

WANDA SPORTS GROUP COMPANY LIMITED

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors of Wanda Sports Group Company Limited, a Hong Kong corporation (the “**Company**”), shall have responsibility for the compensation of the Company’s directors and executive officers, including the Company’s Chief Executive Officer (the “**CEO**”), and for incentive compensation or equity plans, programs or other similar arrangements as further provided in this Charter.

II. Organization

The Committee shall consist of two or more directors. Members of the Committee shall each be qualified to serve on the Committee pursuant to the requirements of the stock exchange where the Company’s American Depositary Shares representing its Class A ordinary shares are listed and traded and any additional requirements that the Board deems appropriate.

Members of the Committee shall be appointed by the Board. Members of the Committee may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, subject to all applicable laws and regulations.

III. Meetings

The Committee shall meet as frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Review and make recommendations to the Board with respect to the Company’s compensation strategy to ensure it is appropriate to attract, retain and motivate senior management and other key employees.
2. Review and approve, or make recommendations to the Board to approve, with respect to the executive compensation philosophy, policies and programs that in

the Committee's judgment support the Company's overall business strategy and review and discuss, at least annually, the material risks associated with executive compensation structure, policies and programs to determine whether such structure, policies and programs encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.

3. On an annual basis, review and approve, or make recommendations to the Board to approve, corporate goals and objectives relevant to the compensation of the Company's CEO, evaluate the CEO's performance in light of those goals and objectives and determine and approve CEO compensation based on this evaluation. In evaluating, determining and approving, or making recommendations to approve, the long-term incentive component of CEO compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the executive officer in past years. The CEO shall not be present during voting or deliberations relating to his or her compensation.
4. On an annual basis, review and approve, or make recommendations to the Board to approve, corporate goals and objectives relevant to the compensation of the Company's other executive officers, evaluate the executive officers' performance in light of those goals and objectives and determine and approve, or make recommendations to the Board to approve, executive officer compensation based on this evaluation. In evaluating, determining and approving, or making recommendations to approve, the long-term incentive component of executive officer compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the executive officer in past years. No executive officer may be present during voting or deliberations relating to his or her compensation.
5. Review periodically and approve the Company's incentive compensation or equity plans, programs or other similar arrangements. With respect to each such plan, the Committee shall have responsibility for:
 - (a) administering the plan;
 - (b) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
 - (c) if called for by the plan, certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s); and

- (d) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to the CEO, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights).

In reviewing the Company's incentive compensation, equity-based and pension plans, the Committee may consider the plan's administrative costs, current plan features relative to any proposed new features and the performance of the plan's internal and external administrators if any duties have been delegated.

6. Establish and periodically review policies concerning perquisite benefits.
7. Review and make recommendations to the Board with respect to executive officer and director indemnification and insurance matters.
8. Review and oversee regulatory compliance with respect to compensation matters, including policies on restrictions on compensation plans and loans to directors and executive officers.
9. At least annually, review and recommend to the Board for approval the compensation of non-executive directors for their service to the Board.
10. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
11. Review and approve the annual report on executive compensation for inclusion in the Company's annual report on Form 20-F filed with the Securities and Exchange Commission.
12. At least annually, review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
13. Review its own performance annually.
14. Report regularly to the Board.
15. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Resources

The Committee shall have the authority to retain or terminate, at its sole discretion, compensation consultants, independent legal counsel or other advisors (collectively, "**Advisors**") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in

particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider by law or applicable rules.

The chairperson of the Committee, at the request of any member of the Committee, may request that any officer, employee or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.