

## **Code of Conduct**

CTS EVENTIM AG & Co. KGaA

(and group companies)

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## Foreword by the Management Board

Dear Colleagues,

The continuity and constant development of our company depend heavily on our reputation as a trustworthy business partner and employer. Compliance with the law in the context of our commercial undertakings is an intrinsic part of this. Non-compliance damages the reputation of our company and can also entail serious legal consequences. Anyone acting in an illegal manner or profiting at the expense of the company harms everyone in the company: its shareholders, its management team and its employees. This behaviour jeopardises the company's commercial success, its ability to invest and grow and can ultimately also jeopardise jobs.

As a general guideline spanning numerous legal systems for our decisions, the attached Code of Conduct (hereinafter referred to as the Code) specifies the binding minimum group standards for responsible conduct towards business partners and the public, but also for our conduct within the company. As a result, the Code serves as a guide for our everyday activities.

We would like to particularly highlight the following points:

- In order to live up to our responsibilities, we must first and foremost ensure that we all know the laws and regulations applicable to our own work, and take personal responsibility for complying with them in our own working environments. There is no substitute, however, for personal integrity and individual sound judgement.
- Our managers have a special role to play. They are the role models who credibly epitomise our values and our corporate culture, demonstrating it on a daily basis and acting consistently against behaviour that does not fit with our requirements.
- We want to create a climate in which everything can be discussed openly. This is especially also true for violations of this Code.

We are grateful to you for making a major contribution to this through your conduct.

CTS EVENTIM AG & Co. KGaA  
represented by:  
EVENTIM Management AG, General Partner

The Management Board

## 1 Introduction

### 1.1 Compliance at CTS EVENTIM

Compliance means observing legal regulations, voluntarily imposed self-obligations and in-house guidelines.

The Code summarises the key rules of conduct for employees, managers and corporate bodies (hereinafter referred to as: company associates) and therefore sets out the minimum standards and principles expected across all countries, companies and legal systems. It provides all company associates of EVENTIM with a tool to use when assessing whether an action or decision is acceptable or not.

### 1.2 Field of application

The Code applies to CTS EVENTIM AG & Co. KGaA and all directly controlled group companies (CTS EVENTIM).

The regulations are essentially only binding to the degree that they do not contradict country-specific laws and regulations.

## 2 Principles

### 2.1 General principles

#### Responsibility for the reputation of CTS EVENTIM

The reputation of CTS EVENTIM is essentially shaped by the profile, actions and conduct of every individual. Inappropriate conduct, even by one employee, can cause significant damage to the company. Everyone must therefore ensure that their public profile does not harm the company's reputation.

#### Leadership principles and collaboration

Every supervisor must act as a role model, bearing responsibility for their employees and aligning their actions in particular with the principles of conduct. Through regular information regarding and explanation of the obligations and permissions relevant to each individual's work, supervisors shall promote the standards-compliant behaviour of their employees. Supervisors have faith in their employees, agree clear, ambitious and realistic goals and grant their employees autonomy. Supervisors are aware of and acknowledge their employees' achievements.

As part of their management role, supervisors will prevent unacceptable behaviour and bear responsibility for ensuring that no infringements of the law occur that could have been prevented or avoided through appropriate supervision.

Trusting and effective cooperation is exemplified through mutual and open information and support. Supervisors and employees inform each other regarding situations and operational contexts sufficiently to allow them to act and make decisions accordingly. Employees and in particular supervisors must ensure the rapid and smooth exchange of information.

### Equal opportunities and mutual respect

CTS EVENTIM guarantees equal opportunities and equal treatment, regardless of ethnicity, skin colour, gender, disability, ideology, religion, nationality, sexual orientation, social background or political persuasion, provided this is based on democratic principles and a tolerance of those with differing views.

All employees are essentially selected, appointed and promoted based on their qualifications and abilities. Everyone is obliged to prevent any form of discrimination (e.g. through disadvantage, harassment or bullying) and to promote respectful, partnership-style cooperation.

## 2.2 Dealing with business partners

CTS EVENTIM is committed to fair conduct towards its business partners and third parties, and promotes fair and honest competition while complying with competition and monopolies legislation.

Everyone is obliged to comply with the rules of competition and monopolies legislation. This means, for example, that nobody should conduct negotiations with competitors in which conditions are discussed or information is exchanged that is relevant to competition. Agreements with business partners and third parties regarding non-competition, the submission of sham offers for tenders or the apportionment of customers, territories or products are also prohibited. The improper preference or exclusion of contracting parties is also not permitted.

CTS EVENTIM also expect all business partners to be fully aware of their responsibilities to ensure fair competition.

## 2.3 Avoidance of conflicts of interest and corruption

Nobody should be misled by favours to make improper or unobjectionable decisions regarding commercial activities or mislead others to do so. This especially means that nobody at CTS EVENTIM must offer or accept prohibited benefits (e.g. money, materials, services) during the course of business transactions that may be deemed as influencing a fair and proper decision.

In order to avoid legal consequences for CTS EVENTIM, for its associated business partners, but also for each individual right from the outset, everyone must, under their own responsibility, find out the correct procedure from their supervisor and internal regulations before offering or accepting gifts, invitations and hospitality.

### Fighting corruption

With the aim of achieving successful and sustainable business, we compete to win customers with our products and services. We support national and international efforts to not influence or falsify competition through corruption, and we reject any corrupt behaviour that may damage the company.

This is especially true for cooperation with public legal institutions, associations and authorities.

### Gifts

CTS EVENTIM takes care to ensure that gifts (presents and invitations) are accepted only in accordance with the rules and regulations and while maintaining complete transparency.

Gifts that go beyond the realms of the usual and appropriate are therefore basically not accepted or offered, and every attempt is made to ensure that relatives or other people close to us do not accept such gifts either.

### Handling donations

CTS EVENTIM makes donations, i.e. gifts given on a voluntary basis, without any expectation of a return, and sponsorship money is provided only in the context of the respective legal framework and in agreement with the internal regulations governing such practices.

We provide donations of money and materials for science and education, for culture and sport and for social projects. We do not support political parties or similar affiliations.

Donations are made in a transparent manner and only to organisations that are authorised to accept them. The purpose, the donation recipient and the confirmation of the donation by the recipient must be documented in a verifiable manner. None of our employees is permitted to make donations that could jeopardise our reputation.

### Conflicts of interest

It is very important to CTS EVENTIM that all employees do not enter into any conflict between their private (e.g. through personal or financial involvement) and professional interests during their work or carry out any activities that may compete with CTS EVENTIM (e.g. professional ticket dealing, etc.).

This means that all situations from which conflicts of interest can arise must be avoided. This also applies for companies with which CTS EVENTIM has a direct supply or service relationship.

## 2.4 Protection of information and commercial assets

### Data protection and information security

If gathering, storing, processing or sharing personal data and information, CTS EVENTIM observes the applicable rules and regulations. We follow the principle of data economy in this context.

Each employee is obliged to keep secret any commercial and operational secrets that are entrusted to them or which become known to them as part of their work for the company. Confidentiality must be maintained regarding the work and procedures that go on within the company which are important for CTS EVENTIM or its business partners and which have not been made public.

Access to confidential information is provided only to the extent that it is required for the task at hand to be performed ("need to know principle"). This is especially true for the handling of personal data.

### Handling insider information

CTS EVENTIM publishes important insider information that is of relevance to the stock exchange in agreement with the relevant provisions of laws governing the capital market.

Nobody trades on the basis of insider information using CTS EVENTIM's financial instruments, since anyone who has this information is prohibited from insider trading and prohibited from manipulating the market. This also applies for closely related people (e.g. family relatives or partners).

### Safeguarding of assets

Company associates must only use the property of CTS EVENTIM for business purposes, provided there are no special regulations in place governing its private use. The property must be handled properly and respectfully and protected against loss.

### Protection of intellectual property

CTS EVENTIM is depending on the creativity and innovativeness of all employees. Protecting intellectual property is therefore an important competitive factor.. Intellectual property essentially incorporates all products of intellectual work, regardless of its commercial value. These include in particular software, graphical work, photos and films. The protection of the intellectual property of third parties is also covered by this regulation and is indispensable.

## 2.5 Social media

CTS EVENTIN fundamentally welcomes commitment to the world of social media.

Each individual is responsible for their own activity and must clearly distinguish whether they are acting as a private person or as a representative of CTS EVENTIM. Principles such as transparency, respect and propriety are key tenets of this.

The principles of confidentiality, data protection and brand and copyright law also apply on the Internet. Commercial secrets do not belong on the Internet.

## 2.6 Accounting and records

CTS EVENTIM conducts transactions, stores documents and prepares financial reports in an orderly and transparent manner.

To satisfy legal accounting rules and contractual reporting obligations, all business transactions must be posted and documented appropriately, promptly and in the manner intended.

Any manipulation of accounting figures is strictly prohibited and can result in prosecution. Documents relevant to financial accounting must not be deliberately populated with incorrect or misleading entries. Any form of balance sheet manipulation is prohibited.

## 2.7 Additional activities

Everyone is obliged to provide CTS EVENTIM with their full working performance and to carry out the tasks assigned to them conscientiously and to the best of their abilities. Additional activities that may impair their ability to fulfil this obligation are fundamentally not permitted, unless they have been agreed in writing beforehand.

### 3 Handling principles

#### Group companies

CTS EVENTIM strives to ensure compliance with the principles of conduct in all group companies, taking account of the legislation and cultural characteristics applicable in the various countries and locations in which the company operates.

The companies actively promote the distribution and communication of the principles of conduct and take care to ensure their effective implementation, e.g. through training. In the context of this implementation, they take care to ensure that no employee experiences any disadvantage as a result of complying with the principles of conduct, and that any infringements of the principles of conduct are addressed appropriately. In terms of assessing infringements of the principles of conduct, the legal and commercial regulations applicable in the group companies shall be decisive.

The companies are entitled to implement regulations beyond the principles of conduct provided they do not conflict with the principles of conduct set out here.

CTS EVENTIM also supports all of the other shareholding companies, as well as business partners and suppliers, to take account of these principles of conduct in their company policy.

#### Employees and supervisors

Everyone must comply with the laws and regulations applicable in their sphere of work, as well as with internal regulations, and must align their activities with the principles of conduct.

Anyone behaving in a manner that is not compliant with such rules and regulations must expect appropriate consequences in the context of commercial and legal regulations which may extend to termination of the contract of employment and claims for damages.

Every supervisor will ensure that the employees in their division is familiar with and complies with the principles of conduct. Compliance with individual rules addressed in the Code can also be checked on a case-by-case basis through "Internal Audit" in the context of an audit.

### 4 Manual

If uncertainty occurs in a given instance whether a decision is harmonious with the requirements of the Code, check using the following questions:

- Is my decision legal, and is it in harmony with the rules of the company?
- Am I able to make the decision in the best interests of the company and free from competing interests of my own?
- Am I able to make the decision with a clear conscience?
- Would it also withstand a review by third parties?
- Will my decision maintain the company's good reputation?

If each of these questions can be answered with "Yes", the decision is probably justifiable. If any of these questions raise doubts, seek expert advice. You will find suitable contacts in the section below.

## 5 Contacts

The first contact for any employee in relation to questions or uncertainty regarding principles of conduct or other areas of suspicion and legal doubt is their supervisor.

Everyone can also contact the Compliance Officer, the central Compliance mailbox or Internal Audit.

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