

Corporate Governance statement in accordance with Sections 289 f and 315d of the German Commercial Code (HGB)

Declaration of compliance with the German Corporate Governance Code (GCGC) by the general, personally liable partner and by the Supervisory Board of CTS Eventim AG & Co. KGaA, in accordance with Section 161 of the Stock Corporation Act (AktG)

Since submitting the last declaration of compliance dated 10 November 2022, and up to 14 May 2023, CTS Eventim AG & Co. KGaA CTS EVENTIM AG complied with the recommendations of the Government Commission on the German Corporate Governance Code (the 'Code') in the version dated 28 April 2022, with the exception of the recommendations listed below:

B.5 (age limit for members of the Management Board), C.2 (age limit for members of the Supervisory Board), D.4 (Nomination Committee), F.2 (publication of interim financial information within 45 days from the end of the reporting period), G.6 (share of variable remuneration for achieving long-term targets), G.10 (long-term variable remuneration) and G.11 (option to retain or reclaim variable remuneration components).

From 15 May 2023 to this day, CTS Eventim AG & Co. KGaA has complied with the recommendations in the Code, with the exception of the recommendations listed below:

B.5 (age limit for members of the Management Board), C.2 (age limit for members of the Supervisory Board), F.2 (publication of interim financial information within 45 days from the end of the reporting period), G.6 (share of variable remuneration for achieving long-term targets), G.10 (long-term variable remuneration) and G.11 (option to retain or reclaim variable remuneration components).

The Management and Supervisory Board declare that CTS Eventim AG & Co. KGaA still complies with and shall continue to comply with the new version of the Code, with the aforementioned exceptions.

For further details as well as explanations and reasons for the aforementioned differences, reference is made to the following Corporate Governance statement pursuant to Sections 289f and 315d HGB, which is made available as part of the Company's Annual Report on its website.

The declaration of compliance for 2023 is also placed permanently in the public domain on the Company's website at <https://corporate.eventim.de/en/investor-relations/corporate-governance/>.

14 November 2023

On behalf of the Supervisory Board

Dr Bernd Kundrun, Chair of the Supervisory Board

On behalf of the Corporate Management

Klaus-Peter Schulenberg, CEO of EVENTIM Management AG

A. Remuneration paid to members of the Management Board and Supervisory Board / Availability of the remuneration system, remuneration report and remuneration resolution

The remuneration paid to members of the Management Board and Supervisory Board is disclosed annually in the remuneration report pursuant to stock corporation law, in accordance with the statutory provisions and the German Corporate Governance Code (the 'Code').

According to Section 120a (1) of the German Stock Corporation Act (*Aktiengesetz – AktG*), the Annual Shareholders' Meeting of listed companies shall adopt a resolution on approval for the remuneration system for members of the Management Board as presented to the Supervisory Board each time there is a material change in the remuneration system, but at least every four years. The Annual Shareholders' Meeting of CTS Eventim AG & Co. KGaA held on 7 May 2021 approved the remuneration system for the Management Board applicable from 2021 with a majority of 85.35%, in accordance with Section 87a (1) AktG. The remuneration system and the respective resolutions are in the public domain on the <https://corporate.eventim.de/en/investor-relations/general-meeting/> website, under 'Shareholders' Meeting 2021'.

The remuneration of members of the Supervisory Board is specified in Section 15 (Remuneration) of the Articles of Association of CTS Eventim AG & Co. KGaA. According to Section 113 (3) AktG, a resolution on the remuneration of the Supervisory Board members must be adopted by listed companies at least once every four years; a resolution that simply reaffirms the existing remuneration system is permissible. The Annual Shareholders' Meeting of CTS Eventim AG & Co. KGaA held on 7 May 2021 reaffirmed the remuneration rules for members of the Supervisory Board with a majority of 99.75%. The remuneration system for the members of the Supervisory Board, and the respective resolutions, are in the public domain on the <https://corporate.eventim.de/en/investor-relations/general-meeting/> website, under 'Shareholders' Meeting 2021'.

According to Section 120a (4) AktG, the Shareholders' Meeting of listed companies shall decide on approval of the remuneration report for the previous financial year prepared and audited in accordance with Section 162 AktG. The remuneration report for the 2022 financial year, detailing the remuneration of members of the Company's committees, and the respective auditor's opinion on the formal audit stipulated by law and on the additional substantive audit are in the public domain on the <https://corporate.eventim.de/en/investor-relations/general-meeting/> website, under 'Shareholders' Meeting 2023'. The remuneration report for the 2023 financial year, to which the auditor's opinion is attached, will likewise be placed in the public domain on the <https://corporate.eventim.de/en/investor-relations/corporate-governance/> website, under 'Remuneration reports'.

With regard to recommendations G.6 (share of variable remuneration for achieving long-term targets), G.10 (variable share-based remuneration for achieving long-term targets) and G.11 (possibility of withholding and reclaiming variable remuneration components), the Company deviates from the respective recommendations. This is due to the fact that the employment contracts currently concluded with the Management Board members of the personally liable shareholder do not include provisions relating to those aspects. In the view of the Supervisory Board of the general partner, the current system of variable remuneration has proven itself well over a long period of time. The pursuit of long-term and sustainably positive company growth is ensured, in particular, by the fact that the CEO of the personally liable shareholder is indirectly a major shareholder of the company himself. In that respect, it may be assumed that there is a congruence of interests between the Corporate Management and the shareholders.

Irrespective of that, the Supervisory Board of the general partner regularly reviews the existing system of variable remuneration. Efforts shall be made to take the recommendations of the Code into consideration in the future when concluding new and renewing existing employment contracts. It is intended, accordingly, to present a modified system for the remuneration of Management Board members (remuneration system 2024) to the Shareholders' Meeting for approval, in which recommendations G.6 (share of variable remuneration for achieving long-term targets) and G.11 (possibility of withholding and reclaiming variable remuneration components) are taken into account. The only remaining deviation from the recommendations of the Code would then concern recommendation G.10 (variable share-based remuneration for achieving long-term targets).

B. Corporate governance practices of CTS Eventim AG & Co. KGaA and the CTS Group

The main corporate governance practices engaged in by CTS Eventim AG & Co. KGaA and the CTS Group are as follows:

Compliance

Compliance at CTS Eventim AG & Co. KGaA is viewed as a fundamental element for well-functioning and ethical corporate governance. Acting with business integrity is an important factor in being perceived as a trustworthy business partner and employer.

To ensure adherence to essential compliance requirements, CTS Eventim AG & Co. KGaA operates a compliance management system (CMS) that was created on the basis of the 'Principles Governing the Proper Auditing of Compliance Management Systems' issued by the German Institute of Chartered Public Accountants (IDW) as IDW PS 980.

The purpose of the CMS is to prevent breaches of legal and ethical principles in business transactions and thus to maintain trust in the reputation of CTS Eventim AG & Co. KGaA and to protect the value of the Company. At the same time, the principles laid down by the system are a source of orientation and support for those who work for the Company.

On the basis of a risk-centred approach, appropriate Group guidelines have been drawn up and published throughout the Group in the subsidiaries under its control. CTS Eventim AG & Co. KGaA has installed an independent, impartial and confidential whistleblower system for the entire CTS Group. Employees, customers, suppliers or other third parties thus have an opportunity to draw attention to potential cases of non-compliance via confidential reporting channels and thus to help clear up such cases. Potential human rights violations and environmental offences, including serious risks in those respects, can also be reported through the whistleblower system. The fundamental principles of whistleblower management include protecting the whistleblower against reprisals and ensuring fair procedure.

The structure and procedural organisation of the CMS is routinely checked and adjusted when the need arises.

Code of Conduct

CTS Eventim AG & Co. KGaA has defined its understanding of behaving with integrity in a Code of Conduct that has binding force throughout the Company. This Code of Conduct serves as a central guide for all professional activities and business activities and business relationships with regard to behaviour towards colleagues and business partners, in order to prevent corruption and conflicts of interest, and to further environmental and climate protection. All the employees of the Group, as well as business partners and suppliers, are called upon to take these principles of conduct into account in their company policies. The Code of Conduct therefore sets minimum standards that apply across countries, societies and legal systems.

Sustainability

The CTS Group is not only committed to its shareholders, customers and business partners, but also sees sustainability and a sense of responsibility towards society and the environment as essential cornerstones of entrepreneurial activity. As a corporate group operating internationally in the ticketing and live entertainment industry, the Company has many different points of contact with a wide range of stakeholders. These include performers, promoters and ticket buyers as well as existing and potential employees, but also civil society actors and the environment. The CTS Group is constantly and systematically seeking ways of making a positive contribution towards sustainability for all concerned.

A new materiality assessment was conducted in 2022, due to business having to re-start after pandemic-related measures were lifted. For the CTS Group, the relevant materiality topics according to the CSR Directive Implementation Act (CSR-RUG) and the Non-Financial Reporting Directive (NFRD) are consumers and end users, governance, ethical business practices, data protection and information security. After careful examination and monitoring of business processes, it was established that no significant topics had newly arisen or become inapplicable in the 2023 financial year.

The CTS Group believes that providing information about steps taken and progress achieved in its main areas of activity is not only a duty, but also an opportunity. In this way, valuable knowledge can be gained

about the risks and opportunities that lie in corporate value creation. In addition to the long-term economic objectives, the Company's corporate strategy gives due consideration to environmental and social objectives also, so sustainability-related objectives are also included in corporate planning.

The CTS Group reports separately on non-financial aspects of its activities in accordance with the Strengthening Non-financial Reporting of Companies Act (CSR Directive Implementation Act). Based on its statutory options, the Company has decided to prepare a non-financial Group report separately from the combined management report, in accordance with Sections 315b, 315c in conjunction with Sections 289c-289e of the German Commercial Code.

Further details can be found in the Non-Financial Report of the CTS Group, available at <https://corporate.eventim.de/en/investor-relations/corporate-governance/>, under 'Group Non-Financial Report pursuant to Section 315b HGB'.

Human resources policy

The basis for the success of any company is found in the minds of its employees. The strategy pursued by the CTS Group is to systematically and continuously renew and extend the knowledge available within its own organisation by means of recruitment, training programmes and by fostering talented people. One aim is systematically to identify and promote all the human resource potential that exists throughout the Group. In a variety of feedback formats, employees receive feedback on their professional and personal competencies.

Following a pause dictated by the coronavirus pandemic, the further training programmes offered by the CTS Group have been redesigned and are being rolled out successively. Areas for individual development are identified and addressed at bilateral meetings. Language courses and key skills training are also offered. The personnel development programmes for specific target groups are also being redesigned, piloted and offered step-by-step to the individual target groups.

On their way to more responsibility, managers are increasingly supported with individual coaching. For the Company, in-house initial training is an additional element in covering our current and future demand for skilled personnel.

The CTS Group rigorously pursues the aim of being seen both nationally and internationally as an attractive employer. To achieve that goal, human resources management focuses on flat hierarchies, good prospects for development, and a productive working climate in intercultural teams.

The Head of Human Resources Management reports directly to the CEO of the general partner. The human resources strategy is developed in consultation and agreement with the management. In this way, employee interests can be brought directly into key decision-making processes. The Human Resources (HR) department is an internal service provider for all the subsidiaries in the Ticketing segment and for some of the subsidiaries in the Live Entertainment segment. Human resources management in the international subsidiaries is based on a common framework, with the aid of which the subsidiaries are able to shape the respective processes in their own HR management.

Risk management

The risk management system of CTS Eventim AG & Co. KGaA and the CTS Group is an integral part of central and local planning, management and monitoring and adheres to uniform Group standards. The risk management system is integrated as a continuous process (control loop) into business processes, its aim being to systematically identify, assess, control and document material risks, as well as risks that threaten the continued existence of the company as a going concern. Risk management is carried out at the operational process, business unit and company level in the various segments and subsidiaries, and also includes sustainability-related objectives.

Further details can be found in the Risk Report section of the CTS Eventim AG & Co. KGaA Annual Report.

C. Disclosures concerning the workings of the Management Board and Supervisory Board of CTS Eventim AG & Co. KGaA

I. Management structure

Corporate governance of CTS Eventim AG & Co. KGaA, as a German partnership limited by shares and listed on the stock exchange, is regulated first and foremost by the German Commercial Code (Handelsgesetzbuch – HGB) and by the German Stock Corporation Act (Aktiengesetz – AktG) and secondly by the recommendations of the German Corporate Governance Code.

In accordance with the statutory regulations and the Company's articles of association, CTS Eventim AG & Co. KGaA operates a 'dual management system' characterised by strict separation of the general partner and its Management Board (referred to hereinafter as the 'Corporate Management'), as the managing body, and the Supervisory Board, as the monitoring body. The Corporate Management and the Supervisory Board work closely together in the interest of the Company. The Annual Shareholders' Meeting, as the decision-making body of the shareholders, is responsible for fundamental decisions relating to the Company. Together, these three bodies are committed in equal measure to the welfare of the Company and the interests of the shareholders.

II. Supervisory Board

In accordance with the provisions of Sections 96 (1) and 101 (1) Sentence 1 AktG and Section 11 (1) of the Company's Articles of Association, the Supervisory Board of CTS Eventim AG & Co. KGaA consists of four members to be elected by the Annual Shareholders' Meeting. At the Annual Shareholders' Meeting held on 12 May 2022, the Supervisory Board was newly elected as scheduled for the period until the end of the Annual Shareholders' Meeting that formally approves the activities of the Supervisory Board in the 2024 financial year.

The following persons were elected by the Annual Shareholders' Meeting as members of the Supervisory Board of CTS Eventim AG & Co. KGaA:

- Dr Bernd Kundrun, Hamburg
- Dr Cornelius Baur, Munich
- Dr Juliane Schulenberg, Hamburg
- Mr Philipp Westermeyer, Hamburg

The members of the Supervisory Board are all shareholder representatives. There are no former members of the Management Board of CTS Eventim AG & Co. KGaA on the Supervisory Board. Further information, in particular the CVs of the elected persons and disclosures pursuant to Section 125 (1) Sentence 5 AktG, can be found on the website of CTS Eventim AG & Co. KGaA at <https://corporate.eventim.de/en/company/management-bodies/>. The term of office of Supervisory Board members is also published on the aforementioned website. At the Supervisory Board meeting immediately following its election by the Annual Shareholders' Meeting, Dr Kundrun was elected as Chair of the Supervisory Board and Dr Baur as his deputy for the duration of their term of office on the Supervisory Board. Dr Kundrun and Dr Baur were also elected to the Audit Committee of the Supervisory Board, and Dr Baur as its Chair. On 15 May 2023, a Human Resources and Nomination Committee was set up by the Supervisory Board, with Dr Schulenberg as Chairwoman and Dr Kundrun as a member.

The Supervisory Board advises the Corporate Management on managing the company and supervises its activities. The Supervisory Board of the general partner, comprising the same persons, appoints and dismisses the members of the Management Board, decides on the compensation system for members of the Management Board and specifies the total compensation that each receives. The Supervisory Board is involved in all decisions of fundamental importance for CTS Eventim AG & Co. KGaA.

The Supervisory Board makes decisions on a regular basis at meetings and on the basis of detailed documents. The members of the Supervisory Board may also participate at meetings by telephone or video conference; however, that is not the rule. The Supervisory Board meets regularly, also without the Corporate Management, not only on matters concerning the Management Board and the Supervisory

Board, but also on strategic, planning and business development issues. The Supervisory Board is informed by the Corporate Management regularly, promptly and comprehensively about all relevant topics. In addition, the Chair of the Board of Management of the general partner informs the Chair of the Supervisory Board routinely and promptly, also between meetings, about important business transactions and coordinates significant decisions with him/her. The Chair of the Supervisory Board coordinates the work of the Supervisory Board, chairs its meetings and represents the interests of the Supervisory Board externally. He/She is willing, as a basic principle, to discuss issues specific to the Supervisory Board with investors.

The Supervisory Board regularly evaluates how effectively it fulfils its duties, *inter alia* by means of a questionnaire.

The members of the Supervisory Board ensure that they have sufficient time to discharge their responsibilities, and make use of the initial and further training at their own behest. The Company provides them with appropriate support in that regard by sending information about initial and further training opportunities to members of the Supervisory Board at regular intervals. New members of the Supervisory Board are familiarised in detail with its work. None of the Supervisory board members holds more than five Supervisory Board offices for listed companies that are not in the Group, whereby a chairpersonship counts double. For details on participation of individual Supervisory Board members at the Supervisory Board meetings of the Company, and on any initial and further training measures carried out, reference is made to the Supervisory Board report included in the Annual Report of CTS Eventim AG & Co. KGaA.

The Supervisory Board has adopted standing orders which lay down the principles governing how members of the Supervisory Board work together. Since 9 June 2021, the standing orders of the Supervisory Board also provide for the formation of committees. An Audit Committee was accordingly appointed, and a Human Resources and Nomination Committee was set up on 15 May 2023. The standing orders of the Supervisory Board are available on the Company's website at <https://corporate.eventim.de/en/investor-relations/corporate-governance/>.

The auditor of the annual financial statements supports the Supervisory Board in monitoring the management of the Company, in particular in auditing the accounts and monitoring the control and risk management systems relating to accounting. The auditor's opinion informs the equity market that the accounts are properly kept in accordance with statutory regulations. The Supervisory Board has agreed with the auditor of the annual financial statements that the auditor shall immediately inform the Board of all its findings and occurrences of relevance to its tasks and which become known to the auditor while conducting the audit, and that the auditor shall inform the Board and note in the audit report if the auditor, while conducting the audit, establishes facts which show a misstatement in the declaration on compliance with the German Corporate Governance Code made by the general partner and the Supervisory Board. In addition, the Supervisory Board evaluates the quality of the audit on a regular basis.

a) Objectives, competence profile and implementation status

The Supervisory Board discussed its specific company-specific objectives, and the profile of skills and expertise for its composition, most recently in November 2022. These objectives take into account the international activities of the Company, potential conflicts of interest, the number of independent Supervisory Board members, and diversity, in particular the appropriate participation of women. According to its competence profile, the Supervisory Board as a whole shall have the knowledge, skills and professional experience required to properly perform its duties. The profile of skills and expertise for the Supervisory Board also now includes, as a requirement, expertise on the sustainability issues relevant to the enterprise. The current implementation status of the skills and expertise profile is disclosed in the following qualification matrix.

	Dr. Bernd Kundrun	Dr. Cornelius Baur	Dr. Juliane Schulenberg	Philipp Westermeyer
Supervisory Board	Chair of the Supervisory Board	Vice-Chair of the Supervisory Board	Member	Member
Audit Committee	Member	Chair	-	-
Human Resources and Nomination Committee	Member	-	Chair	-
Member of the Supervisory Board since	2010	2022	2016	2021
Independence pursuant to GCGC	✓	✓		✓
Mandates in statutory domestic supervisory boards (including the mandates in the CTS Eventim Group)	2	3	2	2
Mandates in similar bodies	3	-	-	2
General personal requirements (integrity, understanding, motivation and dedication, analytical skills, negotiation skills, openness, availability)	✓	✓	✓	✓
Gender	male	male	female	male
Year of birth	1957	1962	1977	1979
Nationality	German	German	German	German
International experience	✓	✓	✓	✓
Education and training	Businessman	Businessman	Lawyer	Businessman
Occupation/Profession	Managing Partner	CEO	Consultant	Managing Partner
Media, event and entertainment expertise	✓	✓	✓	✓
IT / eCommerce expertise	✓	✓	✓	✓
Sales	✓	✓	-	✓
International markets	✓	✓	✓	✓
Customers and competitors	✓	✓	✓	✓
Accounting	✓	✓	-	✓
Auditing	✓	✓	-	✓
Corporate planning	✓	✓	✓	✓
Corporate finance	✓	✓	-	✓
Capital market issues	✓	✓	-	✓
Business management processes and their optimisation	✓	✓	-	✓
Corporate strategy development / implementation	✓	✓	✓	✓
Change management processes	✓	✓	✓	✓
M&A processes	✓	✓	-	✓
Experience working on supervisory boards and committees	✓	✓	✓	✓
Experience in managing growing organisations	✓	✓	-	✓
Knowledge of internal organisation and processes	✓	✓	-	✓
Knowledge in the field of corporate governance	✓	✓	✓	✓
Expertise on sustainability issues relevant to the enterprise	✓	✓	✓	✓
Accounting expert within the meaning of Section 100 (5) AktG	✓	✓	-	✓
Auditing expert within the meaning of Section 100 (5) AktG	-	✓	-	✓

All members of the Supervisory Board shall also meet the personal competence requirements needed to carry out their tasks. The Supervisory Board as a whole shall also be familiar with the sector of industry in which the Company operates. The necessary professional competence shall also be provided by at least one member. The objectives and the competence profile are part of the diversity concept for the composition of the Supervisory Board.

Internationality

Every member of the Supervisory Board must have an open attitude towards the international orientation of the Company. At least one member should specifically embody the international orientation and therefore have special international experience.

Women

On 1 May 2015, the 'Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector Act' (FüPoG) entered into force, which was further developed and improved by the 'Second Leadership Positions Act' (FüPoG II) that entered into force on 12 August 2021. In accordance with said law, we report on our goals and on the current implementation status: The target of having a percentage of women on the Supervisory Board of at least 30% (target figure) by the year 2021 was achieved by the time the Supervisory Board was enlarged from three to four members in 2021. For the following years until 2026, the Supervisory Board has set the target figure for the percentage of women on the Supervisory Board at 25%. The target figure equals the full number of persons and is not less than the percentage achieved.

Age limit and term of membership

A fixed age limit for members of the Supervisory Board has not yet been set by the Supervisory Board, as the objectives and competence profile for the composition of the Supervisory Board can basically be ensured irrespective of age, extensive experience may play a special role in that regard, and because the Company sees no reason, especially with regard to diversity, to limit the options available to the Annual Shareholders' Meeting when appointing the Supervisory Board. The aim as regards the composition of the Supervisory Board is that different age groups are adequately represented. The age and the duration of membership of the Supervisory Board are disclosed for each member in the profiles of Supervisory Board members provided on the Company's website, and also in the above qualification matrix.

Independence

The Supervisory Board shall have what it considers to be an appropriate number of independent members, and shall take the ownership structure into account thereby. A member of the Supervisory Board is deemed to be independent if he/she is independent of the Company and its Corporate Management, and independent of a controlling shareholder. Three quarters of the members of the Supervisory Board are independent. The Supervisory Board assumes, purely by way of precaution, that one Supervisory Board member who has relations with the controlling shareholder is to be considered non-independent. Regardless of that, the Supervisory Board believes that relations with the controlling shareholder do not constitute per se a risk of a material and lasting conflict of interest; it assumes, rather, given the lack of overlap in business activities, that the interests of the Company and those of its major shareholder are congruent to a large extent. In that respect, the Supervisory Board assumes that Supervisory Board members Dr Kundrun, Dr Baur and Mr Westermeyer, at least, are independent not only of the controlling shareholder, but also of the Company and its Corporate Management. In the estimation of the Supervisory Board, Dr Kundrun is also to be regarded as independent of the Company and its Corporate Management, even though he has been a member of the Supervisory Board for more than thirteen years. The Supervisory Board believes that its many years of experience and its company-specific knowledge enable it to advise and supervise the Corporate Management in a sustainable and objective manner. No member of the Supervisory Board performs an executive or advisory function for significant competitors or is personally associated with a significant competitor.

Potential conflicts of interest

By setting its objectives in respect of independence, the Supervisory Board also addresses potential conflicts of interest on the part of its members. Every member of the Supervisory Board must disclose any conflicts of interest to the Supervisory Board through its Chair. In its report to the Annual Shareholders' Meeting, the Supervisory Board reports on any conflicts of interest that have arisen and how they are dealt with. If there are any significant and non-temporary conflicts of interest, the member in question must resign from office. Significant transactions with the Company on the part of Supervisory Board members and persons associated with them require the approval of the Supervisory Board, if involvement of the Supervisory Board is not already required by law, and must comply with standards customary in the industry.

b) Committees

With the adoption of new standing orders for the Supervisory Board on 9 June 2021, the Supervisory Board adopted general rules for committees and appointed an Audit Committee with specific responsibility for monitoring the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system and the audit of the financial statements, in particular the selection and independence of the auditor and the additional services provided by the auditor. The Audit Committee may make recommendations or proposals for ensuring the integrity of the accounting process. The Audit Committee shall also audit the accounting and compliance and shall conduct regular quality assessment in respect of the audit of financial statements. Accounting includes the consolidated financial statements and the Group management report (including CSR reporting), financial information issued in the course of the year and the standalone financial statements in accordance with the German Commercial Code.

As at 31 December 2023, the Audit Committee consists of the following members: Dr Baur and Dr Kundrun. The Chair of the Audit Committee is Dr Baur. According to Section 100 (5) AktG, at least one member must have expertise in the field of accounting, and at least one other member must have expertise in the field of auditing. According to the German Corporate Governance Code, expertise in the field of accounting shall consist of special knowledge and experience relating to the application of accounting principles and internal control and risk management systems, and expertise in the field of auditing shall consist of special knowledge and experience relating to the auditing of financial statements. Accounting and auditing also include sustainability reports and the auditing thereof. The Chair of the Audit Committee shall have appropriate expertise in at least one of the two areas.

The Supervisory Board and its Audit Committee each have at least one member who has expertise in the field of accounting, namely Dr Kundrun, and another member who has expertise in both accounting and auditing, namely the Chair of the Audit Committee, Dr Baur.

In the course of his professional career, Dr Kundrun worked for many years in various Bertelsmann Group companies as manager, CEO, Management Board member and as Managing Partner. He therefore has special knowledge and experience in the application of accounting principles and internal control and risk management systems, including sustainability reporting. His work as Managing Director and Management Board member also involves dealing with and reporting on non-financial aspects. As a Managing Partner of Start 2 Ventures GmbH, Dr Bernd Kundrun has knowledge of sustainability reporting requirements and of current developments in that area.

Dr Baur has special knowledge and experience in the field of accounting, having worked for many years for the global management consultancy McKinsey & Company Inc. in a capacity as Managing Partner Germany & Austria, member of the global Executive Board and member of the global Supervisory Board, as well as Chairman of the global Finance Committee. Due to the aforementioned activities and to his many years of experience as a Management Board member, he also has special knowledge and experience in the application of accounting principles. Dr Baur is independent of the controlling shareholder. As a former Finance Committee Chairman and current CEO of the European Healthcare Acquisitions and Growth Company B.V., Dr Baur also has in-depth knowledge in the field of sustainability reporting. He follows current developments in the field of sustainability reporting and its auditing and is actively involved in related discussions. He will also apply this expertise on the Company's Supervisory Board and Audit Committee.

On 15 May 2023, a Human Resources and Nomination Committee was set up by the Supervisory Board, with Dr Schulenberg as Chairwoman and Dr Kundrun as a member. The Human Resources and Nomination Committee is composed exclusively of shareholder representatives. One of the responsibilities of the Human Resources and Nomination Committee is to give the Supervisory Board the names of suitable candidates for its proposals to the Annual Shareholders' Meeting for the election of Supervisory Board members. In addition to the knowledge, skills and professional experience required of the proposed candidates, it also takes into consideration the objectives specified by the Supervisory Board and the adopted skills profile for its composition.

III. Management Board of the general partner (Corporate Management)

The Corporate Management is responsible for managing the Company with the aim of sustainable value creation. The principle of collective responsibility applies in this regard, i.e. the members of the Corporate Management share overall responsibility for managing the Company. They develop the corporate strategy and coordinate efforts with the Supervisory Board to ensure that it is implemented. The Management Board of the general partner has three members.

The members of the Management Board of the general partner are appointed by the Supervisory Board of the general partner. In doing so, the Supervisory Board takes diversity aspects into consideration. The first appointment of Management Board members is for a term of three years at most. A re-appointment before the end of a year prior to the end of the appointed term, with simultaneous termination of the current appointment, shall only be made if special circumstances prevail. The Supervisory Board of the general partner has not specified any age limit as yet for members of the Management Board, because the company sees no cause for limiting the options available to the Supervisory Board of the general partner – and hence to shareholders – when appointing members of the Management Board. The duties of the Management Board are distributed according to functional aspects. The allocation of responsibilities to the members of the general partner's Management Board involves three main positions: Chief Executive Officer (CEO), Chief Finance Officer (CFO) and Chief Operating Officer (COO).

The Corporate Management sets the corporate objectives and the strategic orientation of the Group, coordinates and agrees on these with the Supervisory Board, ensures that they are implemented and discusses the status of implementation with the Supervisory Board at regular intervals. It is responsible for managing and monitoring the Group, its corporate budgeting with annual and multiannual budgets, the preparation of quarterly half-yearly reports, the annual and consolidated financial statements, and the financing of the Group. Corporate Management also ensures that there are appropriate risk management and risk controlling systems in place, ensures compliance with statutory regulations and internal Group policies, and takes action to ensure that they are complied with by Group member companies (Compliance), inter alia by means of an appropriate compliance management system geared to the specific risk situation, the basic features of which are disclosed in the Sustainability Report. When assigning management responsibilities, Corporate Management focuses on diversity.

The Corporate Management informs the Supervisory Board regularly, promptly and comprehensively about all aspects of business performance that are material to the CTS Group, about major business transactions and about the current earnings situation, including the risk situation and risk management. Discrepancies between the actual course of business and previously defined budgets and targets are discussed and explained in detail. The Corporate Management also reports regularly on compliance, i.e. the action taken to adhere to statutory regulations and internal company policies, which is likewise the responsibility of the Corporate Management.

The Corporate Management generally holds weekly meetings chaired by the CEO of the general partner. Its resolutions are adopted by simple majority, as a rule. The members of the Corporate Management shall work together as colleagues and shall inform each other mutually and continually about important measures and occurrences falling within their remit.

The members of the general partner's Management Board shall immediately disclose any conflicts of interest that may potentially arise to the general partner's Supervisory Board and shall inform their colleagues accordingly. Significant transactions with the Company on the part of members of the Management Board and persons associated with them require the approval of the general partner's

Supervisory Board and must comply with standards customary in the industry. Accepting spare-time work also requires the approval of the general partner's Supervisory Board.

Together with the Corporate Management, the Supervisory Board of the general partner shall ensure long-term succession planning with regard to appointments to the Corporate Management. The Company endeavours to appoint a mixture of external and internal candidates as members of the general partner's Management Board. The task of Corporate Management is to propose a sufficient number of suitable persons to the general partner's Supervisory Board as internal candidates. Long-term succession planning is based on the Company's corporate strategy. It is based on systematic management development involving the following essential elements:

- Early identification of suitable candidates from different disciplines, nationalities and genders;
- Systematic development of managers by successfully taking on duties involving increasing responsibility, if possible in a variety of businesses, regions and functions;
- Proven, successful, strategic and operational determination and leadership, especially under challenging business conditions;
- Role-model function with regard to implementation of corporate values

If necessary, external expertise shall also be brought in when making appointments. The predefined requirements for appointments to a Management Board position play a key role in the decision-making process. The particular person to be appointed to a specific Management Board position shall be decided upon by the Supervisory Board of the general partner in the interest of the Company and taking all the circumstances of the individual case into consideration.

D. Disclosures regarding the target figures for the percentage of women in the top management levels at CTS Eventim AG & Co. KGaA

The Corporate Management of CTS Eventim AG & Co. KGaA has decided, in accordance with Section 76 (4) AktG, that by the year 2021 the percentage of women in the first tier of management below the general partner's Management Board (Vice Presidents/Directors) is targeted at 12.5%, and in the second tier of management (Head of Department) at 33%. With a current quota of 16.7% (as of December 2023) at the Vice President/Director level, the Company is ahead of the prior-year figure (10.0%). At the Head of Department level, the quota as of December 2023 is 21.4% and thus ahead of the prior-year figure (17.9%). For the following years until 2026, the target figures set by the Corporate Management for the percentage of women in the first tier of management below the Management Board of the general partner (Vice Presidents/Directors) at 11.1% and in the second management level (Head of Department) at 20%. The target figures are the same as the full number of persons and is not less than the respective percentage achieved. The new targets are minimum values and an expression of the current situation, as already evident and which is expected to worsen in future, in which access to top managers is made more difficult by the short supply of managers. In the interest of sustainable and successful further development of the Company, the management therefore wants to maintain the greatest possible flexibility in its personnel policy.

E. Transparency and external reporting

Any new material facts communicated to financial analysts and similar addressees shall be provided to the shareholders without delay by the Company. Shareholders and third parties are specifically informed by the consolidated financial statements and the Group management report (including the CSR reports) as well as by financial information issued in the course of the year. In derogation from Recommendation F.2 of the German Corporate Governance Code, interim reports are published within 60 days after the end of each reporting period, as this makes it easier to ensure that reliable figures may also be obtained from the various unlisted group companies in Germany and abroad.

8 March 2024

On behalf of the Management of CTS Eventim AG & Co. KGaA, represented by the Management Board of EVENTIM Management AG (the general partner)

Klaus-Peter Schulenberg Holger Hohrein Alexander Ruoff