

Invitation to the Annual General Meeting **2024**

Informationen nach § 125 Abs. 1 in Verbindung mit § 125 Abs. 5 Aktiengesetz, Tabelle 3 des Anhangs der Durchführungsverordnung (EU) 2018/1212

Information according to Section 125 para. 1 in connection with section 125 para. 5 of the German Stock Corporation Act (AktG), Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212

A. Inhalt der Mitteilung

Specification of the message

<p>1. Eindeutige Kennung des Ereignisses <i>Unique identifier of the event</i></p>	<p>Ordentliche Hauptversammlung der CTS Eventim AG & Co. KGaA 2024; <i>im Format gemäß Durchführungsverordnung (EU) 2018/1212: CTSoHV240514</i></p> <p><i>Annual General Meeting of CTS Eventim AG & Co. KGaA 2024;</i> <i>in the format according to Commission Implementing Regulation (EU) 2018/1212: CTSoHV240514</i></p>
<p>2. Art der Mitteilung <i>Type of message</i></p>	<p>Einberufung der Hauptversammlung; im Format gemäß Durchführungsverordnung (EU) 2018/1212: NEWM</p> <p><i>Notice of convocation of the Annual General Meeting;</i> <i>in the format according to Commission Implementing Regulation (EU) 2018/1212: NEWM</i></p>

B. Angaben zum Emittenten

Specification of the issuer

<p>1. ISIN</p>	<p>DE0005470306</p>
<p>2. Name des Emittenten <i>Name of issuer</i></p>	<p>CTS Eventim AG & Co. KGaA</p>

C. Angaben zur Hauptversammlung

Specification of the meeting

<p>1. Datum der Hauptversammlung <i>Date of the General Meeting</i></p>	<p>14. Mai 2024; im Format gemäß Durchführungsverordnung (EU) 2018/1212: 20240514</p> <p><i>May 14, 2024;</i> <i>in the format according to Commission Implementing Regulation (EU) 2018/1212: 20240514</i></p>
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<p>2. Uhrzeit der Hauptversammlung <i>Time of the General Meeting</i></p>	<p>10:00 Uhr MESZ; im Format gemäß Durchführungsverordnung (EU) 2018/1212: 08:00 Uhr UTC (koordinierte Weltzeit)</p> <p><i>10:00 hours (CEST); in the format according to Commission Implementing Regulation (EU) 2018/1212: 08:00 hours UTC (Coordinated Universal Time)</i></p>
<p>3. Art der Hauptversammlung <i>Type of the General Meeting</i></p>	<p>Ordentliche Hauptversammlung mit physischer Präsenz der Kommanditaktionäre oder ihrer Bevollmächtigten; im Format gemäß Durchführungsverordnung (EU) 2018/1212: GMET</p> <p><i>General Meeting with the physical attendance of shareholders or their proxy representatives; in the format according to Commission Implementing Regulation (EU) 2018/1212: GMET</i></p>
<p>4. Ort der Hauptversammlung <i>Location of the General Meeting</i></p>	<p>Ort der Hauptversammlung mit physischer Präsenz der Kommanditaktionäre: Parkhotel Bremen, Im Bürgerpark, 28209 Bremen, Deutschland im Format gemäß Durchführungsverordnung (EU) 2018/1212: Parkhotel Bremen, Im Bürgerpark, 28209 Bremen, Deutschland <i>Location of the General Meeting with physical presence of the shareholders: Parkhotel Bremen, Im Bürgerpark, 28209 Bremen, Germany in the format according to Commission Implementing Regulation (EU) 2018/1212: Parkhotel Bremen, Im Bürgerpark, 28209 Bremen, Deutschland</i></p>
<p>5. Aufzeichnungsdatum <i>Record Date</i></p>	<p>22. April 2024, 24:00 MESZ im Format gemäß Durchführungsverordnung (EU) 2018/1212: 20240422 22:00 Uhr UTC (koordinierte Weltzeit)</p> <p><i>April 22, 2024, 24:00 MESZ in the format according to Commission Implementing Regulation (EU) 2018/1212: 20240422 22:00 hours UTC (Coordinated Universal Time)</i></p>
<p>6. Internetseite (URL) zur Hauptversammlung <i>Uniform Resource Locator (URL) of the General Meeting</i></p>	<p>https://corporate.eventim.de/de/investor-relations/hauptversammlung/</p> <p>https://corporate.eventim.de/en/investor-relations/general-meeting/</p>

**Weitere Informationen zur Einberufung der Hauptversammlung
(Blöcke D bis F der Tabelle 3 des Anhangs der Durchführungsverordnung (EU) 2018/1212)**

***Further information on the convocation of the General Meeting
(Sections D to F of Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212)***

Weitere Informationen über

- die Teilnahme an der Hauptversammlung (Block D),
- die Tagesordnung (Block E) sowie
- die Angabe der Fristen für die Ausübung anderer Aktionärsrechte (Block F)

sind auf der folgenden Internetseite zu finden:

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

Further information on

- *participation in the general meeting (Section D)*
- *the agenda (Section E) and*
- *the specification of the deadlines regarding the exercise of other shareholders rights (Section F)*

can be found on the following website:

<https://corporate.eventim.de/en/investor-relations/general-meeting/>

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

WKN: 547030
 ISIN: DE 0005470306
 AG München HRB 212700

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

on Tuesday, 14 May 2024, from 10:00 a.m. CEST,
 at the Parkhotel Bremen, Im Bürgerpark, 28209 Bremen.

■ AGENDA

- 1. Presentation of the annual financial statements and consolidated financial statements approved by the Supervisory Board, each as at 31 December 2023, and the combined management report for the company and the Group, each with the explanatory report of the general partner pursuant to Section 176 (1) sentence 1 AktG on the disclosures pursuant to Section 289a HGB and Section 315a HGB in the management report and the report of the Supervisory Board for the 2023 financial year**

The Supervisory Board has approved the annual financial statements prepared by the general partner and the consolidated financial statements in accordance with Section 171 AktG. Pursuant to Section 286 (1) AktG, the annual financial statements are adopted by the Annual General Meeting; the aforementioned documents also contain the corporate governance statement, including the corporate governance report, and the disclosures pursuant to Sections 289a and 315a HGB in the respective applicable version. The aforementioned documents must also be made available to the Annual General Meeting without the need for a further resolution. They are available on the company's website at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024', from the time the Annual General Meeting is convened and during the Annual General Meeting.

- 2. Resolution on the adoption of the annual financial statements of CTS Eventim AG & Co. KGaA for the 2023 financial year**

The General Partner and the Supervisory Board propose that the annual financial statements of CTS Eventim AG & Co. KGaA for the 2023 financial year as presented, which show net retained profits of EUR 584,782,266.14, be adopted.

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

The general partner and the Supervisory Board propose that the net retained profits of EUR 584,782,266.14 reported in the annual financial statements for the 2023 financial year - consisting of the net profit for 2023 of EUR 221,929,384.81 and the profit carried forward from 2022 of EUR 362,852,881.33 - be appropriated as follows:

Distribution of a dividend in the amount of EUR 1.43

per share ISIN DE 0005470306 to

95,991,300 dividend-bearing shares	EUR	137.267.559,00
Profit carried forward	EUR	447,514,707.14
Retained earnings	EUR	584.782.266,14

The above proposal for the appropriation of profits takes into account that the company holds 8,700 treasury shares that are not entitled to dividends at the time the Annual General Meeting is convened. 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 an unchanged dividend amount, i.e. the partial amount then arithmetically attributable to the non-dividend-bearing shares on the date of the Annual General Meeting will be carried forward to new account.

In accordance with Section 58 (4) sentence 2 AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on Friday, 17 May 2024.

4. Resolution on the formal approval of the actions of the General Partner for the 2023 financial year

The General Partner and the Supervisory Board propose that the actions of EVENTIM Management AG, Hamburg, as General Partner, be ratified for the 2023 financial year.

5. Resolution on the formal approval of the actions of the Supervisory Board for the 2023 financial year

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2023 financial year be ratified for this period.

6. Resolution on the election of the auditor and the Group auditor for the 2024 financial year

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed as the company's auditor for the 2024 financial year and also as the Group auditor for the Group. Both the recommendation of the Audit Committee to the Supervisory Board and the proposal of the Supervisory Board are free from undue influence by third parties. There were also no regulations within the meaning of Article 16 (6) of the EU Audit Regulation that would have restricted the choice of auditor.

7. Resolution on the adjustment of Supervisory Board remuneration and the remuneration system for the members of the Supervisory Board

In accordance with Section 113 (3) AktG, the Annual General Meeting of a listed company must pass a resolution on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years, whereby a resolution confirming the remuneration is permissible. The remuneration of the company's Supervisory Board is regulated as follows in Section 15 of the Articles of Association:

‘In addition to the 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 authorised by resolution of the Annual General Meeting. Supervisory Board members who have only belonged to the Supervisory Board for part of the financial year receive the resolved remuneration pro rata temporis (after full months). The value added tax payable on the remuneration is reimbursed by the company.’

On 9 May 2017, the company's Annual General Meeting resolved that the fixed annual remuneration within the meaning of Article 15 of the Articles of Association would amount to €50,000 for each member of the Supervisory Board of CTS Eventim AG & Co. KGaA and €100,000 for the Chairman of the Supervisory Board from the 2017 financial year onwards.

The Annual General Meeting of the company on 7 May 2021 confirmed this remuneration arrangement for the members of the Supervisory Board with 99.75% approval. In view of the expanded duties of the Supervisory Board as a result of multiple new statutory regulations and not least due to the strong growth of the company, the general partner and Supervisory Board propose increasing the remuneration of the Supervisory Board members, which has remained unchanged since 2017. To implement this change, the remuneration system for the members of the Supervisory Board confirmed by the Annual General Meeting on 7 May 2021 is to be adjusted accordingly. The adjusted remuneration system is published in the appendix to this convening notice with reference to this agenda item 7 described. This description is also available online at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under ‘Annual General Meeting 2024’. Reference is

made to this description for the resolution.

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

- a) The fixed annual remuneration within the meaning of Article 15 of the Articles of Association amounts to € 75,000 for each member of the Supervisory Board of CTS Eventim AG & Co. KGaA and € 150,000 for the Chairman of the Supervisory Board from the 2024 financial year onwards.
- b) The remuneration system for the members of the Supervisory Board described in the notes to this invitation with reference to this agenda item 7 is adopted with effect from 1 January 2024.

The provisions of Section 15 of the Articles of Association remain unaffected. The currently valid Articles of Association of the company are available on the website at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024', before and during the Annual General Meeting.

8. Resolution on the approval of the 2023 remuneration report

The remuneration report in accordance with Section 162 AktG must be prepared by the Management Board of the general partner and the Supervisory Board and submitted to the Annual General Meeting for approval in accordance with Section 120a (4) AktG. The resolution does not create any rights or obligations. It cannot be contested in accordance with Section 243 AktG.

In accordance with Section 162 AktG, the Management Board of the general partner and the Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Management Board of the general partner and the Supervisory Board in the 2023 financial year. The remuneration report was reviewed by the auditor in accordance with Section 162 (3) AktG to ensure that the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition to the statutory requirements, the auditor also reviewed the content of the report. The report on the audit of the remuneration report is attached to the remuneration report.

The General Partner and the Supervisory Board propose that the 2023 remuneration report prepared and audited in accordance with Section 162 AktG be approved.

The remuneration report together with the auditor's report will be printed in the appendix to this agenda with reference to this agenda item 8 and will also be available on the website at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024', from the time the Annual General Meeting is convened. The remuneration report will also be available there during the Annual General Meeting.

9. Resolution on the approval of the remuneration system for the members of the Management Board of the general partner

Section 120a (1) AktG stipulates that the Annual General Meeting of listed companies must pass a resolution to approve the remuneration system for members of the Management Board submitted by the Supervisory Board whenever a material change is made, but at least every four years. The resolution does not create any rights or obligations. It cannot be contested in accordance with Section 243 AktG.

In a company with the legal form of an AG & Co. KGaA, unlike a stock corporation, the Supervisory Board of the general partner is responsible for the appointment and dismissal of the members of the Management Board, the content of the Management Board contracts, the allocation of responsibilities and the remuneration of the Management Board. The corresponding resolutions are passed by the Supervisory Board of EVENTIM Management AG, which is composed of the same persons as the members of the company's Supervisory Board. The remuneration system for the members of the Executive Board of the general partner of the company, which was adopted by the Supervisory Board of the general partner with effect from 1 January 2021 and approved by the Annual General Meeting on 7 May 2021 with a majority of 85.35%, was reviewed and is to be adjusted with effect from 1 January 2024. The Supervisory Board of the general partner has essentially resolved the following modifications, which apply to new contracts from the 2024 financial year onwards, subject to the submission of the new remuneration system to the company's Annual General Meeting:

- In addition to the financial performance criteria of sales, earnings before interest and taxes (EBIT) and personal targets, the variable remuneration of the individual members of the Executive Board is now also based on long-term strategic targets. The long-term remuneration has a three-year assessment period and a target amount that exceeds the short-term variable target amount in the event of 100% target achievement. The majority of the variable remuneration is therefore long-term in nature. This incentivises a continuous and sustainable increase in earning power.
- The short-term portion of the target amount of variable remuneration is between 40% and a maximum of 49% and the long-term portion of variable remuneration is between at least 51% and 60%.
- In addition, the Supervisory Board may, at its discretion, decide to pay an additional bonus for special individual performance by the Management Board and in the event of the company's particular economic success. However, this additional bonus may not exceed the maximum remuneration for all members of the Management Board in accordance with Section 87a (1) sentence 2 no. 1 AktG.
- In order to take appropriate account of extraordinary developments, the Supervisory Board of EVENTIM Management AG may, in the event of a deterioration in the situation of CTS Eventim AG & Co. KGaA, reduce the total remuneration of the Management Board to an appropriate amount by unilateral declaration in accordance with Section 87 (2) AktG. In such a case, instead of reducing the total remuneration, the variable remuneration may also be withheld or reclaimed in full or in part.

The adjusted remuneration system is presented in the notes to this convening notice with reference to this agenda item 9 described. This description is also available on the website at <https://corporate.eventim.de/en/investor-relations/general-meeting/> under 'Annual General Meeting 2024'. Reference is made to this description for the resolution.

Section 124 (3) AktG stipulates that the Supervisory Board must propose a resolution for approval of the remuneration system at the Annual General Meeting. As explained above, the Supervisory Board of EVENTIM Management AG, as the general partner, is responsible for determining the remuneration system due to its legal form.

In this respect, the Supervisory Board of the company, in consultation with the Supervisory Board of the general partner, which is composed of the same persons, proposes that the modified remuneration system for the members of the Management Board of the general partner be approved with effect from 1 January 2024.

■ REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

In accordance with Section 17 of the Articles of Association in conjunction with Section 123 (2) and (4) AktG, only those shareholders who register for the Annual General Meeting and provide proof of their authorisation are entitled to attend the Annual General Meeting and exercise their voting rights. Registration and proof of entitlement must be sent to the company at the following address:

CTS Eventim AG & Co. KGaA
c/o HV-Management GmbH
P.O. Box 420133
68280 Mannheim
Fax: +49 621 37909086
E-mail: anmeldestelle@hv-management.de

at least six days before the Annual General Meeting, i.e. by **7 May 2024 (24:00 CEST)** at the latest. The day of the Annual General Meeting and the day of receipt are not counted. The registration must be in text form (Section 126b BGB) and must be in German or English language.

Proof of share ownership in text form from the last intermediary in accordance with the legal requirements is required for proof of authorisation. It must refer to the close of business on **22 April 2024 (24:00 CEST)** ('**record date**').

Pursuant to Section 123 para. 4 sentence 5 AktG, only those persons who have provided proof of attendance at the Annual General Meeting or the exercise of voting rights are deemed to be shareholders in relation to the company. The company is entitled to request suitable further proof if there is any doubt as to the accuracy or authenticity of the proof. If this proof is not provided or not provided in the proper form, the company may reject the shareholder (Section 17 (2) of the Articles of Association).

The entitlement to participate and the scope of voting rights are based exclusively on the shareholding on the record date. The record date is not associated with 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. Similarly, an additional acquisition of shares in the company after the record date does not lead to any changes in participation and voting rights. Persons who do not own any shares on the record date and only acquire shares after this date 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 proof of share ownership. The admission tickets are merely organisational aids and are not a prerequisite for attending the Annual General Meeting and exercising voting rights. To ensure that the admission tickets are received in good time, we ask our shareholders to contact their custodian bank as soon as possible and request an admission ticket for participation in the Annual General Meeting. In such cases, the custodian bank will generally take care of registration and proof of share ownership. In case of doubt, shareholders should enquire with their custodian bank as to whether it will register and provide proof of share ownership on their behalf.

■ PROXY VOTING

a) Exercise of voting rights by authorised representatives

Shareholders who do not attend the Annual General Meeting in person may have their voting rights exercised by authorised representatives, e.g. intermediaries within the meaning of Section 67a (4) AktG (e.g. banks), shareholders' associations, proxy advisors, persons within the meaning of Section 135 (8) 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 Section 67a para. 4 AktG (e.g. a bank) nor a shareholders' association nor a proxy advisor nor a person within the meaning of Section 135 para. 8 AktG is authorised, the proxy must be issued in text form (Section 126b BGB) in accordance with Section 134 para. 3 sentence 3 AktG. The revocation of such a proxy and proof of authorisation to the company must also be in text form (Section 126b BGB) in accordance with Section 134 (3) sentence 3 AktG. Shareholders who wish to authorise a third party are requested to use the form provided by the company with the AGM ticket to grant the proxy. The proxy authorisation 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 <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024'.

If an intermediary within the meaning of Section 67a (4) AktG, a shareholders' association, a voting rights advisor or another person within the meaning of Section 135 (8) AktG is authorised, the above regulations for the form of granting, revoking and proving the power of attorney do not apply. The institutions or persons to be authorised may require a special form of power of attorney because they must record the power of attorney

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 breach 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 (4) AktG, a shareholders' association, a voting rights advisor or another person within the meaning of Section 135 (8) AktG does not impair the effectiveness of the vote in accordance with Section 135 (7) AktG.

Proof of authorisation must be received by the company at the following address by no later than **12 May 2024, 18:00 CEST**:

CTS Eventim AG & Co. KGaA
c/o HV-Management GmbH
P.O. Box 420133
68280 Mannheim
Fax: +49 621 37909086
E-mail: vollmacht@hv-management.de

The same applies to the transmission of the revocation of an authorisation transmitted in this way and its amendment.

b) Exercise of voting rights by the company proxy

Shareholders who wish to authorise the proxy appointed by the company must also register for the Annual General Meeting in accordance with the above requirements. In addition, you must issue instructions to the proxy on how the voting right is to be exercised for each individual item on the agenda. The authorisation is invalid if the relevant instructions are not issued. The proxy must vote in accordance with the instructions given; if the instructions are not clear, the proxy appointed by the company must abstain from voting on the relevant agenda item. The proxy will only exercise the voting right and will not exercise any further rights such as the right to ask questions or propose motions. If you wish to make use of this option, you can do so in writing (also by fax and e-mail) using the form printed on the AGM ticket. Further details can also be found on the AGM ticket. Shareholders who wish to authorise the proxy nominated by the company prior to the Annual General Meeting are requested to send the powers of attorney and instructions to the following address by **12 May 2024, 18:00 CEST** at the latest (date of receipt by the company) in order to facilitate the organisation:

CTS Eventim AG & Co. KGaA
c/o HV-Management GmbH
P.O. Box 420133
68280 Mannheim
Fax: +49 621 37909086
E-mail: vollmacht@hv-management.de

If a shareholder authorises more than one person, the company may reject one or more of them in accordance with Section 134 (3) sentence 2 AktG.

■ ADDITIONS TO THE AGENDA IN ACCORDANCE WITH SECTION 122 (2) AKTG

Pursuant to Section 122 (2) AktG, shareholders whose shares together amount to at least 5% of the share capital or a proportionate 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 (Section 126 BGB) with proof of shareholder status at least 30 days before the Annual General Meeting, i.e. by **13 April 2024 (24:00 CEST)** at the latest, whereby we request that you send it exclusively to the following postal address:

CTS Eventim AG & Co. KGaA
Company Management
Contrescarpe 75 A
28195 Bremen

The relevant shareholders must prove that they have held the required number of shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the general partner decides on the request. Section 121 (7) AktG shall apply accordingly.

■ MOTIONS AND ELECTION PROPOSALS FROM SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 126 (1), 127 AKTG

In addition, shareholders may submit countermotions to a proposal by the general partner and Supervisory Board on a specific agenda item in accordance with Section 126 (1) AktG and nominations for the election of Supervisory Board members or auditors on the agenda in accordance with Sections 126 (1) and 127 AktG. Such motions are to be sent exclusively to:

CTS Eventim AG & Co. KGaA
z. For the attention of Mr Daniel Rothammer
Contrescarpe 75 A
28195 Bremen
Fax: +49 421 3666 290
E-mail: hauptversammlung@eventim.de

Countermotions and election proposals from shareholders that are received at the specified address by **29 April 2024 (24:00 CEST)** at the latest, stating the name of the shareholder and the reasons, will be made available to all shareholders immediately upon receipt on the company's website at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024', provided that the requirements for mandatory publication pursuant to Sections 126 and 127 AktG are met. Motions from shareholders 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 para. 2 sentence 1 nos. 1 to 7 AktG applies, for example because the countermotion would lead to a resolution of the Annual General Meeting that is in breach of the law or the Articles of Association. The grounds for a countermotion do not need to be made accessible if they exceed 5,000 characters in total. Shareholders' election proposals are also not made accessible if the proposal does not contain the information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5 AktG.

■ SHAREHOLDERS' RIGHT TO INFORMATION IN ACCORDANCE WITH SECTION 131 (1) AktG

At the Annual General Meeting, every shareholder may request information from the general partner about the company's affairs in accordance with Section 131 (1) AktG, insofar as the information is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the company's legal and business relationships 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 the information is necessary for a proper assessment of the item on the agenda. Requests for information must generally be made verbally during the discussion at the Annual General Meeting.

The general partner may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG. Pursuant to Section 18 (2) of the company's Articles of Association, 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 to set a reasonable time limit for the entire Annual General Meeting, for individual agenda items or individual speakers at the beginning of the Annual General Meeting or during the course of the meeting.

■ RECEIPT OF PROOF OF THE VOTE COUNT IN ACCORDANCE WITH SECTION 129 (5) AktG

In accordance with Section 129 para. 5 sentence 1 AktG, the person voting may request confirmation from the company within one month of the day of the Annual General Meeting as to whether and how their vote was counted. The company must issue the confirmation in accordance with the requirements of Article 7 para. 2 and Article 9 para. 5 subpara. 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay.

■ PUBLICATIONS ON THE COMPANY'S WEBSITE

The documents to be made available to the Annual General Meeting, more detailed explanations of the aforementioned shareholder rights and further information pursuant to Section 124a AktG, including this invitation to the Annual General Meeting, proxy authorisation forms and any requests for additions to the agenda pursuant to Sections 122 para. 2, 126 para. 1, 127 AktG and the information pursuant to Section 125 AktG in conjunction with the Implementing Regulation (EU) 2018/1212 will be made available to shareholders on the website of CTS Eventim AG & Co. KGaA at <https://corporate.eventim.de/en/investor-relations/general-meeting/>, under 'Annual General Meeting 2024', after the Annual General Meeting has been convened.

The voting results will be made available at the same Internet address after the Annual General Meeting.

■ **INFORMATION ON THE TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVOCATION IN ACCORDANCE WITH SECTION 49 (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 treasury shares, from which it is not entitled to any voting rights.

Bremen, March 2024

CTS Eventim AG & Co. KGaA

EVENTIM Management AG (as general partner)

The Executive Board

ANEX TO AGENDA ITEM 7

REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD 2024

1. BASIC COMPONENTS OF THE REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD

In accordance with Section 113 (3) sentences 1 and 2 AktG, the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible.

The remuneration of the company's Supervisory Board is regulated as follows in Article 15 of the Articles of Association:

"In addition to the 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 authorised by resolution of the Annual General Meeting. Supervisory Board members who have only belonged to the Supervisory Board for part of the financial year receive the resolved remuneration pro rata temporis (after full months). The value added tax payable on the remuneration is reimbursed by the company."

On 9 May 2017, the company's Annual General Meeting resolved that the fixed annual remuneration within the meaning of Article 15 of the Articles of Association would amount to €50,000 for each member of the Supervisory Board of CTS Eventim AG & Co. KGaA and €100,000 for the Chairman of the Supervisory Board from the 2017 financial year onwards.

The remuneration for the members of the Supervisory Board, as determined since 2017 on the basis of Article 15 of the Articles of Association, was approved by the company's Annual General Meeting on 7 May 2021 with 99.75% approval.

2. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

In addition to the 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 authorised by resolution of the Annual General Meeting. There is no provision for variable remuneration. Supervisory Board members who have only belonged to the Supervisory Board for part of the financial year receive the resolved remuneration pro rata temporis (after full months).

From the 2024 financial year, the fixed annual remuneration within the meaning of Article 15 of the Articles of Association amounts to EUR 75 thousand for each member of the Supervisory Board of CTS KGaA and EUR 150 thousand for the Chairman of the Supervisory Board. The members of the Supervisory Board are also covered by the company's Group-wide D&O insurance.

3. OTHER FEATURES OF THE REMUNERATION SYSTEM

No additional remuneration is paid for the committee activities of Supervisory Board members. Activities on the Audit Committee and the Personnel and Nomination Committee are covered by the new remuneration level for the Supervisory Board. The reason for this is the small size of the Supervisory Board, which consists of only four members and therefore decides on all Supervisory Board matters as a committee. The activities of the two committees are therefore only of a preparatory nature. An attendance fee is also not paid due to the flat-rate nature of the fixed remuneration and the small size of the Supervisory Board.

4. PROCESS OF ESTABLISHING, IMPLEMENTING AND REVIEWING THE REMUNERATION SYSTEM

The remuneration regulations and the remuneration system for the Supervisory Board are regularly reviewed for appropriateness by the general partner and the Supervisory Board. A market comparison is carried out

and, 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 are taken into account. If necessary, external experts are consulted. Due to the special nature of board activities, a comparison with the remuneration of company employees is generally not meaningful and is therefore not undertaken. At least every four years, the Annual General Meeting passes a resolution on the remuneration of Supervisory Board members. The Annual General Meeting can also confirm the existing remuneration system.

5. COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

The remuneration system for the members of the Supervisory Board takes into account the recommendations and suggestions of the German Corporate Governance Code in the version dated 28 April 2022 regarding the remuneration of the Supervisory Board. The members of the Supervisory Board receive remuneration that is commensurate with their duties and the situation of the company. The higher time commitment of the Chairman of the Supervisory Board is appropriately taken into account in the remuneration. The remuneration consists of fixed remuneration.

ANNEX TO AGENDA ITEM 8

REMUNERATION REPORT 2023 INCLUDING THE INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE REMUNERATION REPORT

1. GENERAL INFORMATION

The remuneration report prepared jointly by the Executive Board of EVENTIM Management AG as the sole general partner of CTS Eventim AG & Co. KGaA (hereinafter "CTS KGaA") and the Supervisory Board of CTS KGaA (hereinafter "Supervisory Board") explains the main features of the remuneration system for the members of the Executive Board of the general partner (hereinafter "Executive Board members" or "Executive Board") of the Supervisory Board as well as the amount and structure of the remuneration in accordance with the statutory requirements of Section 162 AktG and the recommendations of the German Corporate Governance Code ("GCGC").

2. CONTRACT CHANGES IN THE COMMITTEES IN 2023

Effective 1 January 2023, Mr Holger Hohrein was appointed to the Executive Board in the role of Chief Financial Officer (CFO) for a period of three years. The service contracts of Mr Klaus-Peter Schulenberg (CEO) and Mr Alexander Ruoff (COO) were both renewed for another three years starting 1 January 2024.

When appointing Executive Board members and determining the length of their service contracts, the Supervisory Board of the general partner complies with the provisions of section 84 AktG. The service contracts of Executive Board members are concluded for the duration of their term of appointment. The initial term of appointment is generally three years; subsequent terms of appointment are limited to five years.

3. PROCESS OF ESTABLISHING, IMPLEMENTING AND REVIEWING THE REMUNERATION SYSTEM

The Supervisory Board of the general partner is tasked with adopting a clear and comprehensible remuneration system for Executive Board members. The Supervisory Board of the general partner undertakes reviews of the remuneration system at its own discretion, but at least once every four years. In doing so, the Supervisory Board of the general partner surveys the market and considers changes in the business environment, the macroeconomic situation and the Company strategy. Changes and trends in national and international corporate governance standards and changes over time in the terms and conditions of employee remuneration and employment contracts are also taken into account. The Supervisory Board consults external experts as necessary.

In line with section 120(a) AktG the Supervisory Board of the general partner presents the remuneration system

to the Annual Shareholders' Meeting for approval whenever there is a significant change to the remuneration system, or every four years at a minimum. If the Annual Shareholders' Meeting does not approve the remuneration system, the Supervisory Board of the general partner must present a reviewed system of remuneration for approval by no later than the next Annual Shareholders' Meeting.

The remuneration system for the members of the Executive Board of the general partner of CTS KGaA, which was adopted by the Supervisory Board effective 1 January 2021, was last approved by shareholders at the Annual Shareholders' Meeting on 7 May 2021. The shareholders approved the remuneration report for 2022 at the Annual Shareholders' Meeting on 16 May 2023.

The current system for the remuneration of Executive Board members complies with the requirements of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholder Rights Directive of 12 December 2019 (Federal Law Gazette Part I 2019, no. 50 of 19 December 2019).

4. BASIC COMPONENTS OF THE REMUNERATION SYSTEM FOR EXECUTIVE BOARD MEMBERS

The current system of remuneration in place for members of Executive Board makes a key contribution to supporting and implementing CTS KGaA's strategy of continually strengthening the Company's market position in the ticketing and live entertainment market, both through organic growth and through acquisitions. The objective is to increase revenue and profitability in the long term by building on the Company's successful international business model.

The remuneration system for Executive Board members offers incentives that are in line with the Company's business strategy and support that strategy because variable remuneration is based on the financial performance indicators of revenue and earnings before interest and tax (EBIT) in addition to personal targets set for the individual Executive Board members. This serves to reward Executive Board activities that support the Company's growth strategy, while providing incentive to continuously increase earnings power and internal funding potential. To ensure that Executive Board remuneration supports the long-term success of the Company, a portion of the variable remuneration is linked to the Company's performance over multiple years.

5. THE REMUNERATION SYSTEM IN DETAIL

For each Executive Board member, the Supervisory Board of the general partner specifies a total target remuneration amount based on the remuneration system, ensuring that the total target remuneration is commensurate with the Executive Board member's responsibilities and achievements, reflects the position of the Company and is typical for the market. The total target remuneration takes all relevant components of remuneration into account. For the variable remuneration component, a target amount is used that assumes 100% target attainment in line with the provisions of the Executive Board members' service contracts.

For all Executive Board members, the fixed remuneration component accounts for between 60% and 75% of total target remuneration, meaning that the variable remuneration component makes up between 25% and 40% of total target remuneration - excluding fringe benefits and any deferred variable remuneration components from previous years in accordance with the measurement system described below. 20% of the variable remuneration linked to the financial performance indicators is subject to a multiyear period.

6. FIXED REMUNERATION COMPONENTS

Executive Board members are paid a fixed annual salary in twelve monthly instalments. Fringe benefits are granted in the form of a company car that can be used privately as well. In addition, CTS KGaA provides Executive Board members with accident insurance (covering death or invalidity) and also pays the maximum, legally permitted employer contribution to health insurance and voluntary pension insurance. The contribution is equal to 50% of the prevailing pension insurance rate up to the income threshold for social security contributions. Executive Board members are additionally covered by CTS KGaA's D&O insurance policy.

7. VARIABLE REMUNERATION COMPONENTS

The revenue and EBIT figures set out in the approved annual budget provide the criteria for deciding whether and in what amount to grant the variable remuneration. In addition, individual targets are agreed for each member of the Executive Board. The maximum target achievement for each of the three bonus components of the variable remuneration is 100%.

The revenue and EBIT targets are subject to multi-year bonus and malus incentives. If the planned revenue or EBIT targets are not met, the respective entitlement to the bonus component is reduced as a percentage by the corresponding deviation from the plan up to a maximum of 50%. There is no bonus entitlement if the shortfall is more than 50%.

In accordance with the malus arrangement, a shortfall of more than 10% compared with the budgeted revenue or EBIT figure results in the relevant variable remuneration component for the subsequent year being reduced by 20%. If the budgeted figure is achieved or exceeded in the two following years, the reduced remuneration is reimbursed. Variable remuneration thus contains multi-year components that are linked to financial performance indicators over the long term.

The personal targets for each Executive Board member are set by the Supervisory Board of the general partner at the start of each year. The Supervisory Board of the general partner uses these personal targets in assessing the individual performance of Executive Board members and their attainment of non-financial targets. Those targets may involve, for example, key financial figures or achievements in the member's area of Executive Board responsibility, individual contributions to important key projects, relevant strategic performance or the achievement of sustainability targets. The Supervisory Board of the general partner uses its discretion to decide whether personal targets have been met based on the degree of attainment of the criteria set for assessing the Executive Board member's individual performance.

Target attainment for both the short and long-term targets is determined by the Supervisory Board in the first quarter of the financial year following the financial year for which the targets were set. The variable remuneration components are paid out either in the month in which the consolidated financial statements of CTS KGaA are approved or in the following month at the latest.

8. MAXIMUM REMUNERATION

In accordance with section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board of the general partner has set a maximum amount of remuneration that limits the total amount of remuneration actually paid for a specific financial year (fixed remuneration + fringe benefits + payment from variable remuneration). This maximum remuneration for all members of the Executive Board together totals EUR 12 million.

9. OTHER FEATURES OF THE REMUNERATION SYSTEM

The Executive Board members' service contracts do not provide any benefits if an Executive Board member terminates their service contract as a result of a change of control.

The service contracts of the CFO and the COO contain a one-year non-compete clause upon termination of these service contracts that includes compensation for the non-compete period. The compensation is equal to 100% of the total fixed and variable remuneration earned during the last financial year prior to termination of the service contract. Any income earned by the Executive Board member from employment, self-employment or other gainful activities during the term of the post-contractual non-compete clause is deducted from the compensation payment. The Company may waive adherence to the post-contractual non-compete clause at any time during the term of the Executive Board member's service contract by submitting a written declaration to the Executive Board.

A claim by the company against the members of the Executive Board for repayment of the variable remuneration ("clawback") for cases in which the published consolidated financial statements relevant for the assessment basis of the variable remuneration contained objective errors and no or a lower amount of the variable

remuneration would have been paid out on the basis of the corrected consolidated financial statements ("claw-back event") has not been contractually agreed.

10. DEVIATIONS FROM THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

With the exception of the points below, the remuneration system applicable in the reporting year took into account the recommendations of the recommendations of the German Corporate Governance Code (GCGC) as published on 27 June 2022.

CTS KGaA deviated from the remuneration-related recommendations of the Government Commission GCGC in the current version dated 28 April 2022 with regard to points G.6 (proportion of long-term variable remuneration), G.10 (share-based variable remuneration) and G.11 (possibility of withholding and reclaiming variable remuneration components). The reason for this was the fact that the service contracts agreed with the members of the Executive Board did not include corresponding provisions.

11. CONSIDERATION OF THE TERMS AND CONDITIONS OF EMPLOYEE REMUNERATION AND EMPLOYMENT CONTRACTS IN DESIGNING THE REMUNERATION SYSTEM

The Supervisory Board of the general partner conducts regular reviews of Executive Board remuneration. When assessing the appropriateness of the remuneration, consideration is given to the peer group of CTS KGaA (horizontal comparison with the remuneration paid to Executive Board members in similar companies) and the Company's own remuneration structure (vertical comparison). The vertical comparison is based on the ratio of the remuneration paid to Executive Board members to the remuneration paid to the first management level and the total workforce of CTS KGaA. The Supervisory Board of the general partner considers changes over time in the remuneration paid to the aforementioned groups as well as how the ratio has changed over time.

12. EXECUTIVE BOARD REMUNERATION – GRANTED AND OWED IN 2023 (SECTION 162 AKTG)

The wording of section 162 (1) sentence 1 AktG for "remuneration granted" and "remuneration owed" is interpreted and used in the comments below in reference to when the remuneration is actually received. This means that the remuneration is allocated to the financial year in which the payment was received ("granted") or is due for payment but has not yet been paid ("owed"). This contrasts with the vested remuneration, in which remuneration is disclosed according to the financial year to which the remuneration relates, regardless of when the payment was or will be made. This information is provided voluntarily in the section below for reasons of transparency and goes beyond the requirements of section 162 (1) sentence 1 AktG.

13. TOTAL REMUNERATION FOR 2023

The total amount of remuneration granted and owed to the members of the Executive Board in the 2023 financial year totalled EUR 8,317 thousand (previous year: EUR 4,306 thousand). The variable remuneration for the 2022 financial year included in this amount totalled EUR 2,175 thousand (previous year: EUR 0 thousand). Due to the successful management of the challenges induced by the COVID-19 pandemic, the variable remuneration of the CEO and COO also includes the 50% of the variable remuneration for 2020 that was not paid out at the time. In connection with the extensions of the service contracts of the CEO and COO by a further three years each, one-off special payments totalling EUR 1,625 thousand were also granted. The fringe benefits granted include the provision of company cars.

In the following tables, the individual remuneration components actually paid to the members of the Executive Board in 2023, including fringe benefits, are disclosed individually for each Executive Board member.

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

Klaus-Peter Schulenberg | CEO

Remuneration granted and owed	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	2,800,000	99.5	2,800,000	527
Fringe benefits	14,585	0.5	15,200	0.3
Total (non-performance-based)	2,814,585	100.0	2,815,200	53.0
One-year term variable remuneration	0	0.0	1,000,000	18.8
Variable remuneration from 2020	0	0.0	500,000	9.4
Multi-year variable remuneration	0	0.0	0	0.0
Total (performance-based)	0	0.0	1,500,000	28.2
Other ¹	0	0.0	1,000,000	18.8
Total remuneration	2,814,585	100.0	5,315,200	100.0

¹ Mr Klaus-Peter Schulenberg and Mr Alexander Ruoff were each granted a one-off special payment in connection with the extension of their service contracts

For Mr Schulenberg, the above described criteria for granting and the amount of variable remuneration were weighted as follows: Revenue 40%, EBIT 40% and individual targets 20%. The target remuneration for the variable remuneration paid in 2023 for the 2022 financial year was EUR 1,000 thousand. In accordance with the malus regulation described above, the compensation for reduced remuneration components from previous years in the 2023 reporting year for the 2020 financial year was EUR 500 thousand.

In light of the coronavirus pandemic, no revenue and EBIT targets were set for the 2022 financial year and no individual targets were agreed. Due to the successful restart of the business, the target amount of the variable remuneration was paid out at 100% in accordance with the contract. The variable remuneration paid out in 2023 for 2022 was therefore EUR 1,000 thousand. Excluding the compensation of reduced remuneration components from 2020 in the amount of EUR 500 thousand and excluding the one-off special payment of EUR 1,000 thousand, the range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was adhered to.

Alexander Ruoff | COO

Remuneration granted and owed	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	750,000	97.0	750,000	42.4
Fringe benefits	23,009	3.0	17,700	1.0
Total (non-performance-based)	773,009	100.0	767,700	43.4
One-year term variable remuneration	0	0.0	250,000	14.1
Variable remuneration from 2020	0	0.0	125,000	7.1
Multi-year variable remuneration	0	0.0	0	0.0
Total (performance-based)	0	0.0	375,000	21.2
Other ¹	0	0.0	625,000	35.4
Total remuneration	773,009	100.0	1,767,700	100.0

¹ Mr Klaus-Peter Schulenberg and Mr Alexander Ruoff were each granted a one-off special payment in connection with the extension of their service contracts

For Mr Ruoff, the above described criteria for granting and the amount of variable remuneration were weighted as follows: Revenue 40%, EBIT 40% and individual targets 20%. The target remuneration for the variable remuneration paid in 2023 for the 2022 financial year was EUR 250 thousand. In accordance with the malus regulation described above, the compensation for reduced remuneration components from previous years in the 2023 reporting year for the 2020 financial year was EUR 125 thousand.

In light of the coronavirus pandemic, no revenue and EBIT targets were set for the 2022 financial year and no individual targets were agreed. Due to the successful restart of the business, the target amount of the variable remuneration was paid out at 100% in accordance with the contract. The variable remuneration paid out in 2023 for 2022 was therefore EUR 250 thousand. Excluding the compensation of reduced remuneration components from 2020 in the amount of EUR 125 thousand and the one-off special payment of EUR 625 thousand, the range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was adhered to.

Holger Hohrein CFO (since 1 Jan 2023)				
Remuneration granted and owed	2022	proportion of total %	2023	proportion of total %
Fixed remuneration				
Fringe benefits	0	n/a	700,000	96.7
Total (non-performance-based)	0	n/a	23,830	3.3
One-year term variable remuneration	0	n/a	723,830	100.0
Variable remuneration from 2020	0	n/a	0	0.0
Multi-year variable remuneration	0	n/a	0	0.0
Total (performance-based)	0	n/a	0	0.0
Other ¹	0	n/a	723,830	100.0

Andreas Grandinger CFO (until 31 December 2022)				
Remuneration granted and owed	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	700,000	97.5	204.167	40,0
Fringe benefits	18,047	2.5	6.000	1,2
Total (non-performance-based)	718,047	100.0	210.167	41,2
One-year term variable remuneration	0	0.0	300.000	58,8
Multi-year variable remuneration	0	0.0	0	0,0
Total (performance-based)	0	0.0	300.000	58,8
Total remuneration	718,047	100.0	510.167	100,0

¹ This column contains the remuneration granted and owed after the end of the term of appointment to the Executive Board.

For Mr Grandinger, the above described criteria for granting and the amount of variable remuneration were weighted as follows: Revenue 33%, EBIT 33% and individual targets 33%. The target remuneration for the variable remuneration paid in 2023 for 2022 was EUR 300 thousand.

In light of the coronavirus pandemic, no revenue and EBIT targets were set for the 2022 financial year and no individual targets were agreed. Due to the successful restart of the business, the target amount of the variable remuneration was paid out at 100% in accordance with the contract. The variable remuneration paid out in 2023 for 2022 was therefore EUR 300 thousand. The range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was not adhered to due to Mr Grandinger's withdrawal during the year.

After paying the variable remuneration components for the 2022 financial year in the 2023 reporting year, this remuneration report can include compliance with the maximum remuneration for 2022. The maximum remuneration set by the Supervisory Board of the general partner in accordance with Section 87a para. 1 sentence 2 no. 1 AktG and approved by the Annual General Meeting in the amount of EUR 12,000 thousand for the entire Executive Board were complied with in the 2022 financial year. The maximum total remuneration for the 2022 financial year comprises fixed remuneration of EUR 4,250 thousand and fringe benefits of EUR 56 thousand in 2022 as well as the one-year variable remuneration of EUR 1,550 thousand paid in 2023 for 2022. Compliance with the maximum remuneration of EUR 12,000 thousand for the 2023 financial year can be reported in the 2024 remuneration report once payment has been made.

14. VESTING-BASED EXECUTIVE BOARD REMUNERATION FOR 2023

The vesting-based Executive Board remuneration includes all benefits that an active Executive Board member has received or will receive for their activities for the 2023 financial year and therefore goes beyond the disclosure of the remuneration granted and owed in the 2023 financial year within the meaning of Section 162 AktG as defined above.

The following table therefore shows all remuneration earned by the individual members of the Executive Board for the respective financial years 2023 and 2022.

Klaus-Peter Schulenberg CEO				
Vested remuneration	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	2,800,000	64.9	2,800,000	58.1
Fringe benefits	14,585	0.3	15,200	0.3
Total (non-performance-based)	2,814,585	65.2	2,815,200	58.4
One-year variable remuneration	1,000,000	23.2	1,000,000	20.8
Variable cash remuneration 2020	500,000	11.6	0	0.0
Total (performance-based)	1,500,000	34.8	1,000,000	20.8
Other¹	0	0.0	1,000,000	20.8
Total remuneration	4,314,585	100.0	4,815,200	100.0

¹ Mr Klaus-Peter Schulenberg and Mr Alexander Ruoff were each granted a one-off special payment in connection with the extension of their service contracts

For Mr Schulenberg, the above described criteria for granting and the amount of variable remuneration are weighted as follows: Revenue 40%, EBIT 40% and individual targets 20%. The variable target remuneration for 2023 was EUR 1,000 thousand.

The target achievement in terms of revenue and EBIT for the 2023 financial year was over 100% in each case and the individual targets were also 100% met. Accordingly, the variable remuneration earned in 2023 for 2023 amounts to EUR 1,000 thousand. Excluding the one-off special payment of EUR 1,000 thousand the range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was adhered to.

Alexander Ruoff | COO

Vested remuneration	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	750,000	65.3	750,000	45.7
Fringe benefits	23,009	2.0	17,700	1.1
Total (non-performance-based)	773,009	67.3	767,700	46.8
One-year variable remuneration	250,000	21.8	250,000	15.2
Variable cash remuneration 2020	125,000	10.9	0	0.0
Total (performance-based)	375,000	32.7	250,000	15.2
Other¹	0	0.0	625,000	38.0
Total remuneration	1,148,009	100.0	1,642,700	100.0

¹ Mr Klaus-Peter Schulenberg and Mr Alexander Ruoff were each granted a one-off special payment in connection with the extension of their service contracts

For Mr Ruoff, the above described criteria for granting and the amount of variable remuneration are weighted as follows: Revenue 40%, EBIT 40% and individual targets 20%. The variable target remuneration for 2023 was EUR 250 thousand.

The target achievement in terms of revenue and EBIT for the 2023 financial year was over 100% in each case and the individual targets were also 100% met. Accordingly, the variable remuneration earned in 2023 for 2023 amounts to EUR 250 thousand. Excluding the one-off special payment of EUR 625 thousand the range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was adhered to.

Holger Hohrein | CFO (seit 1. Januar 2023)

Vested remuneration	2022	proportion of total %	2023	proportion of total %
Fixed remuneration	0	n/a	700,000	68.4
Fringe benefits	0	n/a	23,830	2.3
Total (non-performance-based)	0	n/a	723,830	70.7
One-year variable remuneration	0	n/a	300,000	29.3
Total (performance-based)	0	n/a	300,000	29.3
Total remuneration	0	n/a	1,023,830	100.0

For Mr Hohrein, the above described criteria for granting and the amount of variable remuneration are weighted as follows: Revenue 33%, EBIT 33% and individual targets 33%. The variable target remuneration for 2023 was EUR 300 thousand.

The target achievement in terms of revenue and EBIT for the 2023 financial year was over 100% in each case and the individual targets were also 100% met. The variable remuneration earned in 2023 for the 2023 financial year is therefore EUR 300 thousand, the range set out in the remuneration system with regard to the ratio of fixed and variable remuneration was adhered to.

15. REMUNERATION OF SUPERVISORY BOARD MEMBERS

Pursuant to section 113a (3) sentences 1 and 2 AktG, the annual shareholders' meeting of a listed company must vote on whether to approve the remuneration system for Supervisory Board members at least once every four years. It is permissible to adopt a resolution confirming the remuneration. The remuneration system for Supervisory Board members that has been in place since 9 May 2017 was approved by the shareholders at the Annual Shareholders' Meeting on 7 May 2021.

The remuneration system is governed by article 15 of the Company's articles of association. In addition to reimbursement of their expenses, Supervisory Board members receive fixed annual remuneration, which is payable after the end of a financial year and must be approved by resolution of the Annual Shareholders' Meeting. The remuneration system does not provide for variable remuneration. Supervisory Board members who are only on the board for a portion of a financial year receive the approved remuneration on a pro rata basis (based on full months). Any VAT due on the remuneration received is reimbursed by the Company.

The fixed annual remuneration for the ordinary members of the Supervisory Board of CTS KGaA amounts to EUR 50 thousand (previous year: EUR 50 thousand) and the remuneration for the Chairman of the Supervisory Board amounts to EUR 100 thousand (previous year: EUR 100 thousand). The members of the Supervisory Board are covered by the Group-wide D&O insurance.

16. SUPERVISORY BOARD REMUNERATION – GRANTED AND OWED IN 2023 (SECTION 162 AKTG)

The wording of Section 162 (1) sentence 1 AktG for “remuneration granted” and “remuneration owed” is interpreted and used in the comments below in reference to when the remuneration is actually received.

The members of the Supervisory Board of CTS KGaA received remuneration totalling EUR 225 thousand in the 2023 financial year (previous year: EUR 208 thousand). Reimbursement of expenses totalling EUR 9 thousand (previous year: EUR 1 thousand) was requested for the 2023 financial year. As a full member of the Supervisory Board of CTS KGaA, Dr Schulenberg has waived 50% of her Supervisory Board remuneration since the 2017 financial year.

The remuneration granted and owed in the 2023 financial year is made up as follows Dr Kundrun EUR 100 thousand (previous year: EUR 100 thousand), Dr Baur (member since 12 May 2022) EUR 33 thousand (previous year: EUR 0 thousand), Dr Schulenberg EUR 25 thousand (previous year: EUR 25 thousand), Mr Philipp Westermeyer EUR 50 thousand (previous year: EUR 33 thousand) and Prof. Plog (member until 12 May 2022) EUR 17 thousand (previous year: EUR 50 thousand).

The vesting-based Supervisory Board remuneration is made up as follows: Dr Kundrun EUR 100 thousand (previous year: EUR 100 thousand), Dr Baur EUR 50 thousand (previous year: EUR 33 thousand), Dr Schulenberg EUR 25 thousand (previous year: EUR 25 thousand), Mr Philipp Westermeyer EUR 50 thousand (previous year: EUR 50 thousand) and Prof. Plog EUR 0 thousand (previous year: EUR 17 thousand).

17. COMPARATIVE PRESENTATION

Comparison of the remuneration of the members of the governing bodies and the remuneration of employees and comparison with the development of earnings as required by section 162 (1) sentence 2 no. 2 AktG based on the above definition of the Executive Board remuneration granted and owed in accordance with section 162 (1) sentence 1 AktG:

	Change in %	Change in %	Change in %	in EUR
Total remuneration for current Executive Board members¹	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2023
Klaus-Peter Schulenberg, Chief Executive Officer¹				
Fixed remuneration	33.1	0.0	0.0	2,815,200
Variable remuneration	-50.0	-100.0	n/a	1,500,000
Alexander Ruoff, Chief Operating Officer²				
Fixed remuneration	13.9	0.0	-0.7	767,700
Variable remuneration	-90.0	-100.0	n/a	375,000
Holger Hohrein, Chief Financial Officer (from 1 January 2023)				
Fixed remuneration	n/a	n/a	n/a	723,830
Variable remuneration	n/a	n/a	n/a	0
Gesamtvergütung früherer Vorstandsmitglieder				
Andreas Grandinger, Chief Financial Officer (until 31 December 2022)²				
Fixed remuneration	70.0	0.0	-70.7	210,167
Variable remuneration	n/a	-100.0	n/a	300,000

1 As at 1 July 2020 - 31 December 2020, 50% of fixed salary was waived.

2 As at 1 July 2020 - 31 December 2020, 25% of fixed salary was waived.

	Change in %	Change in %	Change in %	in EUR
Total remuneration of current and former members of the Supervisory Board members	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2023
Dr. Bernd Kundrun	0.0	0.0	0.0	100,000
Dr. Cornelius Baur (since 12 May 2022)	n/a	n/a	n/a	33,333
Prof. Jobst W. Plog (until 12 May 2022)	0.0	0.0	-66.7	16,666
Dr. Juliane Schulenberg	0.0	0.0	0.0	25,000
Philipp Westermeyer (since 21 May 2021)	n/a	n/a	51.5	50,000

	Change in %	Change in %	Change in %	in EUR
Earnings performance	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2023
Net result for the year of CTS KGaA (HGB)	449.7	46.9	102.9	221,929,385
EBIT of the CTS Group (IFRS)	334.5	116.1	26.1	402,323,820

	Change in %	Change in %	Change in %	in EUR
Average employee remuneration (based on FTE)	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2023
Employees of CTS KGaA	5.8	29.2	5.8	104,418
Employees of CTS Group	7.6	37.8	1.3	83,744

The average employee remuneration was calculated on the basis of the remuneration of permanent employees and managing directors. It includes the employer's share of social security contributions. For the presentation of the change in average employee remuneration, the simplification provided in section 26j (2) sentence 2 of the German Introductory Act to the Stock Corporation Act (EgAktG) was applied.

18. INDEPENDENT AUDITOR'S REPORT

To CTS EVENTIM AG & Co. KGaA, Munich

REPORT ON THE AUDIT OF THE REMUNERATION REPORT

We have audited the attached remuneration report of CTS EVENTIM AG & Co. KGaA, Munich, for the financial year from January 1 to December 31, 2023, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of CTS EVENTIM AG & Co. KGaA are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgment. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2023, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to CTS EVENTIM AG & Co. KGaA, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on January 1, 2024. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Hamburg, March 13, 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Thiele

Wirtschaftsprüfer

[German Public Auditor]

Dr. Uschkurat

Wirtschaftsprüfer

[German Public Auditor]

ANNEX TO AGENDA ITEM 9

REMUNERATION SYSTEM FOR MEMBERS OF THE EXECUTIVE BOARD OF THE GENERAL PARTNER 2024

1. BASIC COMPONENTS OF THE REMUNERATION SYSTEM FOR EXECUTIVE BOARD MEMBERS

The remuneration system for the members of the Executive Board of the general partner (hereinafter “Executive Board members“ or “Executive Board“) of CTS EVENTIM AG & Co KGaA (hereinafter “CTS KGaA“) was revised and supplemented for new Executive Board contracts running from 2024. In future, this will form the basis for new contracts or extensions of Executive Board contracts and is thus aimed at standardisation.

The remuneration system makes a significant contribution to promoting and implementing CTS KGaA's corporate strategy of continuously expanding its market position in the ticketing and live entertainment market through organic and inorganic growth. Revenue and profitability are to be sustainably increased through the expansion of an internationally successful business model.

The remuneration system for the members of the Executive Board sets incentives that are in line with and support this corporate strategy: Variable remuneration is aligned with the financial performance criteria of revenue, earnings before interest and taxes (EBIT) and personal targets of the individual Executive Board members as well as long-term strategic targets. On the one hand, this promotes the alignment of Executive Board activities with the growth targets pursued and the desired profitability. On the other hand, it incentivises a continuous and sustainable increase in profitability. In order to align the remuneration of the Executive Board members with the long-term success of the company, the majority of the variable remuneration is linked to the strategic targets and thus to the sustained successful development of the company.

2. THE REMUNERATION SYSTEM IN DETAIL

On the basis of the remuneration system, the Supervisory Board of the general partner determines a specific and customary target total remuneration for each member of the Executive Board that is commensurate with the tasks and performance of the Executive Board member and the situation of the company. The target total remuneration is made up of the sum of all remuneration components relevant to the total remuneration. The variable remuneration is based on a target amount for 100% target achievement in accordance with the contractual provisions in the employment contracts.

According to the remuneration system, the share of fixed remuneration lies within a range of between 60% and a maximum of 75% of the target total remuneration and thus the share of the target amount of the total variable remuneration lies between 25% and a maximum of 40% of the target total remuneration - not taking into account fringe benefits and any deferred variable remuneration components from previous years in accordance with the measurement system described below. The majority of the variable remuneration is multi-year in nature. The short-term portion of the target amount of variable remuneration is between 40% and a maximum of 49% and the long-term portion of variable remuneration is between at least 51% and 60%.

2.1. FIXED REMUNERATION COMPONENTS

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

2.2. VARIABLE REMUNERATION COMPONENTS

The variable remuneration is divided into short-term variable remuneration and long-term variable remuneration. The long-term remuneration has a three-year assessment period and a target amount that exceeds the short-term variable target amount in the event of 100% target achievement. The majority of the variable remuneration is therefore long-term in nature.

The criteria for granting and the amount of the short-term variable remuneration are the achievement of annual revenue and EBIT targets in accordance with the approved annual plan. In addition, individual targets are agreed for each member of the Executive Board. The maximum target achievement for each of the three bonus components of the short-term variable remuneration is 100%.

The revenue and EBIT targets are subject to multi-year bonus and malus incentives. If the planned revenue or EBIT targets are not met, the entitlement for the respective bonus component is reduced by the percentage of the corresponding deviation from the plan up to a maximum of 50%. If planning is fallen short of by more than 50%, the corresponding bonus entitlements lapse.

The malus regulation stipulates that if the revenue or EBIT target is not met by more than 10%, the maximum achievable amount of the respective bonus component for the next financial year is reduced disproportionately by 20%. If the target is at least achieved in the two subsequent years, the reduced remuneration components are offset again. The short-term variable remuneration therefore contains multi-year remuneration components that are linked to the sustainable development of financial performance indicators.

The personal targets for each member of the Executive Board are set annually by the Supervisory Board General Partner at the beginning of the respective financial year. The Supervisory Board general partner can use the personal targets to assess the individual performance of the members of the Executive Board and the achievement of non-financial targets. These can be, for example, key financial figures or performance in the department, individual contributions to important key projects, relevant strategic performance or the achievement of sustainability targets. The fulfilment of the personal targets is determined by the Supervisory Board at its own dutiful discretion depending on the degree of fulfilment of the criteria for assessing the individual performance of the member of the Executive Board.

For the long-term variable remuneration, the Supervisory Board of the general partner sets strategic three-year targets each year, taking into account the strategic planning of the Executive Board, whereby subsequent changes to the targets and/or any comparison parameters are excluded. At the end of the three-year assessment period, the Supervisory Board of the general partner determines the fulfilment of the defined strategic targets and thus the amount of the variable long-term remuneration components to be granted. In addition, it is intended to grant the members of the Executive Board share options as part of long-term variable remuneration.

In addition, the Supervisory Board may, at its discretion, decide to pay an additional bonus for special individual performance by the Executive Board and if the company is particularly successful. The bonuses determined in accordance with the following section 3 for all members of the Executive Board together may not be exceeded by this additional bonus.

The achievement of both short-term and long-term targets is determined by the Supervisory Board of the general partner within the first quarter of the financial year following the relevant financial year. The variable remuneration components are paid in the month in which the consolidated financial statements for the past financial year are approved, or at the latest in the month thereafter.

3. MAXIMUM REMUNERATION

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board of the general partner has set a maximum remuneration limit that restricts the actual total amount of remuneration granted for a specific financial year (fixed remuneration + fringe benefits + payment from variable remuneration + granting of share options). This maximum remuneration for all members of the Executive Board together totals EUR 12 million.

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. The compensation corresponds to 100% of the total fixed and variable remuneration for the last financial year before the contract ended. Income earned by the Executive Board member from self-employment, employment or other gainful employment during the period of the post-contractual non-competition clause is to be offset against the compensation. The company may waive compliance with the post-contractual non-competition clause at any time during the term of this agreement by means of a written declaration to the Executive Board.

In order to take appropriate account of extraordinary developments, the Supervisory Board may, in the event of a deterioration in the situation of CTS KGaA, unilaterally reduce the total remuneration of the Executive Board to an appropriate amount in accordance with Section 87 (2) AktG. Instead of reducing the total remuneration, the variable remuneration can also be withheld or reclaimed in full or in part in such a case.

5. PROCESS OF ESTABLISHING, IMPLEMENTING AND REVIEWING THE REMUNERATION SYSTEM

The Supervisory Board of the general partner adopts a clear and comprehensible remuneration system for the members of the Executive Board. The General Partner's Supervisory Board reviews the remuneration system at its own discretion, but at least every four years. In doing so, the Supervisory Board conducts a market comparison and also takes particular account of 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 employee remuneration and employment conditions. If necessary, the Supervisory Board of the general partner consults external experts.

The Supervisory Board of the general partner also regularly reviews the specific remuneration of all members of the Executive Board. When assessing the appropriateness of the remuneration, the comparative environment of CTS KGaA (horizontal comparison in relation to the remuneration for members of the Executive Board) and the company's internal remuneration structure (vertical comparison) are taken into account. The vertical comparison refers to the ratio of the remuneration of the members of the Executive Board to the remuneration of the first management level and the total workforce of CTS KGaA. The Supervisory Board of the general partner takes into account the development of the remuneration of the groups described and how the ratio has developed over time.

6. DEVIATIONS FROM THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

With the exception of the point mentioned below, the remuneration system takes into account the recommendations of the German Corporate Governance Code (GCGC) in the version that came into force on 27 June 2022.

Only with regard to G.10 (share-based variable remuneration) is there still a deviation from the recommendations of the GCGC. Nevertheless, the pursuit of long-term and sustainable positive corporate development is ensured in particular by the fact that the Chairman of the Executive Board is himself indirectly a significant shareholder of the company. For this reason alone, it can be assumed that the interests of the Executive Board and shareholders are aligned.

■ INFORMATION ON THE EU GENERAL DATA PROTECTION REGULATION ("GDPR")

As the data controller, CTS Eventim AG & Co. KGaA processes your data exclusively in compliance with the provisions of the GDPR and all other relevant 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 that you provide to us or have provided to us when registering for the Annual General Meeting or at a later date or that is provided to us by a bank.

If you or your authorised representatives contact us, we also process the personal data required to respond to any requests (such as the contact details provided by the shareholder or authorised representative, e.g. email address or telephone number). If necessary, the company also processes information on questions, election proposals and requests from shareholders or their authorised representatives.

The purpose of data processing in this context is to organise and hold the Annual General Meeting and to fulfil obligations under stock corporation law. At the same time, the purpose is to enable you to exercise your rights under the German Stock Corporation Act at the Annual General Meeting.

As a data subject, you may have the following rights vis-à-vis us: access; rectification; erasure; restriction of processing; notification of rectification, erasure or restriction; data portability; right to object. You also have the right to lodge a complaint with a supervisory authority.

Details on the handling of your personal data and your rights as a data subject in accordance with the GDPR can be found under the following link on our website for the Annual General Meeting 2024 in a comprehensive privacy policy:

<https://corporate.eventim.de/en/investor-relations/general-meeting/>

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



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