 16 para. 6 of the EU Regulation on Statutory Auditors that would have restricted the possibility of selecting an auditor.

**7. Resolution on the amendment of Article 16 of the Articles of Association to include an authorisation of the General Partner to provide for the holding of a virtual General Meeting.**

As a result of the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the virtual general meeting has been permanently regulated in the Stock Corporation Act. Pursuant to § 118a para. 11 sentence 1 AktG, the Articles of Association may provide or authorise the Executive Board of the General Partner to provide that the meeting be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting). Such an authorisation of the General Partner's Management Board shall be resolved, whereby, in accordance with the provision of § 118a para. 1 sentence 1 of the German Stock Corporation Act, the authorisation to hold virtual General Meetings shall be limited to a period of five years after registration of the amendment to the Articles of Association. For future General Meetings, it shall be decided separately in each case, taking into account the circumstances of the respective individual case, whether to make use of the authorisation and to hold a General Meeting as a virtual General Meeting. The Executive Board of the General Partner will make its decisions taking into account the interests of the Company and its shareholders and, in particular, the protection of shareholders' rights as well as aspects of health protection of the participants, effort and costs as well as sustainability considerations.

The General Partner and the Supervisory Board propose to enable the future holding of the General Meetings of the Company also in virtual format and to adopt the following amendment to the Articles of Association for this purpose:

§ 16 of the Articles of Association ("Place of Meeting and Convening") shall be supplemented by a new additional paragraph 5 with the following wording:

"(5) The General Partner is authorised to provide that the General Meeting shall be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (hereinafter *virtual General Meeting*). The authorisation shall apply to the holding of virtual general meetings in a period of five years after the registration of this provision of the Articles of Association in the commercial register of the Company."

The currently valid Articles of Association are available on the Company's website at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023". They will also be accessible there during the Annual General Meeting.

**8. Resolution on an amendment to § 17 of the Articles of Association to enable the participation of Supervisory Board members in the Annual General Meeting by way of video and audio transmission.**

In principle, the members of the supervisory board attend the general meeting in person. Pursuant to § 118 para. 3 sentence 2 AktG, however, the articles of association may provide for certain cases in which participation of members of the supervisory board in the general meeting may be effected by means of video and audio transmission. Use shall be made of this possibility in order to enable participation also in situations in which a physical presence at the place of the general meeting would not be possible or would only be possible with considerable effort.

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

§ 17 of the Articles of Association ("Participation") shall be supplemented by a new additional paragraph 3 with the following wording:

"(3) The participation of members of the supervisory board in the general meeting may, in agreement with the chairman of the supervisory board, be effected by means of video and audio transmission if the supervisory board member concerned is prevented from physically attending the place of the general meeting, if the supervisory board member is domiciled abroad or if attendance at the place of the general meeting would involve an unreasonably long travel time or if the general meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies at the place of the general meeting."

The currently valid Articles of Association are available on the Company's website at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023". They will also be accessible there during the Annual General Meeting.

**9. Resolution on an amendment to § 18 of the Articles of Association to enable the exercise of shareholders' rights by means of electronic media and voting by postal ballot.**

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

a) § 18 Section of the Articles of Association ("Chairmanship of the Annual General Meeting and Voting") shall be supplemented by a new paragraph 5 with the following wording:

"(5) The General Partner is authorised to provide that shareholders may participate in the General Meeting without being present at its place and without a proxy and exercise all or some of their rights in whole or in part by means of electronic communication. The

general partner is authorised to make provisions regarding the scope and procedure of participation and exercise of rights according to sentence 1. These shall be announced with the convening of the General Meeting."

- b) § 18 Section of the Articles of Association ("Chairmanship of the Annual General Meeting and Voting") shall be supplemented by a new paragraph 6 with the following wording:

"(6) The General Partner is authorised to provide that shareholders may cast their votes without attending the General Meeting in writing or by way of electronic communication (postal vote). The general partner is authorised to make provisions on the procedure. These shall be announced with the convening of the General Meeting."

- c) The previous § 18 paragraph 5 of the Statutes becomes the new § 18 paragraph 7. The previous § 18 paragraph 6 of the Statutes becomes the new § 18 paragraph 8.

The currently valid Articles of Association are available on the Company's website at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023". They will also be accessible there during the Annual General Meeting.

#### **10. Resolution on the 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 2022 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 will be printed in the appendix to this agenda with reference to this agenda item 10 and will also be accessible on the internet at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023", as of the convening of the Annual General Meeting. Furthermore, the remuneration report will also be accessible there during the Annual General Meeting.

The General Partner and the Supervisory Board propose that the remuneration report for the financial year 2022, prepared and audited in accordance with § 162 AktG, be approved.

## **Publications of documents on the Company's website:**

From the date of the convening of the general meeting, the following are

- 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 2022 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 § 289a HGB and § 315a HGB,
- the report of the Supervisory Board on the 2022 financial year of CTS Eventim AG & Co. KGaA and the CTS EVENTIM Group,
- the proposal of the General Partner and the Supervisory Board for the appropriation of the balance sheet profit, and
- the Non-Financial Group Report 2022

accessible via the website of CTS Eventim AG & Co. KGaA at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023". In addition, copies will be available at the Annual General Meeting.

## **Requirements for participation in the Annual General Meeting and the exercise of voting rights**

Only those shareholders who register for the Annual General Meeting and provide proof of their entitlement are entitled to attend the Annual General Meeting and exercise their voting rights. The registration and proof of entitlement must be submitted to the Company at the following address

### **CTS Eventim AG & Co. KGaA**

c/o HV-Management GmbH  
PO Box 420133  
68280 Mannheim  
Fax: +49 621 37909086  
E-mail: [anmeldestelle@hv-management.de](mailto:anmeldestelle@hv-management.de)

at least six days prior to the general meeting, i.e. no later than **9 May 2023** (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 **25 April 2023** (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 attending the 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.

The registration office will send the admission tickets for the Annual General Meeting to the shareholders after receipt of the registration and the proof of shareholding. The admission tickets are merely organisational tools and do not constitute a prerequisite for attending the Annual General Meeting and exercising voting rights. To ensure timely receipt of the admission tickets, we ask our shareholders to contact their custodian bank as soon as possible and to request an admission ticket for participation in the Annual General Meeting there. In such cases, the custodian bank will usually take care of the registration and the proof of share ownership. In case of doubt, shareholders should ask their custodian bank whether it will take care of the registration and the proof of shareholding on their behalf.

## **Proxy voting**

### **a) Exercise of voting rights by proxy**

Shareholders who do not attend the Annual General Meeting in person may have their voting rights exercised by proxies, e.g. intermediaries within the meaning of section 67a para. 4 of the German Stock Corporation Act (AktG) (e.g. credit institutions), shareholders' associations, voting advisors, persons within the meaning of section 135 para. 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 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 proxy and the proof of authorisation vis-à-vis the Company also require text form (section 126b of the German Civil Code) pursuant to section 134 para. 3 sentence 3 of the German Stock Corporation Act. 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](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023".

If an intermediary within the meaning of section 67a para. 4 of the AktG, a shareholders' association, a voting advisor or another person within the meaning of section 135 para. 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 **14 May 2023**:

### **CTS Eventim AG & Co. KGaA**

c/o HV-Management GmbH

PO Box 420133

68280 Mannheim

Fax: +49 621 37909086

The same applies to the transmission of the revocation of a power of attorney transmitted in this way and its amendment.

#### **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 Annual General Meeting with the above requirements. In addition, it is mandatory that you give instructions to the proxy 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 prior to the Annual General Meeting are requested, for organisational convenience, to submit the authorisations and instructions to the following address by **14 May 2023**, 18:00 CEST (date of receipt by the Company) at the latest:

#### **CTS Eventim AG & Co. KGaA**

c/o HV-Management GmbH  
PO Box 420133  
68280 Mannheim  
Fax: +49 621 37909086

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

#### **Shareholders' rights**

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

Pursuant to section 122 para. 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 Annual General Meeting, i.e. by **15 April 2023** (24:00 CEST) at the latest, and we request that you send it to the following postal address:

#### **CTS Eventim AG & Co. KGaA**

Management  
Contrescarpe 75 A  
28195 Bremen

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 para. 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 para. 1 of the German Stock Corporation Act (AktG), submit countermotions 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. Mr. Rainer Appel  
Contrescarpe 75 A  
28195 Bremen  
Fax: +49 421 3666 290  
E-mail: [hauptversammlung@eventim.de](mailto:hauptversammlung@eventim.de)

Countermotions from shareholders, which are received at one of the stated addresses by **01 May 2023** (24ST) at the latest, stating the name of the shareholder and the reasons for the countermotion, will be made available to all shareholders on the Company's website at [www.eventim.de](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023", without undue delay after their receipt, including any statement by the management, 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 countermotion and its grounds if one of the reasons pursuant to section 126, paragraph 2, sentence 1, nos. 1 to 7 of the Stock Corporation Act applies, for example, because the countermotion would lead to a resolution of the general meeting that would be contrary to the law or the articles of association. A statement of the grounds for a countermotion need not be made available if it exceeds 5,000 characters in total.

### **Shareholders' right to information pursuant to section 131 para. 1 AktG**

Pursuant to § 131 para. 1 of the German Stock Corporation Act (AktG), each shareholder may request information from the General Partner at the Annual General Meeting regarding the Company's affairs, to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company. The general partner's duty to provide information also extends to the situation of the group and the companies included in the consolidated financial statements, also provided that it is necessary for the proper assessment of the item on the agenda. Requests for information are generally to be made orally during the discussion at the general meeting.

The general partner may refrain from answering individual questions for the reasons stated in § 131 para. 3 AktG. Pursuant to Article 18 para. 2 of the Articles of Association of the Company, the chairman of the meeting is authorised to impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he is authorised, at the beginning of the general meeting or during its course, to set an appropriate time limit for the entire course of the general meeting, for the individual item on the agenda or for the individual speaker.

### **Publications on the Company's website**

The documents to be made available to the General Meeting, more detailed explanations of the shareholder rights set out in the section "Shareholders' rights" above and further information pursuant to § 124a AktG, including this notice of the 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](http://www.eventim.de) in the section "Corporate Website" / "Investor Relations" / "Annual General Meeting", there "Annual General Meeting 2023", as soon as possible after the convening of the Annual General Meeting.



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

At the time of the announcement of the convening of the Annual 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 pro rata 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 Annual General Meeting is 96.000.000. At the time of the convening of this 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 2023

CTS Eventim AG & Co. KGaA

EVENTIM Management AG as general partner

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**Annex to agenda item 10**

**REMUNERATION REPORT**

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 stipulates 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 27 June 2022.

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

financial year 2021 was approved by the shareholders at the Annual General Meeting on 12 May 2022.

## **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 for the members of the Executive Board (in the event of death or disability) 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 are the development of turnover and EBIT in accordance with the approved annual planning and, in addition, individual targets for each member of the Executive Board, which are provided with multi-year bonus and malus incentives.

If the planned turnover or EBIT targets are not met, the respective bonus component is reduced on a percentage basis by the corresponding deviation from the plan up to a maximum of 50% of the respective variable remuneration. If the target is undershot by more than 50%, the corresponding bonus entitlements are forfeited.

The malus regulation provides that in the event of a shortfall of more than 10% in the turnover or EBIT planning for a financial year, the target value for the next financial year for the respective variable remuneration component is reduced disproportionately by 20%. Provided that the planning is at least achieved in the two following years, the reduced remuneration components are compensated again. The variable remuneration thus contains multi-year remuneration components that are linked to the sustainable development of the financial performance indicators. The variable remuneration components have maximum limits in terms of amount and take into account positive and negative developments. They are based on clear and relevant performance criteria, which are reviewed by the Supervisory Board on an ongoing basis.

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.

### **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 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). 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. The contracts of the CFO and COO include a one-year non-competition clause after termination of the contract with compensation for waiting. The compensation corresponds to 100% of the fixed and variable total remuneration 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.

When appointing members of the Executive Board and determining the duration of their contracts, the Supervisory Board observes the provisions of section 84 of the German Stock Corporation Act (AktG). 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.

With regard to the remuneration-related recommendations of the Government Commission on the German Corporate Governance Code in the current version of the GCGC of 28 April 2022 in relation to points G.6 (Proportion of long-term variable remuneration), G.10 (Long-term variable remuneration) and G.11 (Possibility of retaining and reclaiming variable remuneration components), CTS KGaA deviates from the respective recommendations. The reason for this is the fact that the employment contracts currently agreed with the members of the Management Board of EVENTIM Management AG do not provide for corresponding regulations. On the one hand, in the view of the Supervisory Board of CTS KGaA, the current system of variable remuneration has proven its worth over a long period of time. On the other hand, the pursuit of a long-term and sustainably positive corporate development is ensured in particular by the fact that the Chairman of the Management Board is himself indirectly a major shareholder of the company. In this respect, it can be assumed that the interests of the executive board and the shareholders are congruent.

Irrespective of this, the Supervisory Board regularly reviews the existing system of variable remuneration. The aim is to take the recommendations of the GCGC into account in the future when concluding new employment contracts and when extending existing ones. Due to an amendment to the Articles of Association resolved at the Annual General Meeting 2021, the possibility has already been created to set up a stock option programme within the framework of the conditional capital, which complies with the requirements of recommendations G.6, G.10 and G.11.

## **5. CONSIDERATION OF THE REMUNERATION AND EMPLOYMENT CONDITIONS OF WORKERS IN THE DETERMINATION OF 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 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.

## **EXECUTIVE BOARD REMUNERATION 2022**

In the 2022 financial year underlying the total remuneration granted and owed for the 2022 financial year, or for the variable remuneration for the 2021 financial year, the focus of the Executive Board's activities was on steering the company through the Corona crisis and restarting the business after the Corona restrictions were lifted, due to the ongoing Corona crisis. Due to the conditions associated with the Corona aid received in Germany, no variable remuneration was paid for the 2021 financial year. As a result, the ratio of the individual remuneration components provided for in the remuneration system also deviates.

## **TOTAL REMUNERATION 2022**

The total amount of remuneration granted and owed to the members of the Executive Board in financial year 2022 at TEUR 4,306 (previous year: TEUR 5,069). The variable remuneration for the 2021 financial year included in this amount is as follows TEUR 0 (previous year: TEUR 763). The fringe benefits granted include, among other things, the provision of company cars. No remuneration was paid to former members of the Executive Board in the reporting year.

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, stating the values that could have been achieved as a maximum if 100% of the targets had been 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:

**Klaus-Peter Schulenberg | CEO**

Remuneration granted and Remuneration owed	2021	Relative share in %	2022	Relative share in %	2022 (Max)
Fixed remuneration	2.800.000	84,5	2.800.000	99,5	2.800.000
Ancillary services	14.656	0,4	14.585	0,5	14.585
<b>Total (independent of profit)</b>	<b>2.814.656</b>	<b>84,9</b>	<b>2.814.585</b>	<b>100,0</b>	<b>2.814.585</b>
One-year variable remuneration	500.000	15,1	0	0,0	0
Multi-year variable remuneration	0	0,0	0	0,0	0
<b>Total (performance-related)</b>	<b>500.000</b>	<b>15,1</b>	<b>0</b>	<b>0,0</b>	<b>0</b>
<b>Total remuneration</b>	<b>3.314.656</b>	<b>100,0</b>	<b>2.814.585</b>	<b>100,0</b>	<b>2.814.585</b>

**Alexander Ruoff | COO**

Remuneration granted and Remuneration owed	2021	Relative share in %	2022	Relative share in %	2022 (Max)
Fixed remuneration	750.000	83,6	750.000	97,0	750.000
Ancillary services	23.063	2,5	23.009	3,0	23.009
<b>Total (not performance-related)</b>	<b>773.063</b>	<b>86,1</b>	<b>773.009</b>	<b>100,0</b>	<b>773.009</b>
One-year variable remuneration	125.000	13,9	0	0,0	0
Multi-year variable remuneration	0	0,0	0	0,0	0
<b>Total (performance-related)</b>	<b>125.000</b>	<b>13,9</b>	<b>0</b>	<b>0,0</b>	<b>0</b>
<b>Total remuneration</b>	<b>898.063</b>	<b>100,0</b>	<b>773.009</b>	<b>100,0</b>	<b>773.009</b>

## Andreas Grandinger | CFO

Remuneration granted and Remuneration owed	2021	Relative share in %	2022	Relative share in %	2022 (Max)
Fixed remuneration	700.000	84,9	700.000	97,5	700.000
Ancillary services	18.149	2,2	18.047	2,5	18.047
<b>Total (not performance-re- lated)</b>	<b>718.149</b>	<b>87,1</b>	<b>718.047</b>	<b>100,0</b>	<b>718.047</b>
One-year variable remunera- tion	106.250	12,9	0	0,0	0
Multi-year variable remunera- tion	0	0,0	0	0,0	0
<b>Total (performance-related)</b>	<b>106.250</b>	<b>12,9</b>	<b>0</b>	<b>0,0</b>	<b>0</b>
<b>Total remuneration</b>	<b>824.399</b>	<b>100,0</b>	<b>718.047</b>	<b>100,0</b>	<b>718.047</b>

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 for the entire Executive Board approved by the Annual General Meeting were not exceeded in the financial year 2022. 2022 financial year. The maximum total remuneration for the financial year 2022 amounts to TEUR 4.306 (previous year: TEUR 5.768).

### **BENEFIT COMMITMENTS FOR THE TERMINATION OF EXECUTIVE BOARD ACTIVITIES**

Mr Andreas Grandinger resigned from the Executive Board at the end of 31 December 2022. As of 14 January 2023, Mr Andreas Grandinger is released from his duties. All benefits, including fringe benefits according to the service contract, will be granted until the end of the contract (13 April 2023) in accordance with the contract. Additional or special benefits have not been agreed. With regard to the pro rata variable remuneration for the 2023 financial year, Mr Andreas Grandinger will be placed on an equal footing with the existing Executive Board, whereby a target achievement level of 100% has been set for the personal targets. The variable remuneration for the 2023 financial year is calculated pro rata temporis. There is no post-contractual non-competition clause after the end of the employment contract.



## **REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD**

Section 113 para. 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. Supervisory Board members who have only been members of 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 2022**

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 a further member of the Supervisory Board at the Annual General Meeting on 7 May 2021. Prof. Jobst W. Plog (Hamburg) was a member of the Supervisory Board from 1 January to 12 May 2022, and Dr. Cornelius Baur (Munich) from 12 May 2022. The fixed annual remuneration for the ordinary members of the Supervisory Board of CTS KGaA is EUR 50.000 (previous year: EUR 50,000) and the remuneration for the Chairman of the Supervisory Board is EUR 100.000 (previous year: EUR 100.000). The members of the Supervisory Board of CTS KGaA received in the financial year 2022 remuneration totalling TEUR 208 (previous year: TEUR 175). A reimbursement of expenses was agreed for the 2022 financial year in the amount of KEUR 1 (previous year: KEUR 0) was requested for the 2022 financial year. As a regular member of the Supervisory Board of CTS KGaA, Dr Schulenberg waived 50% of her Supervisory Board remuneration for 2017 and all subsequent years in the 2019 financial year.

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

The remuneration "granted" and "owed" pursuant to section 162 para. 1 sentence 1 of the German Stock Corporation Act (AktG) is stated in the financial year in which it is received ("granted") or due but not yet fulfilled ("owed"). The remuneration granted and owed in the financial year 2022 breaks down as follows: Dr Kundrun TEUR 100 (previous year: TEUR 100), Dr. Baur TEUR 0 (member since 12 May 2022), Prof. Plog (member until 12 May 2022) TEUR 50 (previous year: TEUR 50), Dr Schulenberg TEUR 25 (previous year: TEUR 25), Mr Philipp Westermeyer TEUR 33 (previous year: TEUR 0).

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

	<b>Change in %</b>	<b>Change in %</b>	<b>in EUR</b>
<b>Total remuneration of current Executive Board members<sup>1</sup></b>	<b>2021 to 2020</b>	<b>2021 to 2022</b>	<b>2022</b>
<b>Klaus-Peter Schulenberg, Chief Executive Officer<sup>1</sup></b>			
Fixed remuneration	33,1	0,0	2.814.585
Variable remuneration	-50,0	-100,0	0
<b>Alexander Ruoff, Chief Operating Officer<sup>2</sup></b>			
Fixed remuneration	13,9	0,0	773.009
Variable remuneration	-90,0	-100,0	0
<b>Andreas Grandinger, Chief Financial Officer (from 14.4.2020)<sup>2</sup></b>			
Fixed remuneration	70,0	0,0	718.047
Variable remuneration	n/a	-100,0	0

<sup>1</sup> From 1 July 2020 to 31.12.2020, 50% of the fixed remuneration was waived.

<sup>2</sup> From 1 July 2020 to 31 December 2020, 25% of the fixed remuneration was waived.

<b>Total remuneration of current Supervisory Board members</b>	<b>Change</b>	<b>Change</b>	<b>in EUR</b>
	<b>in %</b>	<b>in %</b>	
	<b>2021 to 2020</b>	<b>2022 to 2021</b>	<b>2022</b>
Dr Bernd Kundrun	0,0	0,0	100.000
Dr Cornelius Baur (from 12 May 2022)	n/a	n/a	0
Prof. Jobst W. Plog (until 12 May 2022)	0,0	0,0	50.000
Dr Juliane Schulenberg	0,0	0,0	25.000
Philipp Westermeyer (from 21 May 2021)	n/a	n/a	33.333

<b>Earnings development</b>	<b>Change</b>	<b>Change</b>	<b>in EUR</b>
	<b>in %</b>	<b>in %</b>	
	<b>2021 to 2020</b>	<b>2022 to 2021</b>	<b>2022</b>
Annual result of CTS KGaA according to HGB	449,7	46,9	109.396.960
EBIT of the CTS Group according to IFRS	334,5	116,1	318.957.986

<b>Average employee compensation on an FTE basis</b>	<b>Change</b>	<b>Change</b>	<b>in EUR</b>
	<b>in %</b>	<b>in %</b>	
	<b>2021 to 2020</b>	<b>2022 to 2021</b>	<b>2022</b>
Employees of CTS KGaA	5,8	29,2	98.662
Employees of the CTS Group	7,6	37,8	82.665

The significant increase in the average remuneration of employees is the result of one-off payments and back payments based on the good results of the CTS Group in both the Live Entertainment and Ticketing segments in the year under review, after pandemic-related short-time allowances and salary waivers.

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.

## **Report of the independent auditor on the audit of the remuneration report pursuant to section 162 para. 3 AktG**

To CTS Eventim AG & Co. KGaA, Munich,

### **Audit opinion**

We have formally audited the remuneration report of CTS Eventim AG & Co. KGaA, Munich, for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to section 162 para. 1 and para. 2 AktG were made in the remuneration report. In accordance with section 162 para. 3 of the AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the provisions of section 162 para. 1 and para. 2 of the AktG. Our audit opinion does not cover the content of the remuneration report.

### **Basis for the audit opinion**

We conducted our audit of the remuneration report in accordance with section 162 para. 3 AktG and IDW Auditing Standard: The audit of the remuneration report in accordance with section 162 (3) AktG (IDW PS 870 (08.2021)). Our responsibility under that provision and standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in Auditing Practice (IDW QS 1). We have complied with the professional duties pursuant to the Auditors' Code and the Professional Statutes for Auditors / Sworn Auditors including the requirements for independence.

### **Responsibility of the Executive Board and the Supervisory Board**

The executive board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of § 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

## Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to § 162 para. 1 and para. 2 AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 para. 1 and para. 2 AktG. In accordance with section 162 para. 3 of the AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Hamburg, 15 March 2023

KPMG AG

Auditing firm

Thiele

German Public Accountant

ppa. Rienecker

German Public Auditor

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## 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 Annual General Meeting or grant a proxy, we will collect the personal data from you and/or your proxy which you provide to us or have provided to us when registering for the Annual General Meeting or which is provided to us by a credit institution.

The purpose of data processing in this context is to organise and conduct the Annual General Meeting and to fulfil 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 Annual 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 AGM 2023 website:**

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

We will also be happy to send them to you on request.