



**GROUP INTERIM REPORT  
AS AT 30 JUNE**

**2012**

## KEY GROUP FIGURES

	01.01.2012 - 30.06.2012	01.01.2011 - 30.06.2011	Change
	EUR'000	EUR'000	[in %]
Revenue	256,873	263,846	-2.6
EBITDA	51,968	41,242	26.0
EBIT	40,659	30,146	34.9
Normalised EBITDA	50,763	47,062	7.9
Normalised EBIT before amortisation from purchase price allocation	44,576	41,167	8.3
<i>Normalised EBITDA margin</i>	<i>19.8%</i>	<i>17.8%</i>	<i>1.9 pp</i>
<i>Normalised EBIT margin before amortisation from purchase price allocation</i>	<i>17.4%</i>	<i>15.6%</i>	<i>1.8 pp</i>
Non-recurring items <sup>1</sup>	-1,205	5,820	-120.7
Amortisation from purchase price allocation <sup>2</sup>	5,122	5,201	-1.5
Earnings before taxes (EBT)	37,430	28,793	30.0
Net income after non-controlling interest	21,092	17,136	23.1
Cash flow	35,419	28,597	23.9
	[EUR]	[EUR]	
Earnings per share <sup>3</sup> , undiluted (= diluted)	0,44	0,36	
	[Qty.]	[Qty.]	
Number of employees <sup>4</sup>	1,403	1,447	
Of which temporary	(113)	(139)	

<sup>1</sup> Cf. page 7 for non-recurring items

<sup>2</sup> Purchase price allocation of Ticketcorner Holding AG and See Tickets Germany GmbH; cf. page 8

<sup>3</sup> Number of shares: 48 million

<sup>4</sup> Number of employees at end of period (active workforce)

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# 1. LETTER TO THE SHAREHOLDERS



Klaus-Peter Schulenberg  
Chief Executive Officer

Dear Ladies and Gentlemen,

In the period under review, from 1 January to 30 June 2012, the CTS Group succeeded in maintaining and extending its position as European market leader in the ticketing and live entertainment industries. By making strategic acquisitions in Germany and other European countries, the CTS Group gained additional market share and accomplished the next step in its expansion strategy. At the same time, the Group achieved further improvement in its profitability.

In the first half of 2012, the CTS Group generated EUR 256.9 million in revenue – a slight year-on-year decrease of 2.6%. EBITDA, in contrast, was improved by 26.0% to EUR 52.0 million, and EBIT by 34.9% to approximately EUR 40.7 million. Normalised EBITDA improved to EUR 50.8 million (HY1/2011: EUR 47.1 million), while normalised EBIT before amortisation from purchase price allocation increased to EUR 44.6 million (HY1/2011: EUR 41.2 million).

## **TICKETING AND LIVE ENTERTAINMENT SEGMENTS: STRONGER EARNINGS FIGURES**

Despite a slight decline in revenue in the first half-year 2012, the Ticketing segment generated a 20% increase in EBITDA to EUR 34.8 million. Consequently, CTS EVENTIM was able to consolidate its market leadership in Europe and still further to optimise its earnings performance.

In the first half-year, the Live-Entertainment segment also achieved a major year-on-year improvement in earnings, with revenue almost unchanged at EUR 162.5 million. 'Rock im Park' and 'Rock am Ring', two renowned festivals, were the biggest attractions.

## **LEADING PROVIDER, THANKS TO SERVICE ORIENTATION AND TECHNOLOGY**

With its consistent focus on delivering service and state-of-the-art technology, the CTS Group has clearly expanded its position as European market leader. The CTS Group uses the most advanced ticketing system known to the industry and relentlessly pursues its further development. CTS EVENTIM also profits from growing ticket sales via the Internet, which permits a substantially higher level of added value.

## **SUCCESSFUL TAKEOVER OF THE HAMMERSMITH APOLLO IN LONDON**

European expansion remains of major importance: At the end of May 2012, the contracts to acquire the Hammersmith Apollo jointly with the Anschutz Entertainment Group (AEG) were signed in London. The seller is the British HMV Group plc., the buyer a London-based joint venture in which CTS EVENTIM and AEG hold equal shares. Hammersmith Apollo Ltd. operates the central London venue of the same name. With a capacity of more than 5,000, the legendary Apollo is one of London's most popular venues for many live gigs (including Oasis, REM, AC/DC, Bruce Springsteen, Kylie Minogue and Elton John, to name just a few), as well as high-profile TV productions, comedy shows, ballet and opera. This means that CTS EVENTIM also has an established presence in London, where the stars go on stage.

## **CTS EVENTIM TAKES OVER THE OPERATING COMPANY FOR THE LANXESS ARENA IN COLOGNE**

In mid-August this year, CTS EVENTIM signed the contracts to acquire Arena Management GmbH (AMG), the company responsible for operating the Lanxess Arena in Cologne. The buyer is Arena Holding GmbH, a wholly-owned subsidiary of CTS EVENTIM AG. By taking this step, CTS EVENTIM has succeeded in establishing itself in the metropolitan region of Cologne, a region that is home to more than 20 million people within a 100-km radius. The Lanxess Arena, which is owned by a property fund, has a seating capacity of up to 20,000 and attracts as many as 1.8 million visitors annually, thus making it one of the biggest and most successful event facilities in Europe. The hall is the venue for numerous concerts by performers such as Madonna, Udo Lindenberg and Lady Gaga, for big-name TV shows like 'Germany's Next Top Model', and for various kinds of family entertainment and comedy shows. The Arena is also home to first-division German ice hockey club KEC Kölner Haie, and the venue for the shareholders' meetings of companies listed on the stock exchange, such as Deutsche Telekom AG and Lanxess AG, the naming sponsor of the hall since 2008.

## **ATTRACTIVE EVENTS**

CTS EVENTIM ranks top in Europe, concerning events and tickets. Whatever the category, be it rock, pop, German Schlagermusik, folk music, classical music, theatre, musicals or sports events – no one offers the public more. With top events, CTS EVENTIM will thrill audiences in the months ahead. CTS EVENTIM also attaches great importance to sports events. In September, for example, the 71st Internationales Stadionfest Berlin (ISTAF), the world's most popular athletics meeting, will start in Berlin. The Finnish subsidiary, Lippupiste Oy, is also responsible for most of the ticketing for the Ice Hockey World Championships to be held in Finland and Sweden in Spring 2013. All in all, more than 80 clubs, associations and sports promoters from more than 20 different sporting disciplines now make use of CTS EVENTIM services. When the new season of German first-division football is launched, CTS EVENTIM will be involved – which means good prospects for the company and its customers.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Klaus-Peter Schulenberg". The signature is stylized and cursive.

Klaus-Peter Schulenberg  
Chief Executive Officer

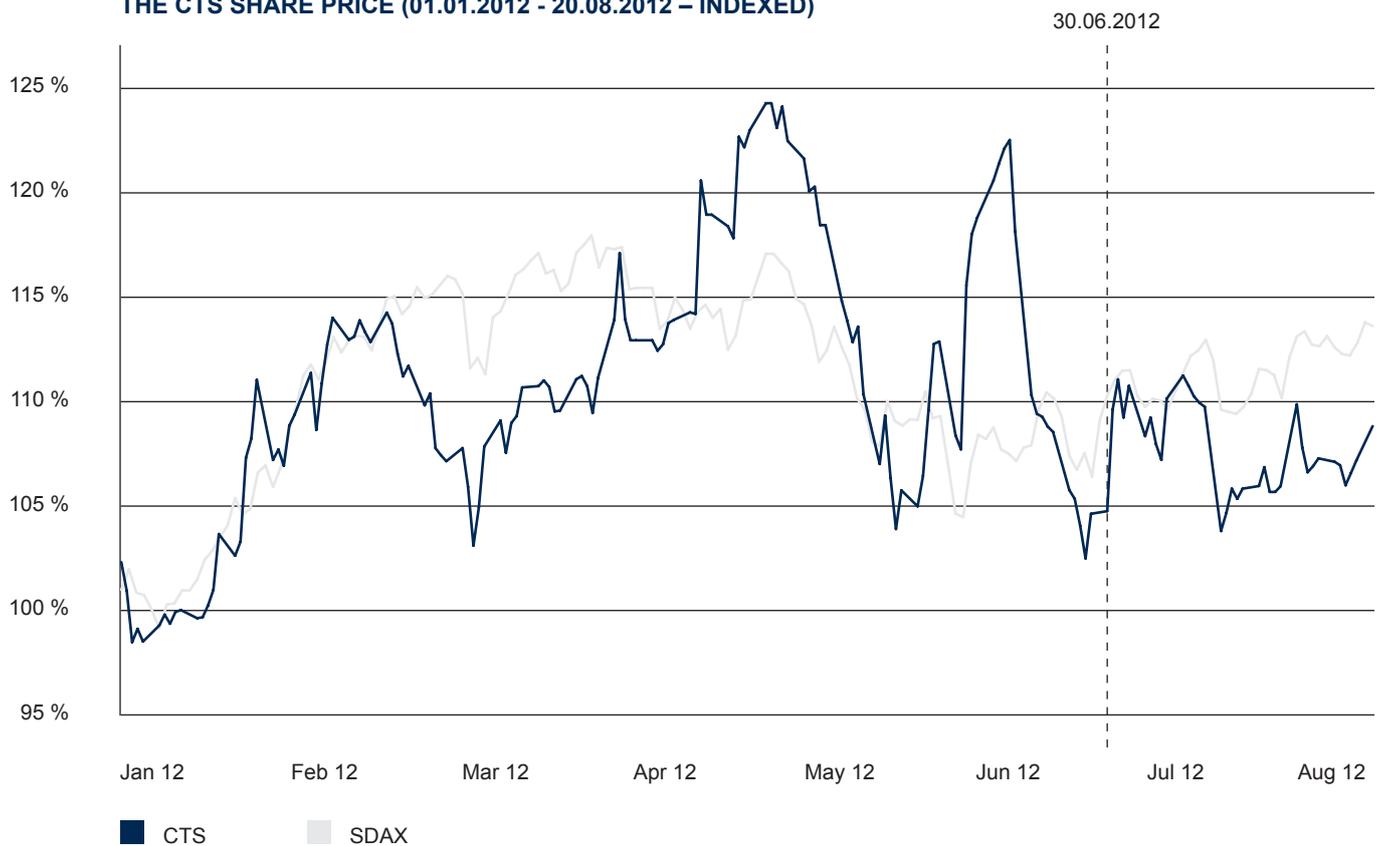
## 2. CTS SHARES

In a market environment that remains highly volatile, shares in CTS EVENTIM did well in the second quarter of 2012, out-performing the SDAX index by 1.5%. A stable investor base and exceptionally low volatility in shareholder structure are a clear indication of the confidence placed in CTS EVENTIM shares as a solid investment, and in the business model of CTS EVENTIM. This solidity is also reflected in the continuity with which dividends are distributed by CTS EVENTIM AG: In fiscal year 2012 a dividend is paid to CTS EVENTIM shareholders' for the seventh consecutive time. Although the SDAX index performed 4.7% better than CTS EVENTIM shares in the first six months of fiscal 2012, shares in CTS EVENTIM AG are absolutely unequalled by the SDAX in a medium- and long-term comparison, with a performance of 13.4% since 1 January 2011 and 102.85% since the beginning of 2008.

The analysts at Berenberg Bank, Deutsche Bank, DZ Bank and HSBC see further upward potential for CTS EVENTIM shares and recommend them with a 'Buy' rating. Crédit Agricole Cheuvreux, Macquarie Securities Group, M.M. Warburg and NordLB also recommend the shares with a 'Hold' rating.

In the current financial year so far, CTS EVENTIM AG has taken part in various investor conferences and has held a number of investor roadshows. CTS EVENTIM AG will continue to use the platform provided by investor conferences, roadshows and conference calls at national and international level to nurture good investor relations.

**THE CTS SHARE PRICE (01.01.2012 - 20.08.2012 – INDEXED)**



Number of shares held by members of executive organs as at 30 June 2012:

	<b>Number of shares</b>	<b>Share</b>
	<b>[Qty.]</b>	<b>[in %]</b>
<b>Members of the Management Board:</b>		
Klaus-Peter Schulenberg (Chief Executive Officer)	24,097,000	50.202
Volker Bischoff	0	0.000
Alexander Ruoff	4,000	0.008
<b>Members of the Supervisory Board:</b>		
Edmund Hug (Chairman)	9,430	0.020
Prof. Jobst W. Plog	1,800	0.004
Dr. Bernd Kundrun	0	0.000

## 3. INTERIM MANAGEMENT REPORT FOR THE GROUP

### 1. EARNINGS PERFORMANCE, FINANCIAL POSITION AND CASH FLOW

#### EARNINGS PERFORMANCE

	01.01.2012 - 30.06.2012	01.01.2011 - 30.06.2011	Change	
	[EUR'000]	[EUR'000]	[EUR'000]	[in %]
<b>Revenue</b>	<b>256,873</b>	<b>263,846</b>	<b>-6,973</b>	<b>-2.6</b>
<b>Gross profit</b>	<b>78,356</b>	<b>75,656</b>	<b>2,700</b>	<b>3.6</b>
<b>EBITDA</b>	<b>51,968</b>	<b>41,242</b>	<b>10,726</b>	<b>26.0</b>
<b>EBIT</b>	<b>40,659</b>	<b>30,146</b>	<b>10,513</b>	<b>34.9</b>
non-recurring items:				
Acquisition costs / workforce restructuring	540	1,330	-790	-59.4
Settlement of an acquisition	-1,820	0	-1,820	100.0
Legal consultancy cost in connection with the arbitration proceedings against Live Nation	75	4,490	-4,415	-98.3
	-1,205	5,820	-7,025	-120.7
Amortisation from purchase price allocation <sup>1</sup>	5,122	5,201	-79	-1.5
Normalised EBITDA	50,763	47,062	3,701	7.9
Normalised EBIT before amortisation from purchase price allocation	44,576	41,167	3,409	8.3

<sup>1</sup> Purchase price allocation of Ticketcorner Holding AG and See Tickets Germany GmbH; cf. page 8

## REVENUE GROWTH

The **CTS Group** generated EUR 256.873 million in revenue in the period under review, compared to EUR 263.846 million in HY1/2011 (-2,6%). Revenue (before consolidation between segments) breaks down into EUR 96.633 million in the Ticketing segment (HY1/2011: EUR 104.096 million) and EUR 162.509 million in the Live Entertainment segment (HY1/2011: EUR 162.912 million).

The **Ticketing segment** generated EUR 96.633 million in revenue (before consolidation between segments), down from EUR 104.096 million in HY1/2011. This 7.2% drop in revenue is mainly attributable to two factors: The comparatively high figure in HY1/2011 due to ticket sales for the FIFA 2011 Women's World Cup in Germany, and the major sports events in summer 2012, whose dominance has meant fewer events being offered in ticketing pre-sales. The share of revenue generated by foreign subsidiaries increased year-on-year from 40% in HY1/2011 to 43% in HY1/2012, mainly due to revenue growth on the part of the Ticketcorner Group in Switzerland. The highly profitable online ticketing business contributed to this improvement in earnings with an Internet ticketing volume of 8.7 million tickets (HY1/2011: 8.5 million). After adjusting for Internet ticketing sales for the FIFA Women's World Cup in HY1/2011, a growth in Internet ticketing volume of around 7% was achieved.

The **Live Entertainment segment** showed excellent performance in the first half of 2012. 'Rock am Ring' and 'Rock im Park', two renowned festivals, were the biggest attractions. Although revenue was almost unchanged, at EUR 162.509 million (HY1/2011: EUR 162.912 million, down 0.3%), earnings were significantly better.

## GROSS PROFIT

The gross profit of the **Group** increased in the first half of 2012 by 3.6% to EUR 78.356 million. The consolidated gross margin increased year-on-year from 28.7% to 30.5%.

In the **Ticketing segment**, the gross margin rose slightly from 54.7% to 56.6% in the first half of 2012, and in the **Live-Entertainment segment** from 11.5% to 14.6%.

## NON-RECURRING ITEMS

Group earnings both in the reporting period and in the same period last year were temporarily burdened by non-recurring items in the Ticketing segment. These non-recurring items were normalised in both reporting periods and are comprised as follows:

- In the first six months of 2012, profits were reduced by effects totalling EUR 540 thousand (HY1/2011: EUR 1.330 million); these resulted from realized and planned acquisitions and from workforce restructuring, mainly for severance payments and for benefits paid to interim employment ("transfer") companies.
- In the first half of 2012, a positive effect on profits resulting from the settlement of an acquisition was normalised to the amount of EUR -1.820 million.
- In the first six months of 2012, EUR 75 thousand (HY1/2011: EUR 4.490 million) in legal consultancy costs were incurred in connection with the arbitration proceedings against Live Nation.

## NORMALISED EBITDA / EBITDA

Normalised **Group** EBITDA increased by EUR 3.701 million or 7.9% to EUR 50.763 million. The normalised EBITDA margin was 19.8% (HY1/2011: 17.8%). Foreign subsidiaries accounted for around 21% of normalised Group EBITDA, unchanged year-on-year (HY1/2011: 21%). Group EBITDA showed an improvement of EUR 10.726 million or 26.0% to EUR 51.968 million (HY1/2011: EUR 41.242 million).

In the **Ticketing segment**, the normalised EBITDA amounted to EUR 33.554 million (HY1/2011: EUR 34.787 million). The decrease in profit growth was mainly characterised by the high figure achieved in the first half of 2011 as a result of ticket sales for the FIFA 2011 Women's World Cup in Germany, and by the major international sports events in summer 2012, whose dominance meant fewer events being offering in pre-sales. The share of normalised EBITDA in the Ticketing segment attributable to foreign companies rose year-on-year from 23% to 25% in the current reporting period. The EBITDA figure improved by 20.0% from EUR 28.968 million in HY1/2011 to EUR 34.759 million. The EBITDA margin improved by 8.1 percentage points to 36.0%, compared to 27.8% in HY1/2011.

In the **Live-Entertainment segment**, EBITDA improved by EUR 5.323 million from EUR 12.274 million to EUR 17.597 million, mainly because of above-average earnings generated by the tours and events held in the second quarter of 2012 (including the sold-out festivals 'Rock im Park' and 'Rock am Ring', Madonna, Allegria and Bruce Springsteen). The EBITDA margin in the first half of 2012 improved to 10.8% after 7.5% in HY1/2011.

## NORMALISED EBIT BEFORE AMORTISATION FROM PURCHASE PRICE ALLOCATION / EBIT

The key figure called 'normalised EBIT before amortisation from purchase price allocation' was defined in the business year 2010 due to the acquisitions made and the overall effects resulting from remeasurement of intangible assets taken over (trademark, customer base and software). When purchase price allocation is conducted in accordance with IFRS, the intangible assets of the target companies must be remeasured with their fair values as at the date of first inclusion in consolidation within the Group. These remeasured intangible assets are amortised on the basis of redefined useful lives in the Group. The substantial amortisation within the Group when conducting the purchase price allocation were eliminated in the key figure 'normalised EBIT before amortisation from purchase price allocation' in order to provide a fair view of earnings power.

In the first six months of 2012, normalised **Group** EBIT before amortisation from purchase price allocation rose by 8.3% from EUR 41.167 million to EUR 44.576 million. The normalised EBIT margin before amortisation from purchase price allocation increased from 15.6% to 17.4%. The EBIT figure, at EUR 40.659 million, is 34.9% higher year-on-year (HY1/2011: EUR 30.146 million). Depreciation and amortisation within the Group increased from EUR 11.096 million to EUR 11.309 million, and includes EUR 5.122 million (HY1/2011: EUR 5.201 million) in amortisation from purchase price allocation by the Ticketing segment companies acquired in the 2010 financial year.

In the **Ticketing segment**, normalised EBIT before amortisation from purchase price allocation decreased by 5.0% from EUR 29.875 million to EUR 28.389 million. The normalised EBIT margin before amortisation from purchase price allocation was 29.4% (HY1/2011: 28.7%). The EBIT figure improved by EUR 5.617 million from EUR 18.855 million to EUR 24.472 million (up 29.8%). The EBIT margin grew by 7.2 percentage points to 25.3%, compared to 18.1% in HY1/2011.

The **Live Entertainment segment** achieved an EBIT of EUR 16.575 million, compared to EUR 11.291 million in HY1/2011 (up 46.8%). The EBIT margin improved by 3.3 percentage points to 10.2%, compared to 6.9% in HY1/2011.

## FINANCIAL RESULT

The financial result, being EUR -3.229 million (HY1/2011: EUR -1.353 million) mainly includes EUR 1.157 million in financial income (HY1/2011: EUR 1.280 million), EUR 4.001 million in financial expenses (HY1/2011: EUR 3.413 million) and EUR -385 thousand in increased expenses in investments in associated companies (HY1/2011: EUR 778 thousand).

The increased expenses due to the financial result was mainly due to lower income from investments in associated subsidiaries and higher expenditure to finance the various acquisitions made, as well as greater financing expenses.

## EARNINGS BEFORE TAX (EBT) AND NET INCOME AFTER NON-CONTROLLING INTEREST

As at 30 June 2012, earnings before tax (EBT) were up from EUR 28.793 million in HY1/2011 to EUR 37.430 million. After deduction of tax expenses and non-controlling interest, net income amounted to EUR 21.092 million (HY1/2011: EUR 17.136 million). Earnings per share (EPS) for the first half of 2012 came to EUR 0.44, compared to EUR 0.36 in HY1/2011.

## PERSONNEL

On average over the year to date, the companies in the CTS Group had a total of 1,409 employees, including 119 part-time staff (HY1/2011: 1,441, including 133 part-timers). Of that total, 1,199 are employed in the Ticketing segment (HY1/2011: 1,235 employees) and 210 in the Live Entertainment segment (HY1/2011: 206 employees). The decrease in the number of employees in the Ticketing segment was mainly attributable to the staff reductions resulting from the integration of the See Tickets Germany / Ticket Online Group. The increase in workforce size in the Live Entertainment segment arose mainly in connection with normal business operations.

Personnel expenses, EUR 34.279 million, were virtually unchanged year-on-year (HY1/2011: EUR 34.277 million). This decrease in personnel expenses stems from the Ticketing segment (EUR -1.795 million), whereas personnel expenses in the Live Entertainment segment rose by EUR 1.797 million. The reduction in personnel expenses in the Ticketing segment is due primarily to ongoing integration of the See Tickets Germany / Ticket Online Group, in contrast to the personnel restructuring costs incurred in HY1/2011. The increase in personnel expenses in the Live Entertainment segment was principally the result of higher additions to pension provisions caused by a lower discount rate applied in actuarial calculations.

## FINANCIAL POSITION

On the **ASSETS SIDE**, the main changes were reductions in cash and cash equivalents (EUR -59.124 million), trade receivables (EUR -3.710 million), receivables from affiliated and associated companies (EUR -1.236 million) and intangible assets (EUR -5.142 million). These declines were offset by an increase in other current assets (EUR +6.715 million), and goodwill (EUR +650 thousand; taking currency translation into account).

The EUR -59.124 million reduction in **cash and cash equivalents** in the Group resulted primarily from greater cash outflow for operating activities, particularly in the form of larger payments of income taxes, reduction of trade payables, liabilities for ticket monies not yet invoiced in the Ticketing segment, and other liabilities. Cash and cash equivalents

were also reduced by higher cash outflow for financial activities to redeem financial liabilities and for distributions of dividend. At EUR 190.841 million (31.12.2011: EUR 249.964 million), cash and cash equivalents include ticket revenue from pre-sales for events in subsequent quarters (tickets not yet invoiced in the Ticketing segment), which are reported under other liabilities (EUR 96.854 million; 31.12.2011: EUR 124.234 million); other assets also include receivables relating to ticket revenue from pre-sales in the Ticketing segment (EUR 14.927 million; 31.12.2011: EUR 18.997 million).

**Trade receivables** decreased by EUR -3.710 million in the context of ongoing business operations, especially in the Ticketing segment.

The EUR -1.236 million decrease in **receivables from affiliated and associated companies** resulted above all from lower receivables in the Live Entertainment segment.

The EUR -5.142 million change in **intangible assets** was principally due to systematic amortisation of the trademark, customer base and software assets that were capitalised as assets in the purchase price allocation in respect of the Ticketcorner Group and See Tickets Germany / Ticket Online Group.

The increase in **other current assets** (EUR +6.715 million) is mainly due to the increase in receivables from value added tax (EUR +3.033 million), cash in transit (EUR +861 thousand), and receivables from promoters (EUR +1.800 million) in connection with ongoing operations. In addition, the plan assets which can no longer be offset against provisions for pensions as at 30 June 2012 led to a EUR +851 thousand increase in other assets because employees in the Live Entertainment segment who are already eligible for retirement are still fully employed. In the past, the plan assets invested in insurance contracts (before beneficiary employees entered retirement) were offset against pension provisions and were not reported as other assets

On the **LIABILITIES SIDE**, the main changes were the decreases in trade payables (EUR -5.953 million), in advance payments received (EUR -11.886 million), in other liabilities (EUR -37.937 million) and in medium- and long-term financial liabilities (EUR -5.982 million). These are offset by a EUR +889 thousand increase in pension provisions and a EUR +3.205 million increase in shareholder's equity.

**Trade liabilities** decreased by EUR -5.953 million, above all in the context of ongoing business operations in the Ticketing segment.

The EUR -11.886 million decrease in **advance payments received** in the Live Entertainment segment as at 30 June 2012 resulted mainly from executed events in the second quarter.

The EUR -37.937 million change in **other current liabilities** as at 30 June 2012 is predominantly due to lower liabilities in respect of ticket monies not yet invoiced in the Ticketing segment (EUR -27.380 million) and lower VAT liabilities (EUR -6.244 million). Due to the strong fourth quarter at the end of each year, there is usually a large amount of liabilities for ticket monies not yet invoiced, which is then reduced in the first two quarters of the following year when the events are held and invoiced.

The EUR -5.982 million decrease in **medium- and long-term financial liabilities** arose primarily from timely reclassification of such financial liabilities as short-term financial liabilities.

**Pension provisions** increased by EUR +889 thousand to EUR 5.694 million. In the first half-year of 2012, recalculation of the actuarial pension report as at the closing date (due to changed discounting rates, inter alia) led to an increase in pension provisions. The pension provisions were increased due to an alteration in the treatment of the plan assets related to asset based insured pension agreement as at 30 June 2012. The cause of the change was the further employment of staff in the Segment Live-Entertainment who were foreseen to retire. In the past, the asset based insured pension agreement were matched-off against the pension provisions, and were not shown as other assets in the balance sheet.

As at 30 June 2012, **shareholders' equity** rose by EUR 3.205 million to EUR 183.064 million, mainly because of the positive EUR 21.092 million Group result for the 2012 reporting period to date, and due to increased non-controlling interest (EUR 3.682 million) ensuing from non-controlling interest in current profits in the Live Entertainment segment. The distribution of EUR 21.118 million in the second quarter of 2012 caused a reduction in shareholders' equity. The equity ratio (shareholders' equity divided by the balance sheet total) increased from 25.2% to 28.0%.

## CASH FLOW

The amount of cash and cash equivalents shown in the cash flow statement corresponds to the cash and cash equivalents stated in the balance sheet. Compared to the reporting date of 30 June 2011, cash and cash equivalents increased by EUR 29.395 million to EUR 190.841 million. This EUR 29.395 million change includes cash inflows amounting to EUR 71.928 million during the 2011 financial year, as well as EUR -42.534 million in cash outflows in the first half year of 2012 relative to HY1/2011.

**Cash flow from operating activities** fell year-on-year by EUR -35.926 million from EUR +11.612 million to EUR -24.314 million.

This year-on-year decrease in cash flow from operating activities was mainly the result of the changes in paid taxes on income (EUR -6.128 million), in advance payments on account (EUR -8.023 million), in receivables and other assets (EUR -10.968 million) and in liabilities (EUR -23.644 million). The decrease is offset by positive cash flow effects resulting from a higher consolidated net income figure (EUR +3.956 million) and an increase in non-controlling interest (EUR +2.103 million).

The EUR -6.128 million change in **paid taxes on income** results from higher levels on ongoing prepayment of tax in the first half year 2012.

**Advance payments on account** of EUR -8.023 million in respect of future production costs in the Live Entertainment segment had a negative effect on cash flow.

The negative cash flow effect deriving from changes in **receivables and other assets** (EUR -10.968 million) is mainly attributable to an increase in other assets, in contrast to HY1/2011, especially due to a higher amount of VAT receivables and receivables from promoters in connection with ongoing operations.

The negative cash flow effect arising from the EUR -23.643 million change in **liabilities** is mainly attributable to the reduction of trade payables and to increased repayments of liabilities for ticket monies not yet invoiced in the Ticketing segment. Other liabilities included greater payments in respect of VAT liabilities.

As at 31 December, owing to the seasonally very high level of ticket pre-sales in the fourth quarter, there is usually a large amount of liabilities for ticket monies not yet invoiced in the Ticketing segment, which leads in the first half of the following year to cash outflows of ticket monies to promoters due to many events being held and invoiced. Compared to the first six months of 2011, a higher volume of ticket monies had to be paid out to promoters, thus resulting in a negative year-on-year cash flow effect.

**Cash flow from investing activities**, at EUR -5.046 million, was at the same level year-on-year. The outflow of cash mainly resulted from investments in intangible assets and in property, plant and equipment.

**Cash flow from financing activities** decreased year-on-year by EUR -6.932 million to EUR -30.255 million. The change in cash flow from financing activities mainly relates to larger repayments of loans (EUR -3.571 million) and to payments made in the first half of 2012 for the acquisition of additional shares in subsidiaries already included in consolidation (EUR -4.000 million).

With its current funds, the Group is able to meet its financial commitments at all times and to finance its planned investments and ongoing business operations from its own funds.

## 2. EVENTS AFTER THE BALANCE SHEET DATE

In a contract dated 31 May 2012, 100% of the shares in Hammersmith Apollo Ltd. were purchased together with Anschutz Entertainment Group (AEG) from the British HMV Group plc.. The purchaser is a London-based acquisition vehicle in which CTS EVENTIM and AEG hold equal shares, thus operating the Hammersmith Apollo Ltd. as a joint venture. The purchase price for 100% of the shares is GBP 32 million. On the date of acquisition, the transaction was subject to approval by the anti-trust authorities in England and Germany. Approval was granted at the beginning of August 2012. Hammersmith Apollo Ltd. operates the central London venue of the same name. With a capacity of more than 5,000, the Apollo is one of London's most popular venues for many live concerts, high-profile TV productions, comedy shows, ballet and opera.

On 9 August 2012, CTS EVENTIM AG concluded the contracts to take over the operating company for the Lanxess Arena in Cologne. The buyer is Arena Holding GmbH, a wholly-owned subsidiary of CTS EVENTIM AG. The Lanxess Arena, which is owned by a property fund, has a seating capacity of up to 20,000 and attracts as many as 1.8 million visitors annually, thus making it one of the biggest and most successful event facilities. The transaction is still subject to a merger control approval by the competent anti-trust authority.

## 3. CORPORATE GOVERNANCE DECLARATION

The executive bodies of CTS EVENTIM AG are guided in their actions by the principles of responsible and good corporate governance. The Management Board submits a report on corporate governance in a declaration of compliance, in accordance with § 289a (1) HGB as well as a declaration of compliance in accordance with § 161 Stock Corporation Act (Aktiengesetz) on corporate governance. The current and all previous declarations of compliance are permanently available on the Internet at the [www.eventim.de](http://www.eventim.de) website.

#### 4. REPORT ON EXPECTED FUTURE DEVELOPMENT

The **CTS Group** continues to show robust growth, as ever before. Its superior technology, right products, determined enforcement of its market position in other European countries and the expansion on online ticketing will provide a solid foundation for corporate growth, also in 2012.

Online ticketing will remain the most important area of growth in the **Ticketing segment**. All over the world, more and more people are using the Internet as a simple, fast and reliable way to buy products and services. This is accompanied by a rapid increase in the number of mobile terminals, such as smartphones and tablets – according to an online survey conducted in May 2012 by the German Mail Order Federation (bvh) and Creditreform Boniversum GmbH, one mobile phone in three in Germany is a smartphone. 31.7% of all smartphones in this country are used for mobile purchases – which equates to a substantial year-on-year increase by 8.3%. This offers enormous opportunities to the CTS Group, which is responding with the apps that customers require for mobile ticket purchases.

The CTS Group is and remains the European market leader in the ticketing field and, not least on account of its innovative software, which is being continuously improved and advanced, making CTS EVENTIM the technology leader in this segment. More than 100 million tickets were sold via the systems of CTS EVENTIM Group in 2011. A full range of services, such as exclusive pre-sales, VIP package deals, online reservation of specific seats, special business offers and print-at-home solutions, set the standards for the entire ticketing industry.

In addition to concerts and musicals, sports events will play an increasing role in the future. Admission tickets are now obtainable through CTS systems for motor sports and boxing, as well as for various football clubs in Germany and abroad. Cultural events remain a special focus. The aim is to expand these fields even further and to convince even more customers of the benefits provided by the cutting-edge technology platform of the CTS Group.

The plans are to be represented on the European growth markets with the leading, continuously optimised CTS ticketing software and to extend the market position with further acquisitions, also in non-European countries.

The CTS Group is superbly positioned in the **Live Entertainment segment** as well. Whatever the category, be it pop, rock, German Schlagermusik, festivals or musicals – the CTS Group offers its customers an extraordinarily wide range of events. In the months ahead, the CTS Group will thrill audiences with top performers such as Nickelback, Greenday and Coldplay, and with the Cirque du Soleil ‘Michael Jackson – The Immortal World Tour’ exhibition.

In the ongoing business operations, in addition to creating new types of events, CTS EVENTIM now manages major venues and is integrating them into its own operations. In this regard, a leasehold has been signed with the ‘Waldbühne Berlin’, and contracts have been signed for other venues (Hammersmith Apollo Ltd. and the Lanxess Arena in Cologne). This diversification of the Live Entertainment segment is being further pursued in Germany and in other countries.

The Management Board expects the Group to achieve further business growth in the 2012 business year as well as a further improvement in revenue and earnings.

**5. RISKS AND OPPORTUNITIES**

The risk management system now in place means that the risks facing the CTS Group are limited and controllable. There are no discernible risks that might jeopardise the continued existence of the Group as a going concern. The statements made in the risk report included in the 2011 Annual Report remain valid.

**6. RELATED PARTY DISCLOSURES**

For disclosures of important transactions with related parties, reference is made to item 7 in the selected notes.

Bremen, 29 August 2012

CTS EVENTIM Aktiengesellschaft

The Management Board

## 4. INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT 30 JUNE 2012

### CONSOLIDATED BALANCE SHEET AS AT 30 JUNE 2012 (IFRS)

ASSETS	30.06.2012	31.12.2011
	[EUR]	[EUR]
<b>Current assets</b>		
Cash and cash equivalents	190,840,754	249,964,314
Trade receivables	25,248,039	28,958,336
Receivables from affiliated and associated companies	3,808,662	5,045,151
Inventories	1,567,833	1,793,138
Payments on account	15,563,842	14,869,859
Receivables from income tax	8,502,771	7,701,649
Other assets	41,650,363	34,935,635
<b>Total current assets</b>	<b>287,182,264</b>	<b>343,268,082</b>
<b>Non-current assets</b>		
Property, plant and equipment	13,795,854	14,552,641
Intangible assets	87,149,908	92,291,474
Investments	2,219,602	2,300,583
Investments in associates	1,688,061	2,073,144
Loans	345,563	534,198
Other assets	3,749,665	3,051,213
Goodwill	252,447,419	251,797,101
Deferred tax assets	4,612,719	3,619,087
<b>Total non-current assets</b>	<b>366,008,791</b>	<b>370,219,441</b>
<b>Total assets</b>	<b>653,191,055</b>	<b>713,487,523</b>

<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>	<b>30.06.2012</b>	<b>31.12.2011</b>
	<b>[EUR]</b>	<b>[EUR]</b>
<b>Current liabilities</b>		
Short-term financial liabilities and current portion of long-term financial liabilities	25,021,837	24,748,651
Trade payables	35,049,904	41,003,224
Payables to affiliated and associated companies	1,492,350	2,735,596
Advance payments received	71,897,231	83,783,126
Other provisions	3,612,857	4,402,051
Tax provisions	11,704,186	10,986,278
Other liabilities	123,970,817	161,907,989
<b>Total current liabilities</b>	<b>272,749,182</b>	<b>329,566,915</b>
<b>Non-current liabilities</b>		
Medium- and long-term financial liabilities	174,159,296	180,141,159
Other liabilities	155,533	171,571
Pension provisions	5,693,714	4,805,193
Deferred tax liabilities	17,369,295	18,944,019
<b>Total non-current liabilities</b>	<b>197,377,838</b>	<b>204,061,942</b>
<b>Shareholders' equity</b>		
Share capital	48,000,000	48,000,000
Capital reserve	1,890,047	1,890,047
Statutory reserve	2,164,937	2,164,937
Retained earnings	114,372,577	114,803,415
Treasury stock	-52,070	-52,070
Non-controlling interest	15,157,954	11,475,828
Total comprehensive income	1,854	8,086
Currency differences	1,528,736	1,568,423
<b>Total shareholders' equity</b>	<b>183,064,035</b>	<b>179,858,666</b>
<b>Total shareholders' equity and liabilities</b>	<b>653,191,055</b>	<b>713,487,523</b>

**CONSOLIDATED INCOME STATEMENT FOR THE PERIOD FROM  
1 JANUARY TO 30 JUNE 2012 (IFRS)**

	01.01.2012 - 30.06.2012	01.01.2011 - 30.06.2011	Change
	[EUR]	[EUR]	[EUR]
Revenue	256,873,438	263,845,907	-6,972,469
Cost of sales	-178,517,325	-188,189,491	9,672,166
<b>Gross profit</b>	<b>78,356,113</b>	<b>75,656,416</b>	<b>2,699,697</b>
Selling expenses	-25,552,421	-23,904,589	-1,647,832
General administrative expenses	-16,665,220	-15,698,829	-966,391
Other operating income	9,164,303	5,509,197	3,655,106
Other operating expenses	-4,643,457	-11,416,028	6,772,571
<b>Operating profit (EBIT)</b>	<b>40,659,318</b>	<b>30,146,167</b>	<b>10,513,151</b>
Income / expenses from participations	0	906	-906
Expenses / Income from investments in associates	-385,083	778,240	-1,163,323
Financial income	1,156,540	1,280,479	-123,939
Financial expenses	-4,000,763	-3,412,692	-588,071
<b>Earnings before tax (EBT)</b>	<b>37,430,012</b>	<b>28,793,100</b>	<b>8,636,912</b>
Taxes	-11,620,194	-9,042,650	-2,577,544
<b>Net income before non-controlling interest</b>	<b>25,809,818</b>	<b>19,750,450</b>	<b>6,059,368</b>
Non-controlling interest	-4,717,610	-2,614,466	-2,103,144
<b>Net income after non-controlling interest</b>	<b>21,092,208</b>	<b>17,135,984</b>	<b>3,956,224</b>
Earnings per share (in EUR); undiluted (= diluted)	0.44	0.36	
Average number of shares in circulation; undiluted (= diluted)	48 million	48 million	

**CONSOLIDATED INCOME STATEMENT FOR THE PERIOD FROM  
1 APRIL TO 30 JUNE 2012 (IFRS)**

	<b>01.04.2012 - 30.06.2012</b>	<b>01.04.2011 - 30.06.2011</b>	<b>Change</b>
	<b>[EUR]</b>	<b>[EUR]</b>	<b>[EUR]</b>
Revenue	142,956,624	162,815,570	-19,858,946
Cost of sales	-103,816,895	-125,104,683	21,287,788
<b>Gross profit</b>	<b>39,139,729</b>	<b>37,710,887</b>	<b>1,428,842</b>
Selling expenses	-13,572,437	-12,207,987	-1,364,450
General administrative expenses	-8,576,200	-7,978,253	-597,947
Other operating income	6,377,233	2,830,599	3,546,634
Other operating expenses	-2,578,611	-4,925,893	2,347,282
<b>Operating profit (EBIT)</b>	<b>20,789,714</b>	<b>15,429,353</b>	<b>5,360,361</b>
Income / expenses from participations	0	286	-286
Expenses / Income from investments in associates	-456,477	203,592	-660,069
Financial income	434,268	573,795	-139,527
Financial expenses	-1,949,991	-1,744,036	-205,955
<b>Earnings before tax (EBT)</b>	<b>18,817,514</b>	<b>14,462,990</b>	<b>4,354,524</b>
Taxes	-5,788,634	-5,769,971	-18,663
<b>Net income before non-controlling interest</b>	<b>13,028,880</b>	<b>8,693,019</b>	<b>4,335,861</b>
Non-controlling interest	-2,940,012	-191,201	-2,748,811
<b>Net income after non-controlling interest</b>	<b>10,088,868</b>	<b>8,501,818</b>	<b>1,587,050</b>
Earnings per share (in EUR); undiluted (= diluted)	0.21	0.18	
Average number of shares in circulation; undiluted (= diluted)	48 million	48 million	

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD  
FROM 1 JANUARY TO 30 JUNE 2012 (IFRS)**

	01.01.2012 - 30.06.2012	01.01.2011 - 30.06.2011	Change
	[EUR]	[EUR]	[EUR]
Net income before non-controlling interest	25,809,818	19,750,450	6,059,368
Exchange differences on translating foreign subsidiaries	-10,083	408,195	-418,278
Available-for-sale financial assets	-6,232	-21,999	15,767
<b>Other results</b>	<b>-16,315</b>	<b>386,196</b>	<b>-402,511</b>
<b>Total comprehensive income</b>	<b>25,793,503</b>	<b>20,136,646</b>	<b>5,656,857</b>
<b>Total comprehensive income attributable to</b>			
Shareholders of CTS AG	21,046,289	17,306,865	
Non-controlling interest	4,747,214	2,829,781	

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD  
FROM 1 APRIL TO 30 JUNE 2012 (IFRS)**

	01.04.2012 - 30.06.2012	01.04.2011 - 30.06.2011	Change
	[EUR]	[EUR]	[EUR]
Net income before non-controlling interest	13,028,880	8,693,019	4,335,861
Exchange differences on translating foreign subsidiaries	-57,077	747,453	-804,530
Available-for-sale financial assets	-38,805	-53,362	14,557
<b>Other results</b>	<b>-95,882</b>	<b>694,091</b>	<b>-789,973</b>
<b>Total comprehensive income</b>	<b>12,932,998</b>	<b>9,387,110</b>	<b>3,545,888</b>
<b>Total comprehensive income attributable to</b>			
Shareholders of CTS AG	9,983,566	8,777,849	
Non-controlling interest	2,949,432	609,261	

In accordance with IAS 1, a statement of comprehensive income must be presented, showing not only the income and expense recognised in the income statement, but also the components of other comprehensive income recognised in equity, not through profit and loss.

**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD  
FROM 1 JANUARY TO 30 JUNE 2012 (IFRS) (SHORT FORM)**

	01.01.2012 - 30.06.2012	01.01.2011 - 30.06.2011	Change
	[EUR]	[EUR]	[EUR]
Net income after non-controlling interest	21,092,208	17,135,984	3,956,224
Non-controlling interest	4,717,610	2,614,466	2,103,144
Depreciation and amortisation on fixed assets	11,308,572	11,095,630	212,942
Changes in pension provisions	870,497	-431,104	1,301,601
Deferred tax expenses / income	-2,569,454	-1,818,141	-751,313
<b>Cash flow</b>	<b>35,419,433</b>	<b>28,596,835</b>	<b>6,822,598</b>
Other non-cash transactions	1,715,746	476,354	1,239,392
Book profit / loss from disposal of fixed assets	135,737	9,553	126,184
Interest expenses / interest income	2,415,268	1,759,867	655,401
Income tax expenses	14,189,648	10,860,791	3,328,857
Interest received	904,561	925,545	-20,984
Interest paid	-1,567,946	-2,180,318	612,372
Income tax paid	-14,192,871	-8,065,138	-6,127,733
Increase (-) / decrease (+) in inventories	228,471	122,955	105,516
Increase (-) / decrease (+) in payments on account	-692,818	7,330,169	-8,022,987
Increase (-) / decrease (+) in receivables and other assets	-3,905,895	7,061,637	-10,967,532
Increase (+) / decrease (-) in provisions	-819,533	-786,634	-32,899
Increase (+) / decrease (-) in liabilities	-58,143,397	-34,499,516	-23,643,881
<b>Cash flow from operating activities</b>	<b>-24,313,596</b>	<b>11,612,100</b>	<b>-35,925,696</b>
<b>Cash flow from investing activities</b>	<b>-5,046,022</b>	<b>-5,153,570</b>	<b>107,548</b>
<b>Cash flow from financing activities</b>	<b>-30,254,603</b>	<b>-23,322,656</b>	<b>-6,931,947</b>
<b>Net increase / decrease in cash and cash equivalents</b>	<b>-59,614,221</b>	<b>-16,864,126</b>	<b>-42,750,095</b>
Net increase / decrease in cash and cash equivalents due to currency translation	490,661	273,813	216,848
Cash and cash equivalents at beginning of period	249,964,314	178,036,473	71,927,841
<b>Cash and cash equivalents at end of period</b>	<b>190,840,754</b>	<b>161,446,160</b>	<b>29,394,594</b>
<b>Composition of cash and cash equivalents</b>			
Cash and cash equivalents	190,840,754	161,446,160	29,394,594
<b>Cash and cash equivalents at end of period</b>	<b>190,840,754</b>	<b>161,446,160</b>	<b>29,394,594</b>

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (IFRS)

	Share capital	Capital reserve	Statutory reserve	Retained earnings	Treasury stock	Non-controlling interest	Other comprehensive income	Currency differences	Total shareholders' equity
	[EUR]	[EUR]	[EUR]	[EUR]	[EUR]	[EUR]	[EUR]	[EUR]	[EUR]
<b>01.01.2011</b>	<b>24,000,000</b>	<b>23,310,940</b>	<b>0</b>	<b>98,544,271<sup>1</sup></b>	<b>-52,070</b>	<b>11,394,953<sup>1</sup></b>	<b>21,842</b>	<b>1,360,202</b>	<b>158,580,138</b>
Increase in share capital	24,000,000	-21,420,894	0	-2,579,106	0	0	0	0	0
Dividends to non-controlling interest	0	0	0	0	0	-1,944,548	0	0	-1,944,548
Dividends to shareholders of CTS AG	0	0	0	-20,878,108	0	0	0	0	-20,878,108
Net income before non-controlling interest	0	0	0	17,135,984	0	2,614,466	0	0	19,750,450
Available-for-sale financial assets	0	0	0	0	0	0	-21,999	0	-21,999
Foreign exchange differences	0	0	0	0	0	0	0	408,195	408,195
<b>30.06.2011</b>	<b>48,000,000</b>	<b>1,890,046</b>	<b>0</b>	<b>92,223,041<sup>1</sup></b>	<b>-52,070</b>	<b>12,064,871<sup>1</sup></b>	<b>-157</b>	<b>1,768,397</b>	<b>155,894,128</b>
<b>01.01.2012</b>	<b>48,000,000</b>	<b>1,890,047</b>	<b>2,164,937</b>	<b>114,803,415</b>	<b>-52,070</b>	<b>11,475,828</b>	<b>8,086</b>	<b>1,568,423</b>	<b>179,858,666</b>
Change in the scope of consolidation	0	0	0	-404,960	0	0	0	0	-404,960
Dividends to non-controlling interest	0	0	0	0	0	-1,065,088	0	0	-1,065,088
Dividends to shareholders of CTS AG	0	0	0	-21,118,086	0	0	0	0	-21,118,086
Net income before non-controlling interest	0	0	0	21,092,208	0	4,717,610	0	0	25,809,818
Available-for-sale financial assets	0	0	0	0	0	0	-6,232	0	-6,232
Foreign exchange differences	0	0	0	0	0	29,604	0	-39,687	-10,083
<b>30.06.2012</b>	<b>48,000,000</b>	<b>1,890,047</b>	<b>2,164,937</b>	<b>114,372,577</b>	<b>-52,070</b>	<b>15,157,954</b>	<b>1,854</b>	<b>1,528,736</b>	<b>183,064,035</b>

<sup>1</sup> Adjusted prior-year figures due to the final purchase price allocation of See Tickets Germany / Ticket Online Group and T.O.S.C (cf. Notes in the annual report 2011, page 73 et seq. and section 3.1.2 in selected notes to the consolidated financial statements)

## SELECTED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. PRELIMINARY STATEMENTS

CTS EVENTIM AG (hereinafter: 'CTS AG') is a corporate enterprise listed on the stock exchange and domiciled in Munich; its head office is located in Bremen. The consolidated financial statements for the first six months of fiscal 2012, now presented as an interim report for CTS AG and its subsidiaries, were approved by the Management Board for publication, in its decision of 29 August 2012.

### 2. BASIS OF REPORTING

The present, unaudited Group Interim Report as at 30 June 2012 was prepared in compliance with the International Financial Reporting Standards (IFRS) for interim financial reporting, as they apply in the European Union (IAS 34 'Interim Financial Reporting'), and in accordance with the applicable regulations in the Securities Trading Act (Wertpapierhandelsgesetz – WpHG). A condensed form of report compared to the Annual Report as at 31 December 2011 was chosen, as provided for in IAS 34. The interim financial statements should be read in conjunction with the consolidated financial statements as at 31 December 2011. The Group Interim Report contains all the information required to give a true and fair view of the earnings performance and financial position of the company. Consolidated financial statements reflecting applicable HGB principles were not prepared.

The comparative figures in the income statements relate to the interim Group report as at 30 June 2011, and those in the balance sheet to the consolidated financial statements as at 31 December 2011.

In the interim Group report, all amounts are subjected to commercial rounding; this may lead to minor deviations in addition.

The accounting policies and consolidation methods are the same as those applied in the consolidated financial statements as at 31 December 2011. The International Financial Reporting Standard (IFRS7, 'Financial Instruments: Disclosures: Transfers of Financial Assets') applicable for the first time in fiscal 2012 has no material impact on the reported earnings performance, financial position and cash flow of the CTS Group.

Among other aspects, purchase price obligations in relation to non-controlling interests issued with put options are recognised in accordance with IAS 32 as liabilities, and carried at the present value of the purchase price. Goodwill is recognised as the difference between the present value of the liabilities and the carrying amount of non-controlling interest. A detailed description of the main accounting principles is published in the 2011 Annual Report under item 1.9 of the Notes to the consolidated financial statements.

### **3. BUSINESS COMBINATIONS AND JOINT VENTURES**

In addition to CTS AG as parent company, the consolidated financial statements also include all relevant subsidiaries.

#### **3.1 BUSINESS COMBINATIONS IN THE TICKETING SEGMENT**

##### **3.1.1 CHANGES IN THE SCOPE OF CONSOLIDATION**

The following changes in the scope of consolidation occurred during the reporting period and/or in relation to the 30 June 2011 closing date:

With an agreement concluded on 1 July 2011, Ticket Express, Gesellschaft zur Herstellung and zum Vertrieb elektronischer Eintrittskarten mbH, Vienna, acquired 100% of the shares in Ticket Online Austria GmbH, Vienna (hereinafter: Ticket Online Austria).

##### **3.1.2 PURCHASE PRICE ALLOCATION**

###### **FINAL PURCHASE PRICE ALLOCATION OF T.O.S.C. (TICKETONE SISTEMI CULTURALI S.R.L., ROME)**

As at 30 September 2011, and in accordance with IFRS 3.45, the purchase-price allocation relating to the acquisition of T.O.S.C., a subsidiary of TicketOne S.p.A., Milan, Italy, was finally completed within the stipulated 12-month period. According to IFRS 3.49, corrections to the provisional fair values must be reported as if the accounting for the business combination was completed at the date of acquisition. Comparative information for the reporting periods prior to completion of accounting for the business combination must be presented as if the purchase price allocation had already been completed, and subsequently revised if necessary.

No adjustments needed to be made to the consolidated income statement as at 30 June 2011 in respect of the purchase price allocation for the acquisition of T.O.S.C, finally completed as at 30 September 2011.

#### **3.2 BUSINESS COMBINATIONS AND JOINT VENTURES IN THE LIVE ENTERTAINMENT SEGMENT**

##### **3.2.1 CHANGES IN THE SCOPE OF CONSOLIDATION**

The following changes in the scope of consolidation occurred during the reporting period and/or in relation to the 30 June 2011 closing date:

In a share acquisition agreement dated 13 December 2011, Marek Lieberberg Konzertagentur GmbH & Co. KG, Frankfurt am Main acquired 51% of the shares in Seekers Event GmbH, Jena. Seekers Event GmbH organises the 'SonneMondSterne' festival in Jena.

### **3.2.1. JOINT VENTURE HAMMERSMITH APOLLO LTD.**

In a contract dated 31 May 2012, 100% of the shares in Hammersmith Apollo Ltd. were purchased together with Anschutz Entertainment Group (AEG) from the British HMV Group plc.. The purchaser is a London-based acquisition vehicle in which CTS EVENTIM and AEG hold equal shares, thus operating the Hammersmith Apollo Ltd. as a joint venture. The purchase price for 100% of the shares is GBP 32 million. On the date of acquisition, the transaction was subject to approval by the anti-trust authorities in England and Germany. Approval was granted at the beginning of August 2012. Hammersmith Apollo Ltd. operates the central London venue of the same name. With a capacity of more than 5,000, the Apollo is one of London's most popular venues for many live concerts, high-profile TV productions, comedy shows, ballet and opera.

This participation in the Hammersmith Apollo provides CTS EVENTIM with a foundation for further and rapid expansion of its market position in Great Britain.

Due to the acquisition occurring so soon before publication of this Interim Report, it was not possible to assess conclusively the fair value of the proportional share in net assets and the costs directly allocated to the acquisition. The acquired assets include intangible assets (e.g. trademark, customer relationships) and the venue itself.

The corporate structure as at 30 June 2012 is shown in the following table:



#### 4. SELECTED NOTES TO THE CONSOLIDATED BALANCE SHEET

The main changes in the consolidated balance sheet compared to 31 December 2011 are explained below:

The EUR -59.124 million reduction in **cash and cash equivalents** in the Group resulted primarily from greater cash outflow for operating activities, particularly in the form of larger payments of income taxes, reduction of trade payables, liabilities for ticket monies not yet invoiced in the Ticketing segment, and other liabilities. Cash and cash equivalents were also reduced by higher cash outflow for financial activities to redeem financial liabilities and for distributions of dividend.

**Trade receivables** decreased by EUR -3.710 million in the context of ongoing business operations, especially in the Ticketing segment.

The EUR -1.236 million decrease in **receivables from affiliated and associated companies** resulted above all from lower receivables in the Live Entertainment.

The increase in **other current assets** (EUR +6.715 million) is mainly due to the increase in receivables from value added tax (EUR +3.033 million), cash in transit (EUR +861 thousand), and receivables from promoters (EUR +1.800 million) in connection with ongoing operations. In addition, the plan assets which can no longer be offset against provisions for pensions as at 30 June 2012 led to a EUR +851 thousand increase in other assets because employees in the Live Entertainment segment who are already eligible for retirement are still fully employed. In the past, the plan assets invested in insurance contracts (before beneficiary employees entered retirement) were offset against pension provisions and were not reported as other assets.

The EUR -5.142 million change in **intangible assets** was principally due to systematic amortisation of the trademark, customer base and software assets that were capitalised as assets in the purchase price allocation in respect of the Ticketcorner Group and See Tickets Germany / Ticket Online Group.

The increase in **goodwill** was purely due to currency translation effects (EUR +650 thousand) resulting from the measurement of goodwill in foreign currencies (EUR/CHF) as at the closing date.

**Trade liabilities** decreased by EUR -5.953 million, above all in the context of ongoing business operations in the Ticketing segment.

The EUR -11.886 million decrease in **advance payments received** in the Live Entertainment segment as at 30 June 2012 resulted mainly from pre-sales in the second quarter.

The EUR -37.937 million change in **other current liabilities** as at 30 June 2012 is predominantly due to lower liabilities in respect of ticket monies not yet invoiced in the Ticketing segment (EUR -27.380 million) and lower VAT liabilities (EUR -6.244 million). Due to the strong fourth quarter at the end of each year, there is usually a large amount of liabilities for ticket monies not yet invoiced, which is then reduced in the first two quarters of the following year when the events are held and invoiced.

The EUR -5.982 million decrease in **medium- and long-term financial liabilities** arose primarily from timely reclassification of such financial liabilities as current financial liabilities.

**Pension provisions** increased by EUR +889 thousand to EUR 5.694 million. In the first half-year of 2012, recalculation of the actuarial pension report as at the closing date (due to changed discounting rates, inter alia) led to an increase in pension provisions. The pension provisions were increased due to an alteration in the treatment of the plan assets related to asset based insured pension agreement as at 30 June 2012. The cause of the change was the further employment of staff in the Segment Live-Entertainment who were foreseen to retire. In the past, the asset based insured pension agreement were matched-off against the pension provisions, and were not shown as other assets in the balance sheet.

As at 30 June 2012, **shareholders' equity** rose by EUR +3.205 million to EUR 183.064 million, mainly because of the positive EUR 21.092 million Group result for the 2012 reporting period to date, and due to increased non-controlling interest (EUR 3.682 million) ensuing from non-controlling interest in current profits in the Live Entertainment segment. The distribution of EUR 21.118 million in the second quarter of 2012 caused a reduction in shareholders' equity. The equity ratio (shareholders' equity divided by the balance sheet total) increased from 25.2% to 28.0%.

## 5. SELECTED NOTES TO THE CONSOLIDATED INCOME STATEMENT

### REALISATION OF PROFITS

Revenue in the Ticketing segment that relates to the sale of tickets to final customers is realised when the respective CTS ticketing company delivers the tickets to the final customer. In the Live Entertainment segment, ticket revenue generated in the pre-sales period is posted by the promoter on the liabilities side as advance payments received. When the event is subsequently held, these advance payments are transferred to sales revenue and the profits are realised.

### REVENUE

The **Group** generated EUR 256.873 million in revenue in the period under review, compared to EUR 263.846 million in HY1/2011 (down 2.6%).

The **Ticketing segment** generated EUR 96.633 million in revenue (before consolidation between segments), down from EUR 104.096 million in HY1/2011. The share of revenue generated by foreign subsidiaries increased year-on-year from 40% in HY1/2011 to 43% in HY1/2012, mainly due to revenue growth on the part of the Ticketcorner Group in Switzerland.

In the **Live Entertainment segment**, revenue was almost unchanged at EUR 162.509 million (HY1/2011: EUR 162.912 million, down 0.3%).

### COST OF SALES

The cost of sales fell by EUR 9.672 million to EUR 178.517 million. Lower cost of sales led to improved margins in both segments.

## OTHER OPERATING INCOME

Other operating income increased by EUR 3.655 million to EUR 9.164 million, due, among other factors, to positive income resulting from completion of an acquisition.

## OTHER OPERATING EXPENSES

Other operating expenses were reduced by EUR 6.773 million to EUR 4.643 million, mainly because non-recurring items were higher in HY1/2011.

## FINANCIAL RESULT

The financial result, being EUR -3.229 million (HY1/2011: EUR -1.353 million) mainly includes EUR 1.157 million in financial income (HY1/2011: EUR 1.280 million), EUR 4.001 million in financial expenses (HY1/2011: EUR 3.413 million) and EUR -385 thousand in increased expenses in investments in associated companies (HY1/2011: EUR 778 thousand).

## 6. SEGMENT REPORTING

The internal and external revenues of the segments are shown in the following table:

	Ticketing		Live Entertainment		Total for segment	
	30.06.2012	30.06.2011	30.06.2012	30.06.2011	30.06.2012	30.06.2011
	[EUR'000]	[EUR'000]	[EUR'000]	[EUR'000]	[EUR'000]	[EUR'000]
External revenue	95,320	102,248	161,553	161,598	256,873	263,846
Internal revenue	16,759	14,235	38,212	37,105	54,971	51,340
<b>Total revenue</b>	<b>112,079</b>	<b>116,483</b>	<b>199,765</b>	<b>198,703</b>	<b>311,844</b>	<b>315,186</b>
Consolidation within segment	-15,446	-12,387	-37,256	-35,791	-52,702	-48,178
<b>Revenue after consolidation within segment</b>	<b>96,633</b>	<b>104,096</b>	<b>162,509</b>	<b>162,912</b>	<b>259,142</b>	<b>267,008</b>

Reconciliation of the operating profit (EBIT) of the segments with Group earnings:

	Ticketing		Live Entertainment		Intersegment consolidation		Group	
	30.06.2012 [EUR'000]	30.06.2011 [EUR'000]	30.06.2012 [EUR'000]	30.06.2011 [EUR'000]	30.06.2012 [EUR'000]	30.06.2011 [EUR'000]	30.06.2012 [EUR'000]	30.06.2011 [EUR'000]
Revenue	96,633	104,096	162,509	162,912	-2,269	-3,162	256,873	263,846
EBITDA	34,759	28,968	17,597	12,274	-388	0	51,968	41,242
EBIT	24,472	18,855	16,575	11,291	-388	0	40,659	30,146
Depreciation and amortisation	-10,287	-10,113	-1,022	-983	0	0	-11,309	-11,096
Financial result							-3,229	-1,353
Earnings before tax (EBT)							37,430	28,793
Taxes							-11,620	-9,043
Net income before non-controlling interest							25,810	19,750
Non-controlling interest							-4,718	-2,614
Net income after non-controlling interest							21,092	17,136
Average number of employees	1,199	1,235	210	206			1,409	1,441
Normalised EBITDA	33,554	34,787	17,597	12,274	-388	0	50,763	47,062
Normalised EBIT before amortisation from purchase price allocation	28,389	29,875	16,575	11,291	-388	0	44,576	41,167

## 7. OTHER DISCLOSURES

### APPROPRIATION OF EARNINGS

The Shareholders' Meeting on 15 May 2012 adopted a resolution to distribute EUR 21.118 million (EUR 0.44 per eligible share) of the balance-sheet profit of EUR 87.096 million as at 31 December 2011 to shareholders. This distribution was carried out on 16 May 2012, and the remaining balance sheet profit of EUR 65.978 million was carried forward to retained earnings.

### FINANCIAL OBLIGATIONS

Since 31 December 2011, there have been no material changes in contingent liabilities.

### RELATED PARTY DISCLOSURES

The transactions of the CTS Group with related companies and persons pertain to reciprocal services and were concluded only at the arm's-length conditions which normally apply between third parties. The majority shareholder of CTS AG is a controlling shareholder of other companies associated with the Group.

The contractual relationships with related companies and persons resulted in the following goods and services being sold to and bought from related parties in the 2012 reporting period:

	30.06.2012	30.06.2011
	[EUR'000]	[EUR'000]
<b>Goods and services supplied by the Group</b>		
Subsidiaries not included in consolidation due to insignificance	275	287
Associated companies	623	385
Other related parties	5,007	4,655
	<b>5,905</b>	<b>5,327</b>

	30.06.2012	30.06.2011
	[EUR'000]	[EUR'000]
<b>Goods and services received by the Group</b>		
Subsidiaries not included in consolidation due to insignificance	399	186
Associated companies	771	1,422
Other related parties	7,877	7,674
	<b>9,047</b>	<b>9,282</b>

## ASSURANCE BY LEGAL REPRESENTATIVES

To the best of our knowledge, the interim consolidated financial statements give a true and fair view of the Group's earnings performance, financial position and cash flow, in accordance with the applicable reporting principles, and we give our assurance that the interim consolidated financial statements present the course of business, including the Group's profits and situation, in a way that accurately reflects actual circumstances and truthfully describes the main opportunities and risks associated with the Group's expected development over the remainder of the financial year.

Bremen, 29 August 2012

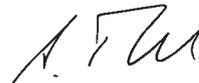
CTS EVENTIM Aktiengesellschaft

A handwritten signature in black ink, appearing to read "K. Schulenberg".

Klaus-Peter Schulenberg

A handwritten signature in black ink, appearing to read "Bischoff".

Volker Bischoff

A handwritten signature in black ink, appearing to read "A. Ruoff".

Alexander Ruoff

## **FORWARD-LOOKING STATEMENTS**

This Group Report contains forecasts based on assumptions and estimates by the management of CTS EVENTIM AG. These statements based on assumptions and estimates are in the form of forward-looking statements using terms such as 'believe', 'assume', 'expect' and the like. Even though management believes that these assumptions and estimates are correct, it is possible that actual results in the future may deviate materially from such assumptions and estimates due to a variety of factors. The latter may include changes in the macroeconomic environment, in the statutory and regulatory framework in Germany and the EU, and changes within the industry. CTS EVENTIM AG does not provide any guarantee or accept any liability or responsibility for any divergence between future developments and actual results, on the one hand, and the assumptions and estimates expressed in this Group Interim Report. CTS EVENTIM AG has no intention and undertakes no obligation to update forward-looking statements in order to adjust them to actual events or developments occurring after the date of this Group Interim Report.

This Group Interim Report is also available in English translation; the German version of the Group Interim Report takes priority over the English translation in the event of any discrepancies. It is available for downloading from <http://www.eventim.de>.

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