eventbrite

Notice of

2022 Annual Meeting of Stockholders and Proxy Statement

Lion Babe
Elsewhere
Brooklyn, NY

Eventbrite, Inc.
535 Mission Street, 8th Floor
San Francisco, CA 94105

April 28, 2022

Dear Eventbrite Stockholders:

We are pleased to invite you to attend Eventbrite, Inc.'s 2022 Annual Meeting of Stockholders, which will take place online via a live interactive audio webcast on June 9, 2022 at 8:00 a.m. Pacific Time. By hosting our Annual Meeting virtually, we are able to expand access to our global community of stockholders, promote open communication and lower costs.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please be sure to vote. Voting instructions can be found on page 14 of the proxy statement.

On behalf of our Board of Directors and our executive team, thank you for your ongoing support and continued interest in Eventbrite.

Sincerely,

Julia Hartz
Co-Founder and Chief Executive Officer

Notice of 2022 Annual Meeting of Stockholders

Date: Thursday, June 9, 2022

Time: 8:00 a.m. Pacific Time

Place: www.virtualshareholdermeeting.com/EB2022

Record Date: Monday, April 11, 2022

Meeting Agenda:
We are holding our Annual Meeting for the following purposes, which are more fully described in the accompanying proxy statement:

- to elect Jane Lauder, Steffan Tomlinson and April Underwood as Class I directors to serve until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified, subject to their earlier resignation or removal;
- to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022;
- to approve, on a non-binding advisory basis, the compensation of our named executive officers; and
- to transact any other business that may properly come before the Annual Meeting.

Your vote is important. Stockholders of record at the close of business on April 11, 2022 are entitled to notice of and to vote at our Annual Meeting, as set forth in our proxy statement. Whether or not you plan to attend the meeting, please ensure that your shares are voted at the Annual Meeting by signing and returning a proxy card or by using our Internet or telephonic voting system.

Julia Taylor

Julia Taylor
General Counsel
April 28, 2022

Important Notice Regarding the Availability of Proxy Materials for the 2022 Annual Meeting of Stockholders to be Held on June 9, 2022: The Notice Regarding the Availability of Proxy Materials is first being mailed on or about April 28, 2022 to stockholders entitled to vote at the Annual Meeting. The proxy statement and the annual report to stockholders are available at www.virtualshareholdermeeting.com/EB2022.

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Special note regarding forward-looking statements

This proxy statement ("Proxy Statement") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "appears," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this Proxy Statement include, but are not limited to, statements about our environmental, social and corporate governance plans and goals, and our strategy.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties, and other factors, including those described in our filings with the Securities and Exchange Commission (the "SEC"), including our Annual Report Form 10-K for the year ended December 31, 2021 and our Periodic Report Form 10-Q for the quarter ended March 31, 2022. We caution you that the foregoing list may not contain all of the forward-looking statements made in this Proxy Statement. You should not rely upon forward-looking statements as predictions of future events.

All forward-looking statements are based on information and estimates available to us at the time of this Proxy Statement and are not guarantees of future performance. We undertake no obligation to update any forward-looking statements made in this Proxy Statement to reflect events or circumstances after the date of this Proxy Statement or to reflect new information or the occurrence of unanticipated events, except as required by law.

Proxy Statement Summary

This summary highlights selected financial, corporate governance and executive compensation information that is presented in greater detail elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and we encourage you to read the entire Proxy Statement carefully before voting.

About Eventbrite

Eventbrite, Inc. ("Eventbrite," the "Company," "we," "us" or "our") is a global ticketing and experience platform that serves event creators and event seekers. Our mission is to bring the world together through live experiences, and since inception, we have been at the center of the experience economy, helping to transform the way people organize and attend events.

We believe in the enduring human need to connect and to feel part of a community. For more than a decade, Eventbrite has been there to meet this core need and spark human connection around the globe.

We were founded with the vision of building a self-service platform that could enable anyone to create and sell tickets to live experiences. Event creators are our North Star. They are the people who bring others together to share their passions, artistry and causes through live experiences. We build product to provide them with an intuitive, secure and reliable way to plan and execute their in-person and online live events and scale their operations. In 2021, we helped more than 660,000 creators transact more than 290 million free and paid tickets across more than five million events in nearly 180 countries.

Our Strategy

In the face of the COVID-19 crisis, we leveraged the disruption to the live events industry as an opportunity to hone our strategy for how we deliver value to our core customers. Over the last 24 months, we have accelerated the delivery of self-service solutions to better anticipate and meet the needs of creators of in-person and online live experiences, particularly creators of frequent events. Our approach has been informed by our broad scale and deep expertise in live events, coupled with years of experience in building a scalable, self-service product. We believe this strategy yields a differentiated approach to serving the needs of creators and consumers as live events return.

Our strategy is to focus on frequent event creators who are passion-driven, entrepreneurial and who turn to us for the simplicity and ease with which they can run their event businesses. These frequent creators host in-person and virtual live events multiple times per quarter. In 2021, over two-thirds of paid ticket volume was generated by these frequent creators, and they hosted three times more paid events than the average paid-event creator.

To grow, we focus on building the most intuitive product to help event creators more quickly grow their audience and scale their business efficiently.

The key elements of our growth strategy are:

Build Creator Confidence. We strive to build a product experience and brand that will delight our frequent creators and help give them the confidence to hold more events and achieve their business goals. We plan to continue building tools that will enable creators to expand their reach and engagement, as we refine our platform with the aim of making it even more intuitive and easy-to-use, particularly for creating and managing multiple events. Our industry insights and reinforcement of creators' success are designed to give creators confidence to hold another event.

Leverage our Scale. The market for event creation solutions remains highly fragmented, and we intend to use our scale to provide a differentiated experience for our creators and consumers. We plan to continue to invest in search engine optimization and authoritative content to reinforce the prominence of our destination and the visibility of our event listings—both of which we view as key competitive advantages. We also plan to provide creators with actionable insights from creator and consumer data, and engage our millions of consumers through an impactful, memorable product experience.

Win Consumer Trust. We believe that by earning consumer trust we will be able to provide our event creators with a larger, more engaged audience, thereby driving our own success and revenue. We plan to enhance our search and discovery capabilities to enable consumers to more easily find events that are high quality and relevant to them. Further, we intend to use our data capabilities to provide reliable and relevant recommendations to consumers to drive reach and engagement. We also plan to build buyer confidence by increasing confidence in the event creators they are buying from.

We believe the key to our success will be the rapid development and improvement of our platform. To that end, we made key investments in our engineering team in 2021 and plan to continue building our engineering and development capabilities in 2022 by opening a talent hub in India to support these and other long-term initiatives. We plan to continue to invest in product and development as we support creators in rebuilding their businesses by providing an intuitive product to help them scale effortlessly.

In 2021, we began to capitalize on our investment in improving development agility and product velocity by reinventing the user experience for frequent creators and introducing Eventbrite Boost, our rapidly-expanding suite of marketing and advertising solutions. Eventbrite Boost was launched in May 2021 to help creators find and grow their audiences. We believe our view into attributes like ticket-buying behavior, audience engagement, and advertising effectiveness can make a meaningful positive impact on ticket sales for creators who use Eventbrite's marketing and advertising tools.

2021 Business Highlights

+660K	+290M	+5M	nearly 180
creators	free and paid tickets	events	countries

In 2021, our business benefited from widespread vaccination campaigns in our key markets and fewer government restrictions on in-person gathering, which helped creators to host more events and drove better demand from attendees. We believe we were well positioned for this rebound thanks to the investments and improvements that we made to our self-service platform throughout the year.

- Our 2021 net revenue rose to $187.1 million, a 77% increase from the prior year, driven primarily by an increase in paid ticket volume as COVID-19 restrictions eased.
- Paid ticket volume increased by 43.1% from 2020 to 2021, from 47.1 million paid tickets in 2020 to 67.4 million paid tickets in 2021.
- Our 2021 gross profit was $116.8 million, a 167.5% increase from $43.7 million in 2020, largely reflecting the year-to-year increase in revenue as COVID-19 restrictions eased.
- Net loss for 2021 was $139.1 million as compared to $224.7 million for the full year 2020.
- Adjusted EBITDA was $1.0 million in 2021, up from a loss of $134.1 million in 2020. See "Non-GAAP Financial Measures" for a reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with U.S. generally accepted accounting principles ("GAAP").

ESG at Eventbrite: Our Impact Goals, Strategy and Progress

Eventbrite's mission to bring the world together through live experiences is rooted in our belief that there is an innate, irreplaceable need for humans to gather and connect as a community. Over the past 12 months, as we helped our creators rebuild their businesses and grow their communities we have become even more aware of our unique position to build an impact strategy that reflects the positive influence we want to have on the world while advancing and complementing our business strategy.

We continue to evolve and update our impact strategy and goals. We expect to continue to evolve our impact strategy and disclosures in the future as our impact work matures.

Lift Up One Another

Fostering connection is core to everything we do at Eventbrite. How we do it is equally important. Our Social Impact strategy was designed to facilitate safe and positive connections for our creators, consumers and employees, who we call "Britelings."

Our 2021 Social Impact program connected Britelings with their communities and supported creators as they returned to hosting live events. In 2022, we plan to launch our Social Connection program to amplify the power of live experiences to relieve social isolation.

Our Social Connection program is being designed to convene academic, nonprofit and policy partners to raise awareness about social isolation and reduce its stigma among young people, support creators in hosting more socially connected events and use our voice to elevate social isolation as a public health priority. We believe our commitment to address the physical and mental health effects of social isolation will help alleviate suffering from social isolation, while enhancing our efforts to attract and retain high-performing employees, strengthening our trust with creators and consumers, and allowing us to engage with our customers in new ways.

2021 Goals	2021 Progress	2022 Goals
• Strengthen and expand our Community Engagement Time Off (CETO) program (i) by creating more accessible and recurring group opportunities for employees to get involved; and (ii) through new relationships with global organizations focused on connecting racial and gender minorities to jobs and mentorships in the tech sector	• Hosted 8 virtual group CETO events for employees (compared to 2 in 2020) • Launched relationship with new partner, Suit Up, a non-profit seeking to increase students' career readiness	• Launch Social Connection Program, which is currently under development • Continue to advocate for public policies that raise social isolation awareness as a public health issue, relieve social isolation, and foster social connection • Continue our CETO program
• Increase the percentage of CETO participants surveyed who say their participation increases their sense of belonging at Eventbrite to 79%	• 73% of CETO participants surveyed said their participation increased their sense of belonging at Eventbrite, compared to74% in 2020 • Although we did not achieve our stated goal, we believe our CETO program continues to provide value to our employees and their sense of belonging	

Lift Up Our Communities

As creators navigate the continuously changing landscape, we are privileged to support them as they rebuild their businesses and communities and reinvent the live-events industry.

Eventbrite has played a key role in supporting our creators and our broader community through advocacy and thought leadership including:

- **Economic Relief**
  - » Advocating for targeted relief programs that provide direct assistance to the small businesses that make up our creator community
  - » Teaming up with the National Independent Venue Association and other tech companies to advocate for financial relief, and mobilizing more than 30,000 individuals behind the #SaveOurStages campaign establishing the Shuttered Venue Operators Grant Program—the first-ever federal grant program providing direct support to the live events community

- **Safe Gatherings**
  - » Developing resources viewed by over 150,000 event organizers to help navigate challenges throughout COVID-19 including region-specific safety playbooks and providing resources for creators to advocate in support of safety initiatives like NextGen911

- **Online Access and Connectivity**
  - » Providing resources to creators to advocate in support of expanding broadband connectivity and closing the digital divide, policies that can lower the costs of reaching audiences online and support economic recovery. Eventbrite and creators helped advocate for the $65 billion in broadband infrastructure investment that was ultimately included in the bipartisan infrastructure law that was passed by Congress and signed into law in late 2021

- **Equity and Opportunity**
  - » Advocating for national policies that promote gender and racial equity including paid family and medical leave and advancing voting rights in the United States

2021 Goals	2021 Progress	2022 Goals
• Continue to provide health and safety resources that address new COVID-19 variants, developments in science and how vaccine adoption and local policies and procedures will play a role in safe gathering	• Updated our region-specific COVID-19 safety playbooks in Q2 2021 for events to respond to the changing COVID-19 landscape	• Launch a creator accelerator program to support emerging creators, which is currently under development • Launch an ambassador program to foster creator networking and education, which is currently under development • Continue our creator mobilization program to engage creators in small business advocacy • Continue creator educational programming
• Increase the percentage of creators who access our safety playbook (and respond to the survey) and equate the resources to increased trust and loyalty with Eventbrite to 89%	• 90% of creators who accessed the playbook equated the resources to increased trust and loyalty	

Lift Up Our Planet

We know we have a role to play in protecting our planet and last year we began by engaging with a third-party to understand our ecological impact.

2021 Goals	2021 Progress	2022 Goals
• Establish a baseline and define a key performance indicator for office sustainability	• As a result of the COVID-19 pandemic, our global workforce primarily worked remotely in 2021, with a small subset of employees optionally returning to the office when local conditions permitted safe gathering. We did not define a key performance indicator for office sustainability because we do not yet know how many of our employees will return to the office on a regular basis as our future of work plan is implemented.	• In late-2020, we adopted our future of work plan, which provides our workforce with the option to come into the office for work when our offices reopen, to come into the office occasionally or to work solely from home. Because many of our employees have continued to work from home and do not commute to an office, we believe this plan will have a positive environmental impact. We will continue to evaluate appropriate metrics to measure our office sustainability as working conditions permit.

ESG at Eventbrite: Diversity, Equity and Inclusion

At Eventbrite, we believe in the value of fostering diversity, equity and inclusion through evidence-based practices across our organization. Doing so is better for the world, and better for Eventbrite.

In 2020, we launched repeatable and measurable commitments to Diversity, Equity and Inclusion at the Company, and we continued to make progress on those commitments in 2021. Our commitments are the following:

Commitment #1: Hire and retain a more diverse, equitable and inclusive team

At the executive and board level, we are working to diversify both areas with a focus on underrepresented communities. At the global Eventbrite team level, we strive to exceed the average representation of female and underrepresented ethnicities in tech. We are also committed to paying and promoting female and ethnically underrepresented Britelings at an equal rate to their majority peers. We review promotion rates during each promotion cycle, and look for a balance across gender and race/ethnicity. We also conduct a pay equity audit each year with a third-party vendor and in 2021 results confirmed pay equity among employees of all races, genders, and ethnicities. Since launching this commitment, we have increased our percentage of Britelings from underrepresented communities in technology from 14.8% in December 2020 to 18.8% as of April 1, 2022. Underrepresented communities in technology comprises all ethnicities except White and Asian employees and employees who did not declare their ethnic identity.

Commitment #2: Cultivate an equitable and inclusive culture

We continue to prioritize cultivating an inclusive culture where Britelings feel a sense of belonging at Eventbrite. In 2021, we hosted a series of programs covering topics across the spectrum of inclusion, launched a mentorship program for employees in our Black and Brite employee resource group to elevate Black Britelings through intentional development, revamped our New Briteling Orientation to emphasize the importance of inclusion and embedded inclusive practices into our leadership development opportunities.

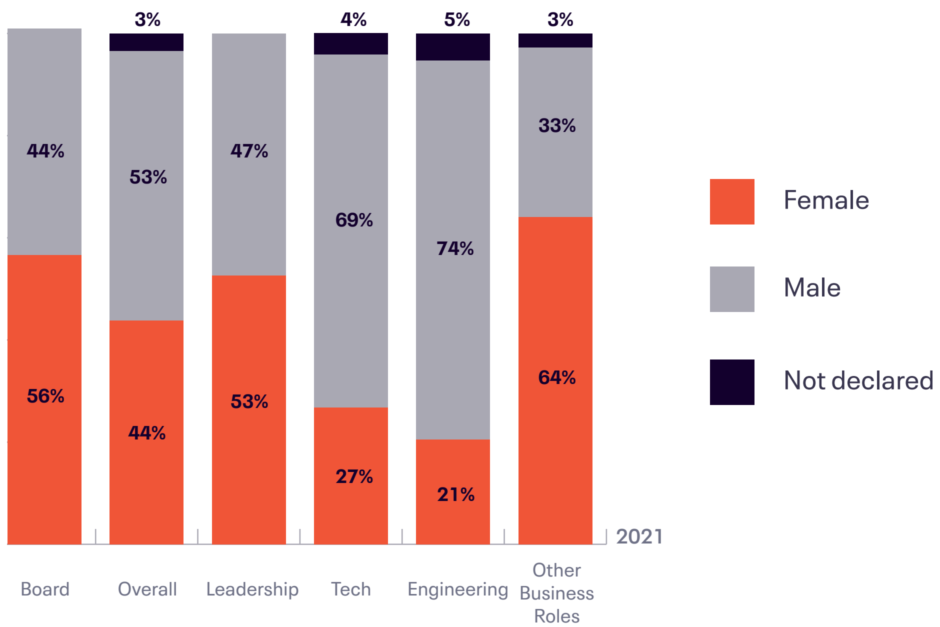
Commitment #3: Support social justice on the Eventbrite platform and beyond

We have to engage with and understand the communities we're in and the challenges they're facing in order to learn and create change. In 2021, we had over 450,000 views on our racial and gender equity event collections, expanding our creators' reach, message and impact. Through our Community Engagement Time Off program, Britelings volunteered over 370 hours in programs that expanded their understanding, advocacy and engagement with their communities. Further, to strengthen the communities we work and live in, we advocated for national policies that promote gender and racial equity including paid family and medical leave and advancing voting rights in the United States.

Workforce Diversity Metrics

We are committed to transparent reporting on workforce diversity. All metrics below are as of December 31, 2021. Overall metrics include all employees globally. Leadership is defined as Senior Director level and above. Engineering employees are defined as those employees who work within the Engineering Job Family Group. Tech employees are defined as those employees who work on our Product and Engineering teams. Other Business Roles are defined as those employees who work in roles outside of the Tech definition, inclusive of non-tech Leadership positions. Gender and age metrics represent our global employee base, while race and ethnicity metrics represent U.S. employees only.

Gender Metrics - Global



Race & Ethnicity Metrics - U.S. Only

	Overall	Leadership	Tech	Engineering	Other Business Roles
	2021	2021	2021	2021	2021
American Indian or Alaska Native	0%	0%	0%	0%	0%
Asian	14.8%	11.8%	20.5%	19.8%	9.9%
Black/African American	5.3%	5.9%	3.2%	4.6%	7.0%

	Overall	Leadership	Tech	Engineering	Other Business Roles
	2021	**2021**	**2021**	**2021**	**2021**
Hispanic	5.5%	2.9%	3.2%	2.3%	7.5%
Two or More Races	5.8%	11.8%	4.9%	3.8%	6.6%
White	63.6%	58.8%	62.7%	63.4%	64.3%
Not Declared	5.0%	8.8%	5.4%	6.1%	4.7%

Age Metrics - Global

	2021
24 years and younger	4.7%
25 - 29 years	18.6%
30 - 34 years	31.1%
35 - 39 years	22.7%
40 - 49 years	16.1%
50+ years	3.5%
Not declared	3.2%

Leadership and Corporate Governance

Executive Team

We believe we have built a strong and effective executive team, with a diversity of experience and depth of expertise. With a combined tenure of more than 40 years of operating in a C-level capacity at companies comparable to ours, we believe this team has the breadth and depth to set strategic vision and make critical decisions that will benefit the business for the long-term.

Our executive officers are:

- Julia Hartz, Co-Founder and Chief Executive Officer
- Lanny Baker, Chief Financial Officer
- Vivek Sagi, Chief Technology Officer

Director Nominees and Continuing Directors

The following table provides summary information about each of our director nominees and continuing directors. Please see pages 21 to 29 for more information.

Name	Age	Eventbrite Director Since	Independent	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Directors continuing in office until the 2022 Annual Meeting (Class I)						
Jane Lauder	48	2018	Yes			■
Steffan Tomlinson	50	2016	Yes	*		
April Underwood	42	Nominee	Yes			
Directors continuing in office until the 2023 Annual Meeting (Class II)						
Katherine August-deWilde	74	2016	Yes		■	*
Julia Hartz	42	2016	No			
Helen Riley	46	2018	Yes	■		
Nominees for election at the 2024 Annual Meeting (Class III)						
Kevin Hartz	52	2005	No			
Sean Moriarty	52	2010	Yes	■	*	
Naomi Wheeless	40	2020	Yes			■

* Chair
■ Member

Effective June 8, 2022,

- Ms. August-deWilde will become Chair of our Compensation Committee;
- Ms. Riley will become a member of our Compensation Committee; and
- Ms. Lauder will become Chair of our Nominating and Corporate Governance Committee.

Effective as of the Annual Meeting,

- Mr. Moriarty will become our Lead Independent Director.

Corporate Governance Strengths

We believe that effective corporate governance practices are essential to a well-run business and should be tailored to a company's operations. We strive to implement thoughtful corporate governance practices that are aligned with our business and the long-term interests of our stockholders.

Our corporate governance practices include:

- split Chief Executive Officer and Chairman roles
- except for our Chief Executive Officer and Chairman, all directors on the Board of Directors (“Board”) are independent
- all Board committee members are independent
- regular executive sessions of independent directors
- a diverse Board of sophisticated and engaged directors with different areas of relevant expertise
- an active role in risk management oversight by our Board
- annual Board and committee self-evaluations overseen by the Nominating and Corporate Governance Committee
- robust Code of Business Conduct and Ethics applicable to directors, officers and employees
- periodic reviews of our corporate governance structure, including committee charters, Corporate Governance Guidelines and Code of Business Conduct and Ethics, to ensure they are appropriate for a company of our size and stage of development
- rigorous management evaluation process
- Compensation Committee oversight of executive succession planning
- policy of no hedging or pledging of Eventbrite securities for current employees and directors

Voting and Meeting Information

What is the purpose of this Proxy Statement?

We are furnishing this Proxy Statement to you because the Board of Directors ("Board") of Eventbrite, Inc. ("Eventbrite," "we," "us" or "our") is inviting you to vote by soliciting your proxy at our 2022 Annual Meeting of Stockholders ("Annual Meeting") which will take place online on June 9, 2022 at 8:00 a.m. Pacific Time.

This Proxy Statement summarizes information that is intended to assist you in making an informed vote on the proposals described in this Proxy Statement.

The approximate date we are first sending the Notice of Annual Meeting and accompanying proxy materials to stockholders, or sending a Notice Regarding the Availability of Proxy Materials and posting the proxy materials is April 28, 2022.

What matters are being voted on at the Annual Meeting?

You are being asked to vote on:

- the election of three Class I directors to serve until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified;
- a proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2022;
- a non-binding advisory vote to approve the compensation of our named executive officers (the "Say-on-Pay Vote"); and
- any other business as may be properly brought before the Annual Meeting.

How does the Board recommend I vote on these proposals?

The Board recommends a vote:

- **"FOR"** the election of Jane Lauder, Steffan Tomlinson and April Underwood as Class I directors;
- **"FOR"** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022; and
- **"FOR"** the approval, on a non-binding advisory basis, of the compensation of our named executive officers.

Who is entitled to vote?

Holders of either class of our common stock as of the close of business on April 11, 2022, the record date for the Annual Meeting (the "Record Date"), may vote at the Annual Meeting. As of the Record Date, there were 79,964,558 shares of our Class A common stock and 17,719,087 shares of our Class B common stock outstanding. Our Class A common stock and Class B common stock will vote as a single class on all matters described in this Proxy Statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one vote on each proposal and each share of Class B common stock is entitled to 10 votes on each proposal. Our Class A common stock and Class B common stock are collectively referred to in this Proxy Statement as our "common stock."

Registered Stockholders

If shares of our common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the Notice of Annual Meeting ("Notice") was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote live at the Annual Meeting. Throughout this Proxy Statement, we refer to these registered stockholders as "stockholders of record."

Street Name Stockholders

If shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in "street name," and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee as to how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock live at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. If you request a printed copy of our proxy materials by mail, your broker, bank or other nominee will provide a voting instruction form for you to use. Throughout this Proxy Statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as "street name stockholders."

What do I need to be able to attend the Annual Meeting online?

We will be hosting our Annual Meeting via live webcast only. Any stockholder can attend the Annual Meeting live online at www.virtualshareholdermeeting.com/EB2022. The webcast will start at 8:00 a.m. Pacific Time on June 9, 2022. Stockholders may vote and ask questions while attending the Annual Meeting online. In order to be able to attend the Annual Meeting, you will need the 16-digit control number, which is located on your Notice, on your proxy card or in the instructions accompanying your proxy materials. Instructions on how to participate in the Annual Meeting are also posted online at www.proxyvote.com.

How many votes are needed to approve each proposal?

Proposal One

The election of directors requires a plurality of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon to be approved. "Plurality" means that the nominees who receive the largest number of votes cast "FOR" such nominees are elected as directors. As a result, any shares not voted "FOR" a particular nominee, whether as a result of stockholder abstention or a broker non-vote (i.e., where a broker has not received voting instructions from the beneficial owner and for which the broker does not have discretionary power to vote on a particular matter) will not be counted in such nominee's favor and will have no effect on the outcome of the election.

Proposal Two

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2022 requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Abstentions are considered shares present and entitled to vote on this proposal, and thus, will have the same effect as a vote "Against" this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal Three

The approval, on a non-binding advisory basis, of the compensation of our named executive officers requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions are considered shares present and entitled to vote on this proposal, and thus, will have the same effect as a vote “Against” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

What is the quorum requirement?

A quorum is the minimum number of shares required to be present at the Annual Meeting to properly hold an annual meeting of stockholders and conduct business under our amended and restated bylaws and Delaware law. The presence, in person or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote on the Record Date will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

How do I vote?

If you are a stockholder of record, there are four ways to vote:

1. by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 8, 2022 (have your Notice or proxy card in hand when you visit the website);
2. by toll-free telephone at 1-800-690-6903, until 11:59 p.m. Eastern Time on June 8, 2022 (have your Notice or proxy card in hand when you call);
3. by completing and mailing your proxy card (if you received printed proxy materials); or
4. by Internet during the Annual Meeting. Instructions on how to attend and vote at the Annual Meeting are described at www.virtualshareholdermeeting.com/EB2022.

In order to be counted, proxies submitted by telephone or Internet must be received by 11:59 p.m. Eastern Time on June 8, 2022. Proxies submitted by U.S. mail must be received before the start of the Annual Meeting.

If you are a street name stockholder, please follow the instructions from your broker, bank or other nominee to vote by Internet, telephone or mail. Street name stockholders may not vote via the Internet at the Annual Meeting unless they receive a legal proxy from their respective brokers, banks or other nominees.

Can I change my vote?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- notifying our Corporate Secretary, in writing, at Eventbrite, Inc., 535 Mission Street, 8th Floor San Francisco, California 94105 before the vote is counted;
- voting again using the telephone or Internet before 11:59 p.m. Eastern Time on June 8, 2022 (your latest telephone or Internet proxy is the one that will be counted); or
- attending and voting during the Annual Meeting. Simply logging into the Annual Meeting will not, by itself, revoke your proxy.

If you are a street name stockholder, you may revoke any prior voting instructions by contacting your broker, bank or nominee.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board. Julia Hartz, Lanny Baker and Julia Taylor have been designated as proxy holders by our Board. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares represented by proxies will be voted in accordance with the recommendations of our Board as described above. If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote the shares represented by proxies. If the Annual Meeting is adjourned, the proxy holders can vote the shares represented by proxies on the new Annual Meeting date as well, unless you have properly revoked your proxy instructions, as described above.

What is the effect of abstentions and broker non-votes?

Votes withheld from any nominee, abstentions and broker non-votes are counted as present for purposes of determining the presence of a quorum. Shares voting "withheld" have no effect on the election of directors. Abstentions have the same effect as a vote "against" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022 and the Say-on-Pay Vote.

Brokerage firms and other intermediaries holding shares of our common stock in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole "routine" matter, the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2022. Absent direction from you, your broker will not have discretion to vote on Proposal One (election of directors) or Proposal Three (Say-on-Pay Vote), which are "non-routine" matters.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on February 10, 2022 ("2021 Annual Report"), primarily via the Internet. On April 28, 2022, we mailed to our stockholders a Notice that contains instructions on how to access our proxy materials on the Internet, how to vote at the meeting and how to request printed copies of the proxy materials and 2021 Annual Report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by email by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the environmental impact and cost of our annual meetings of stockholders.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will provide preliminary voting results in the Current Report on Form 8-K and will provide the final results in an amendment to the Current Report on Form 8-K within four business days after they become available.

Who are proxies solicited for the Annual Meeting?

Our Board is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank or other nominee holds shares of our common stock on your behalf. In addition, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure called "householding," which is permitted by SEC rules. Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at (415) 692-7779 or:

Eventbrite, Inc.
Attention: Investor Relations
535 Mission Street, Floor 8
San Francisco, California 94105

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year's annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for the 2023 annual meeting of stockholders, our Corporate Secretary must receive the written proposal at our principal executive offices not later than December 29, 2022. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

Eventbrite, Inc.
Attention: Corporate Secretary
535 Mission Street, 8th Floor
San Francisco, California 94105

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in our proxy materials with respect to such annual meeting, (ii) otherwise properly brought before such annual meeting by or at the direction of our Board or (iii) properly brought before such meeting by a stockholder of record entitled to vote at such annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our amended and restated bylaws. Please see below for information regarding how to obtain a copy of our amended and restated bylaws.

To be timely for the 2023 annual meeting of stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

- not earlier than February 12, 2023; and
- not later than March 14, 2023.

In the event that we hold the 2023 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary of the Annual Meeting, then, for notice by the stockholder to be timely, it must be received by our Corporate Secretary not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first made.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

Nomination of Director Candidates

Holders of our common stock may propose director candidates for consideration by our Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and qualifications for membership on our Board and should be directed to our Corporate Secretary at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see the section titled "Information Regarding the Board and Corporate Governance—Director Nomination Process—Stockholder Recommendations and Nominees."

In addition, our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our amended and restated bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time periods described above under the section titled "Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement. In addition to satisfying the foregoing requirements under our amended and restated bylaws, to comply with the universal proxy rules (once they become effective), stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 10, 2023.

Availability of Bylaws

A copy of our amended and restated bylaws is available via the SEC's website at http://www.sec.gov. You may also contact our Corporate Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Why is this Annual Meeting being held virtually?

We are excited to embrace the latest technology to provide ease of access, real-time communication and cost savings for our stockholders and our company. Hosting a virtual meeting provides easy access for our stockholders and facilitates participation because stockholders can participate from any location around the world.

You will be able to participate in the Annual Meeting of stockholders online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/EB2022. You will also be able to vote your shares electronically prior to or during the Annual Meeting.

Who pays for the cost of this proxy solicitation?

We pay the entire cost of preparing and distributing these proxy materials. In addition, we may reimburse banks, brokers and other custodians, nominees and fiduciaries representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Proxies may be solicited by certain of our directors, officers and employees, personally or by mail, telephone, facsimile, email or other means of communication (electronic or otherwise). No additional compensation will be paid for such services.

Proposal No. 1 | Election of Directors

Our Board has nine members. In accordance with our amended and restated certificate of incorporation, our Board is divided into three staggered classes of directors, with one class elected each year at the annual meeting of stockholders for a term of three years. At the Annual Meeting, two existing Class I directors and one Class I director nominee are standing for election for a term that will expire in 2025. On January 24, 2022, Mr. Botha, a Class I director, notified us that he would not stand for reelection at the Annual Meeting.

The Board has nominated Jane Lauder, Steffan Tomlinson and April Underwood for election as Class I directors at the Annual Meeting.

Each director is elected by a plurality of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions and broker non-votes will have no effect on this proposal. The three director nominees receiving the highest number of "FOR" votes will be elected to hold office until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified, subject to their earlier resignation or removal.

Each of the nominees is a current Class I director and member of our Board and has consented to serve, if elected. We have no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director. If, however, any nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee chosen by our independent Board members present at the meeting. In the alternative, the proxies may vote only for the remaining nominees, leaving a vacancy on our Board. Our Board may fill such vacancy at a later date or reduce the authorized size of our Board.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

Information Regarding Director Nominees and Current Directors

The biographies of each of the nominees above and continuing directors contain information regarding each such person's service as a director, business experience, director positions held currently or at any time during the last five years and the experiences, qualifications, attributes or skills that caused our Board to determine that the person should serve as a director of our Company. In addition to the information presented below regarding each nominee's and continuing director's specific experience, qualifications, attributes and skills that led our Board to the conclusion that he or she should serve as a director, we also believe that each of our directors has a reputation for integrity, honesty and adherence to high ethical standards. Each of our directors has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to our Company and our Board. Finally, we value our directors' experience in relevant areas of business management and on other boards of directors and board committees.

Nominees for Election to a Three-Year Term Expiring at the 2025 Annual Meeting of Stockholders

Jane Lauder

EVP of Enterprise Marketing and Chief Data Officer at The Esteé Lauder Companies

Age: 48
Eventbrite Director Since: 2018
Committee Membership: Nominating and Corporate Governance Committee. Effective June 8, 2022, Ms. Lauder will become the Chair of our Nominating and Corporate Governance Committee.
Independent Director: Yes

Ms. Lauder has served on our Board since November 2018. Since July 2020, Ms. Lauder has been the EVP of Enterprise Marketing and Chief Data Officer at The Estée Lauder Companies. From April 2014 to June 2020, Ms. Lauder was the Global Brand President of Clinique, a skincare and cosmetics brand owned by The Estée Lauder Companies. From July 2010 until March 2015, Ms. Lauder served as Global President, General Manager of the Origins, Ojon and Darphin brands of Estée Lauder Companies. From July 2008 until June 2010, Ms. Lauder served as Senior Vice President/General Manager of the Origins brand. Ms. Lauder began her career with Estée Lauder Companies in 1996 at Clinique and served in various positions at Estée Lauder until July 2006, when she became Senior Vice President, Global Marketing for Clinique. Since 2009, she has served on the board of directors of The Estée Lauder Companies. Ms. Lauder holds a Bachelor of Arts in History from Stanford University.

We believe that Ms. Lauder is qualified to serve as a member of our Board because of her management and leadership experience and experience serving on the board of directors of a public company.

Steffan Tomlinson
CFO of Confluent

Age: 50
Eventbrite Director Since: 2016
Committee Membership: Audit Committee (Chair)
Independent Director: Yes

Mr. Tomlinson has served on our Board since February 2016. He currently serves as chief financial officer of Confluent, a cloud-based data management platform. From April 2019 to June 2020, he served as chief financial officer of Google Cloud, an Alphabet company. From February 2012 to March 2018, Mr. Tomlinson served as chief financial officer of Palo Alto Networks, a publicly-traded cyber security company. Mr. Tomlinson served on the board of directors of Cornerstone OnDemand, a publicly-traded company providing cloud-based learning and talent management solutions, from May 2017 until its acquisition in August 2021. Mr. Tomlinson holds a Master of Business Administration from Santa Clara University and a Bachelor of Arts in Sociology from Trinity College.

We believe that Mr. Tomlinson is qualified to serve as a member of our Board and Chair of our Audit Committee due to his background as a member of the board of directors and audit committee of other public companies and his financial and accounting expertise from his experience as chief financial officer of publicly-traded companies.

April Underwood
Co-Founder of #ANGELS

Age: 42
Eventbrite Director Since: Class I Director Nominee
Independent Director: Yes
Other Public Company Boards: Zillow Group, TPB Acquisition Corp.

Ms. Underwood is a nominee for election to our Board as a Class I director. She co-founded #ANGELS in March 2015, a woman owned and operated angel-investing collective focused on helping grow technology startups. From May 2020 to December 2021, Ms. Underwood was chief executive officer of Nearby, a platform of hyperlocal marketplaces, which she founded. From March 2018 to February 2019, she served as chief product officer at Slack Technologies, Inc., a cloud-based software company that builds professional collaboration tools. Prior to her elevation as chief product officer, Ms. Underwood served as vice president of Product at Slack from June 2015 to March 2018. From April 2010 to February 2015, Ms. Underwood held various product and business development positions at Twitter, Inc., a social media and communications company, most recently as director of product. Prior to joining Twitter, Inc., Ms. Underwood held various product and engineering roles at Google, Travelocity, and Intel. Ms. Underwood has served on the board of directors of Zillow Group, a real estate technology company, since February 2017, and TPB Acquisition Corp., a blank check company, since February 2021. Ms. Underwood holds a B.B.A. in Management Information Systems and Business Honors from The University of Texas at Austin, and an M.B.A. from The University of California at Berkeley (Haas).

We believe that Ms. Underwood is qualified to serve as a member of our Board because of her broad experience in technology product development and engineering as well as her experience in advising emerging technology companies on strategy development and execution.

Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders

Katherine August-deWilde
Vice Chair of First Republic Bank
Age: 74

Eventbrite Director Since: 2016
Committee Membership: Compensation Committee, Nominating and Corporate Governance Committee (Chair). Effective June 8, 2022, Ms. August-deWilde will become Chair of our Compensation Committee and will no longer serve as Chair of our Nominating and Corporate Governance Committee.
Independent Director: Yes
Other Public Company Boards: First Republic Bank, Sunrun, TriNet Group

Ms. August-deWilde has served on our Board since February 2016. Ms. August-deWilde is currently the Vice Chair of First Republic Bank, a commercial bank specializing in private banking, business banking and wealth management, a position she has held since the beginning of 2016. Ms. August-deWilde has served as an executive at First Republic Bank since 1985 and previously served as chief operating officer from 1993 to 2014 and president from 2007 to 2015. Ms. August-deWilde has served on the board of directors of First Republic Bank since 1988, Sunrun, a publicly-traded solar panel and energy company, since 2016, and TriNet Group, a publicly-traded human resources software solution company, since 2013. She also currently serves on the board of directors of a number of privately-held companies. Ms. August-deWilde is currently a member of the Board of Directors of Tipping Point Community. Ms. August-deWilde holds a Master of Business Administration from the Stanford Graduate School of Business and a Bachelor of Arts in History from Goucher College.

We believe that Ms. August-deWilde is qualified to serve as a member of our Board due to her leadership experience and experience serving on the boards of directors of public companies.

Julia Hartz
Co-founder and CEO of Eventbrite

Age: 42
Eventbrite Director Since: 2016
Independent Director: No

Ms. Hartz co-founded our Company and has served as our Chief Executive Officer and a member of our Board since April 2016. From 2006 to April 2016, Ms. Hartz served as our President, focusing on marketing, finance, customer support and employee experience. From 2001 to 2005, Ms. Hartz served in various series development positions at FX Networks and MTV Networks. Ms. Hartz is currently a member of the boards of directors of Four Seasons and UCSF. Ms. Hartz holds a Bachelor of Arts in Telecommunications from Pepperdine University.

We believe that Ms. Hartz is qualified to serve as a member of our Board based on the perspective and experience she brings as our co-founder and Chief Executive Officer.

Helen Riley
CFO of X, an Alphabet company

Age: 46
Eventbrite Director Since: 2018
Committee Membership: Audit Committee. Effective June 8, 2022, Ms. Riley will become a member of our Compensation Committee.
Independent Director: Yes
Other Public Company Boards: Marqeta

Ms. Riley has served on our Board since July 2018. Since 2014, Ms. Riley has served as the chief financial officer at X, a research and development company and subsidiary of Alphabet, a publicly-traded multinational conglomerate. From 2011 to 2013, Ms. Riley was the senior finance director of global marketing and global general and administration at Google, an Alphabet company. From 2013 to 2015, Ms. Riley was a finance director at Google, and she held various other positions in finance at Google from 2003 to 2012. Since May 2020, Ms. Riley has served on the board of directors of Marqeta, a private payment solutions company, where she is chair of the audit committee. From March 2017 to November

2021, Ms. Riley served on the board of directors of WildAid, a wildlife conservation non-profit. Ms. Riley holds a Master of Business Administration from the Harvard Business School and a Bachelor of Arts in Philosophy, Politics and Economics and a Master of Arts from the University of Oxford.

We believe that Ms. Riley is qualified to serve as a member of our Board due to her knowledge of global finance and experience advising technology companies.

Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders

Kevin Hartz
Co-founder and General Partner of A*

Age: 52
Eventbrite Director Since: 2005
Independent Director: No
Other Public Company Board: Markforged Holding Corp., two

Mr. Hartz co-founded our Company and has served as Chairman of our Board since August 2018 and has served on our Board since October 2005. Mr. Hartz co-founded A* and has served as general partner since June 2020. A* is a venture investment fund focused on the technology industry. Mr. Hartz is co-founder and chief executive officer of one, a special purpose acquisition company that completed its initial public offering in August 2020, and in July 2021 consummated its business combination with MarkForged, Inc., now Markforged Holding Corp., an industrial additive manufacturing platform company. Mr. Hartz has served on the Markforged board of directors since July 2021. Mr. Hartz is also co-founder, co-chief executive officer and director of two, a special purpose acquisition company that completed its initial public offering in April 2021. From September 2016 until June 2018, Mr. Hartz served as a partner and entrepreneur in residence at Founders Fund, a venture capital investment fund. From October 2005 to September 2016, Mr. Hartz served as our Chief Executive Officer. From 2001 to 2015, Mr. Hartz co-founded and held various roles at Xoom Corporation, a publicly-traded payments processing company that was sold to PayPal in 2015, including serving as its chief executive officer from 2001 to 2005 and director from 2001 to 2015. Mr. Hartz holds a Masters of Studies degree in History from Oxford University and a Bachelor of Arts and Science in History and Applied Earth Science from Stanford University.

We believe that Mr. Hartz is qualified to serve as a member of our Board based on the perspective and experience he brings as our co-founder and former chief executive officer and his experience serving on a public company board.

Sean Moriarty
CEO of Leaf Group
Effective as of the Annual Meeting, Mr. Moriarty will become our Lead Independent Director.
Age: 52

Eventbrite Director Since: 2010
Committee Membership: Audit Committee, Compensation Committee (Chair). Effective June 8, 2022, Mr. Moriarty will remain a member but will no longer serve as Chair of our Compensation Committee.
Independent Director: Yes

Mr. Moriarty has served on our Board since January 2010. Since August 2014, Mr. Moriarty has served as the chief executive officer of Leaf Group, a wholly owned subsidiary of Graham Holdings, a publicly traded company. Prior to its acquisition by Graham Holdings in June 2021, Mr. Moriarty served on the board of directors of Leaf Group, a publicly traded company from August 2014 to June 2021. Mr. Moriarty previously served as the chief executive officer of Saatchi Online, which operated Saatchi Art, an online art gallery, from August 2013 to August 2014, prior to its acquisition by Leaf Group. From 2009 to 2012, Mr. Moriarty was an entrepreneur in residence at Mayfield Fund, a venture capital firm. From 2007 to 2009, Mr. Moriarty was president and chief executive officer of Ticketmaster, a live entertainment ticketing and marketing company, and he held various other positions at Ticketmaster from 2000 to 2006, including executive vice president, technology and chief operating officer. Mr. Moriarty served on the Ticketmaster board of directors from 2008 to 2009. Mr. Moriarty attended graduate school at Boston University and the University of South Carolina and holds a Bachelor of Arts in English from the University of South Carolina.

We believe that Mr. Moriarty is qualified to serve as a member of our Board due to his executive experience at Ticketmaster and his breadth of leadership experience.

Naomi Wheeless
Global Head of Customer Success at Square

Age: 40
Eventbrite Director Since: 2020
Committee Membership: Nominating and Corporate Governance Committee
Independent Director: Yes

Ms. Wheeless has served on our Board since September 2020. Since 2017, Ms. Wheeless has served as the Global Head of Customer Success at Square, a publicly-traded company that provides payments, financial and marketing services. From August 2014 to August 2017, Ms. Wheeless served as the Senior Vice President of Operations at Capital One, a financial holding company. Ms. Wheeless also previously served on the board of directors of two non-profit organizations. Ms. Wheeless holds a Master of Business Administration from American Intercontinental University and a Bachelor of Science from the Ohio State University.

We believe that Ms. Wheeless is qualified to serve as a member of our Board due to her leadership experience in customer success at a payments-based technology company.

Director and Director Nominee Skills Matrix

We believe that our Directors and Director nominee possess the relevant skills and experience necessary to establish a well-functioning Board that effectively oversees our strategy and management.

Director Skills and Experience	Kevin Hartz	Sean Moriarty	Naomi Wheeless	Roelof Botha(1)	Jane Lauder	Steffan Tomlinson	Katherine August-deWilde	Julia Hartz	Helen Riley	April Underwood
Board leadership as a board chair, lead director or committee chair	✓	✓		✓		✓	✓			
Financial expertise as a finance executive or CEO		✓		✓		✓	✓	✓	✓	✓
Operating experience as an executive or consultant	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Growth Company experience scaling small-to mid cap companies		✓	✓	✓		✓	✓	✓	✓	✓
International experience across various geos	✓	✓	✓	✓	✓	✓		✓	✓	✓
P&L Experience at Scale as an executive or consultant		✓	✓	✓	✓		✓		✓	

(1) On January 24, 2022, Mr. Botha notified us that he would not stand for reelection at the Annual Meeting.

Information Regarding the Board and Corporate Governance

Board Leadership Structure

The positions of Chief Executive Officer and Chairman of our Board are separated. Kevin Hartz, one of our co-founders, serves as the Chairman of our Board, presides over meetings of our Board and holds such other powers and carries out such other duties as are customarily carried out by the Chairman of our Board. Our Board believes that separating these roles is appropriate as it allows us to pursue strategic and operational objectives while maintaining effective oversight and objective evaluation of corporate performance.

Our Board has adopted Corporate Governance Guidelines that provide that one of our independent directors will serve as our Lead Independent Director. Our Board has appointed Roelof Botha to serve as our Lead Independent Director. On January 24, 2022, Mr. Botha notified us that he would not stand for reelection at the Annual Meeting. Mr. Botha will continue to serve as Lead Independent Director until he transitions off our Board at our Annual Meeting. Our Board has appointed Sean Moriarty to serve as Lead Independent Director following the Annual Meeting. As Lead Independent Director, Mr. Moriarty will preside over periodic meetings of our independent directors, serve as a liaison between the Chairman of our Board and the independent directors and as a liaison between our Chief Executive Officer and the rest of the Board, and perform such additional duties as our Board may otherwise determine and delegate.

Board Diversity

In identifying and evaluating candidates for the Board, the Nominating and Corporate Governance Committee considers the diversity of the Board, which includes diversity of skills, experience and backgrounds as well as ethnic and gender diversity. We believe that our Board nominees reflect an appropriate mix of skills, experience and backgrounds, and strike the right balance of tenured and newer directors.

Board Oversight of Risk

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, legal and compliance and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks our Company faces, while our Board, as a whole and assisted by its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are appropriate and functioning as designed.

Our Board believes that open communication between management and our Board is essential for effective risk management and oversight. Our Board meets with our Chief Executive Officer and other members of the senior management team at quarterly meetings of our Board, where, among other topics, they discuss strategy and risks facing our company, as well at such other times as they deemed appropriate.

While our Board is ultimately responsible for risk oversight, our Board committees assist our Board in fulfilling its oversight responsibilities in certain areas of risk. For example:

- the full Board oversees the management of risk related to our business strategy and operations, receives risk reports from our management team and committees and evaluates the risks inherent in significant transactions;
- our Audit Committee oversees the management of risks associated with financial reporting and disclosure controls and procedures, legal and regulatory compliance, financial exposure and risks associated with internal controls over financial reporting, liquidity, privacy and cyber security;
- our Nominating and Corporate Governance Committee oversees the management of risks associated with Board organization, membership and structure and corporate governance; and
- our Compensation Committee oversees the management of risks associated with our compensation programs, plans, policies and practices for named executive officers and other employees and oversees executive succession planning.

Director Independence

Our Board assesses the independence of each of our directors at least annually, and has determined that other than Mr. and Ms. Hartz, all current directors and director nominees are independent in accordance with the listing standards of the New York Stock Exchange and the applicable rules and regulations of the SEC. Ms. Hartz is not considered independent because she is our Chief Executive Officer, and Mr. Hartz is not independent because he is married to Ms. Hartz and is our former Chief Executive Officer. In making these determinations, the Board considered the current and prior relationships that each non-employee director has with our Company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled "Certain Relationships and Related Party Transactions."

In addition, the Board has determined that each member of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee is independent and, in the case of the Audit Committee and the Compensation Committee, meets the heightened independence requirements applicable to each such committee in accordance with the listing standards of the New York Stock Exchange and the applicable rules and regulations of the SEC.

Board Meetings

Our Board met five times during 2021. Each director attended at least 75% of the total number of 2021 meetings of the Board and of each Committee on which he or she served. We encourage all directors and director nominees to attend the Annual Meeting; however, attendance is not mandatory. All of our directors attended the 2021 Annual Meeting of Stockholders.

Board Committees

Our Board has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Members of these committees serve until their resignation or until as otherwise determined by our Board. Each committee operates under a written charter adopted by the Board, which is available at https://investor.eventbrite.com/. The composition and primary responsibilities of each of these committees is described below.

Audit Committee

Members[a]: Sean Moriarty Helen Riley Steffan Tomlinson (Chair; Financial Expert) **Meetings in fiscal 2021: 8**	**The Audit Committee's primary duties include:** • selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements; • evaluating the independence and performance of the independent registered public accounting firm; • discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent registered public accounting firm, our interim and year-end results of operations; • developing procedures for employees to submit complaints and concerns anonymously about questionable accounting or audit matters; • reviewing our policies on risk assessment and risk management; • reviewing related party transactions; • reviewing any major issues related to the adequacy of our internal control procedures and any steps taken to deal with such issues; and • approving or, as required, pre-approving, all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

(a) Each member of our Audit Committee meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations. Each member of our Audit Committee also meets the financial literacy and sophistication requirements of the listing standards of the New York Stock Exchange.

Compensation Committee

Members[a] [b]:	The Compensation Committee's primary duties include[c]:
Katherine August-deWilde Roelof Botha[d] Sean Moriarty (Chair) **Meetings in fiscal 2021: 5**	• reviewing the compensation of our Chief Executive Officer and making recommendations to our Board regarding her compensation; • reviewing, approving and determining the compensation of our executive officers other than our Chief Executive Officer; • reviewing and making recommendations to our Board regarding the compensation of the directors of the Company, including under equity compensation plans; • reviewing and approving, or making recommendations to our Board, regarding incentive compensation and equity compensation plans; and • overseeing executive succession planning.

(a) Each member of our Compensation Committee meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations.

(b) Effective June 8, 2022, Ms. August-deWilde will become Chair and Ms. Riley will become a member of our Compensation Committee. Mr. Moriarty will remain a member of the Compensation Committee.

(c) Pursuant to our 2018 Stock Option and Incentive Plan (the "2018 Plan"), our Compensation Committee may delegate to a committee, all or part of its authority to approve certain grants of equity awards to certain individuals, subject to certain limitations including the amount of awards that can be granted pursuant to such delegated authority.

(d) On January 24, 2022, Mr. Botha notified us that he would not stand for reelection at the Annual Meeting.

Nominating and Corporate Governance Committee

Members[a][b]:	The Nominating and Corporate Governance Committee's primary duties include:
Katherine August-deWilde (Chair) Jane Lauder Naomi Wheeless **Meetings in fiscal 2021: 4**	• identifying and evaluating and making recommendations to our Board regarding nominees for election to our Board and its committees; • considering and making recommendations to our Board regarding the composition of our Board and its committees; • reviewing and assessing the adequacy of our Corporate Governance Guidelines and recommending any proposed changes to our Board; and • overseeing evaluations of the performance of our Board, committees, individual directors and management.

(a) Each member of our Nominating and Corporate Governance Committee meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations.

(b) Effective June 8, 2022, Ms. Lauder will become Chair of our Nominating and Corporate Governance Committee. Ms. August-deWilde will remain a member of the Nominating and Corporate Governance Committee.

Compensation Committee Interlocks and Insider Participation

During 2021, Ms. August-deWilde and Messrs. Botha and Moriarty served on our Compensation Committee. No member of our Compensation Committee is or has been an officer or employee of our company. See the section titled "Certain Relationships and Related Party Transactions" for information about related party transactions involving members of our Compensation Committee or their affiliates.

Director Nomination Process

Identifying and Evaluating Nominees

Evaluation Process

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in our Corporate Governance Guidelines and the committee's charter. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the Board's approval as director nominees for election to the Board.

Qualifications

Our Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating director nominees and will consider all facts and circumstances that it deems appropriate or advisable. In identifying and evaluating director candidates, our Nominating and Corporate Governance Committee will consider, among other factors:

- the current size and composition of the Board and the needs of the Board and Board committees;
- issues of character, ethics, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service and understanding of our business and industry;
- diversity of background, which broadly includes differences of viewpoint, age, skill, gender, race and other individual characteristics;
- proven achievement and competence in their field, ability to assist and support our management team, ability to make significant contributions to our success and an understanding of the fiduciary responsibilities that are required of a director;
- sufficiency of time to perform their Board and committee responsibilities; and
- other factors, including conflicts of interests.

Stockholder Recommendations and Nominees

Stockholders may submit recommendations for director candidates to the Nominating and Corporate Governance Committee by sending the information set forth below to our Corporate Secretary at Eventbrite, Inc., 535 Mission Street, 8th Floor, San Francisco, California 94105, who will forward all recommendations to the Nominating and Corporate Governance Committee.

Pursuant to the policies and procedures for director candidates set forth in our Nominating and Corporate Governance Committee charter, stockholder recommendations for director candidates must include the following information:

- The name and address of record of the stockholder;
- A representation that the stockholder is a record holder of the Company's securities or, if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Exchange Act;
- The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the recommended director candidate;
- A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in the Nominating and Corporate Governance Committee charter;
- A description of all arrangements or understandings between the stockholder and the recommended director candidate;
- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of stockholders and (ii) to serve as a director if elected at that meeting; and
- Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

The Nominating and Corporate Governance Committee will evaluate any candidates recommended by stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

Communications with the Board

Stockholders or other interested parties may contact the Board or one or more of our directors by mailing correspondence to our General Counsel via U.S. Mail or Expedited Delivery Service to: Eventbrite, Inc., 535 Mission Street, 8th Floor, San Francisco, California 94105, Attn: Board of Directors c/o General Counsel. Our legal team, in consultation with appropriate members of our Board as necessary, will review all incoming communications and, if appropriate, will forward such communications to the appropriate member(s) of the Board, or if none is specified, to the Chairman of the Board.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

Our Board has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our Board has adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors including our Chief Executive Officer, Chief Financial Officer and other executive and senior financial officers. Copies of our Corporate Governance Guidelines and Code of Business Conduct and Ethics are available on our Internet website at https://investor.eventbrite.com and may also be obtained without charge by contacting our Corporate Secretary at Eventbrite, Inc., 535 Mission Street, 8th Floor, San Francisco, California 94105. We intend to disclose any amendments to our Code of Business Conduct and Ethics, or waivers of its requirements, on our website or in filings under the Exchange Act, as required by the applicable rules and exchange requirements. During the fiscal year ended December 31, 2021, no waivers were granted from any provision of the Code of Business Conduct and Ethics that are required to be disclosed.

Director Compensation

The following table provides information regarding the total compensation that was earned by or paid to each of our non-employee directors for the year ended December 31, 2021. Directors who also serve as employees receive no additional compensation for their service as directors. During the fiscal year ended December 31, 2021, Ms. Hartz, our Chief Executive Officer, was an employee as well as a member of our Board and thus received no additional compensation for her services as a director. See the "2021 Summary Compensation Table" below for more information about Ms. Hartz's compensation for the year ended December 31, 2021.

2021 Director Compensation Table

Name	Fees Earned or Paid in Cash($)(1)	Stock Awards($)(2)	Option Awards($)(3)	All Other Compensation ($)	Total ($)
Katherine August-deWilde	48,500	133,762	43,758	-	226,020
Roelof Botha (4)	56,000	133,762	43,758	-	233,520
Kevin Hartz	— (5)	133,762	43,758	-	177,520
Jane Lauder	38,750	133,762	43,758	-	216,270
Sean P. Moriarty	57,000	133,762	43,758	-	234,520
Helen Riley	45,000	133,762	43,758	-	222,520
Steffan Tomlinson	55,000	133,762	43,758	-	232,520
Naomi Wheeless	38,750	133,762	43,758	-	216,270

(1) The amounts reported represent the annual cash retainer and committee fees paid to or earned by each of our non-employee directors for services in the year ended December 31, 2021 pursuant to our director compensation policy. Each non-employee director other than Naomi Wheeless elected to receive such amounts in the form of unrestricted shares of our Class A common stock.
(2) The amounts reported represent the aggregate grant date fair value of the RSUs awarded to our non-employee directors in the year ended December 31, 2021, calculated in accordance with Financial Accounting Standard Board Accounting Standards Codification Topic 718 ("ASC Topic 718"). During 2021, each non-employee director received a grant of 6,274 RSUs on June 9, 2021 with the grant date fair value shown in the table above. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in Note 12 to our Consolidated Financial Statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for the RSUs and do not correspond to the actual economic value that may be received by the director upon settlement of such RSUs. The RSUs are for shares of our Class A common stock, granted pursuant to our director compensation policy, and vest in full on the earlier of (i) the first anniversary of the grant date or (ii) our next annual meeting of stockholders, subject to the director's continued service through such date. Notwithstanding the vesting schedule, such RSUs fully accelerate upon a "sale event," as defined in the 2018 Plan. Mr. Hartz and Mmes. Lauder and Riley elected to defer settlement of his or her annual RSU retainer award in the form of deferred stock units.
(3) The amounts reported represent the aggregate grant date fair value of the stock options awarded to our non-employee directors in the year ended December 31, 2021, calculated in accordance with ASC Topic 718. During 2021, each non-employee director received a grant of 3,671 stock options on June 9, 2021 with the grant date fair value shown in the table above. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in Note 12 to our Consolidated Financial Statements included in our 2021 Annual Report. The amounts reported in this column reflect the accounting cost for

the stock options and do not correspond to the actual economic value that may be received by the director upon exercise of such stock options. The shares subject to the stock options are for our Class A common stock, and unless as otherwise noted, are granted pursuant to our director compensation policy, and vest and become exercisable in full on the earlier of (i) the first anniversary of the grant date or (ii) our next annual meeting of stockholders, subject to the director's continued service through such date. Notwithstanding the vesting schedule, the stock options fully accelerate upon a "sale event," as defined in the 2018 Plan.
(4) On January 24, 2022, Mr. Botha notified us that he would not stand for reelection at the Annual Meeting.
(5) Mr. Hartz agreed to forgo his annual cash retainer earned for services in the year ended December 31, 2021.

As of December 31, 2021, our non-executive directors held the following outstanding equity awards:

Name	Shares Subject to Outstanding Options	Outstanding RSUs[a]
Katherine August-deWilde	29,618	6,274
Roelof Botha	9,316	6,274
Kevin Hartz	40,342	24,557
Jane Lauder	37,614	23,692
Sean P. Moriarty	90,342	6,274
Helen Riley	304,661	24,557
Steffan Tomlinson	217,730	6,274
Naomi Wheeless	14,074	6,274

(a) Includes RSUs (vested and unvested) for which settlement has been deferred at election of the non-employee director.

Non-Employee Director Compensation Program

We maintain a non-employee director compensation policy provides for the following:

Compensation Element[a]	Amount ($)
Annual retainer	35,000
Additional annual retainer as Lead Director	15,000
Additional committee chair annual retainer	
Audit Committee	20,000
Compensation Committee	12,000
Nominating and Governance Committee	7,500
Additional committee non-chair member annual retainer	
Audit Committee	10,000
Compensation Committee	6,000
Nominating and Corporate Governance Committee	3,750

(a) Director Board and Committee retainers are paid quarterly in equal installments.

Non-employee directors are given the opportunity to elect to receive all or a portion of their cash retainer and committee fees in the form of an equity award of unrestricted stock having a grant date fair value equal to the amount (or portion of the amount) of such retainer and committee fees.

Our policy also provides that, upon initial election to our Board, each non-employee director will be granted equity with a value of $175,000 (the "Initial Grant") of which 50% is awarded in RSUs and 50% is awarded in stock options. If a new non-employee director joins our Board on a date other than the date of our annual meeting of stockholders, such non-employee director will be granted a pro rata portion of the Initial Grant, based on the time between his or her appointment and our next annual meeting of stockholders. Further, on the date of each of our annual meetings of stockholders, each non-employee director who will continue as a non-employee director following such meeting will be granted equity with a value of $175,000 (the "Annual Grant") of which 75% is awarded in RSUs and 25% is awarded in stock options. The value of option awards under the policy is determined based on the grant date fair value based on a Black-Scholes valuation of the Company's Class A common stock with assumptions employed by the Company under ASC Topic 718, and the value of RSU awards under the policy is based on the average closing price of the Company's Class A common stock over the trailing 30 day period ending on the last day of the month prior to the month of grant. The Initial Grant and the Annual Grant will vest in full on the earlier of (i) the first anniversary of the grant date or (ii) our next annual meeting of stockholders, subject to continued service as a director through the applicable vesting date. Such awards are subject to full accelerated vesting upon a "sale event" as defined in the 2018 Stock Option and Incentive Plan.

Directors may receive additional compensation for performing duties assigned by the Board or its committees that are considered beyond the scope of the ordinary responsibilities of directors or committee members. No such additional compensation was paid in 2021.

Non-employee directors are given the opportunity to defer settlement of all of the RSUs they receive pursuant to an Initial Grant or Annual Grant pursuant to the terms and conditions of our policy, the 2018 Stock Option and Incentive Plan and the Non-Employee Directors' Deferred Compensation Program (such RSUs elected for deferral, "deferred stock units"). Deferred stock units will generally be settled in shares of our Class A common stock in a single lump sum as soon as practicable (but in no event later than 30 days) after the end of the earlier to occur of the following: (i) 90 days after the non-employee director ceases to serve as a member of our Board and incurs a "separation from service" within the meaning of Section 409A of the Code, (b) the consummation of a sale event so long as such sale event constitutes a "change in the ownership or effective control of the company or in the ownership of a substantial portion of the assets of the company" within the meaning of Section 409A of the Code or (c) 90 days after the date of the non-employee director's death.

Employee directors receive no additional compensation for their service as a director.

We reimburse all reasonable out-of-pocket expenses incurred by directors for their attendance at meetings of our Board or any committee thereof.

Director Stock Ownership Guidelines

Our Board of Directors has adopted stock ownership guidelines for our non-employee directors, effective January 1, 2022. Pursuant to these stock ownership guidelines, each current non-employee director and any newly appointed non-employee director is required to, by the later of January 1, 2027 (the date five years from the guidelines' implementation date) or, for newly elected directors, the date five years from the date of his or her election to the Board, own shares of the Company's common stock having an aggregate value (based on the higher or (i) the closing price of our stock on the trading day immediately preceding the calculation day or (ii) the 18 month average closing price prior to the date of calculation) at least equal to five times the amount of the annual cash retainer that we currently pay our non-employee directors, excluding any additional retainers paid for serving on committees. For purposes of this calculation, shares of the Company's common stock held directly or indirectly by the non-employee director are included, including vested RSU awards and vested in-the-money stock option awards (in each case, net of any purchase/exercise price or tax obligations), while any outstanding and unvested RSU awards or any outstanding, unexercised and unvested (or vested but out-of-the-money) stock option awards are excluded. Until a director has satisfied his or her applicable guideline level, the applicable director is required to retain an amount equal to 25% of the shares (net of any purchase/exercise price or tax obligations) as a result of the exercise, vesting or settlement of any equity awards granted to such director.

Audit Committee Report

Eventbrite’s Audit Committee is composed solely of independent directors as required by the listing standards of the New York Stock Exchange and rules and regulations of the SEC. The Audit Committee operates under a written charter approved by our Board, which is available on our website at https://investor.eventbrite.com/. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee's performance on an annual basis.

Management is responsible for establishing and maintaining internal controls and preparing our consolidated financial statements. Our independent registered public accounting firm, PricewaterhouseCoopers LLP ("PwC"), is responsible for performing an independent audit of our consolidated financial statements. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare Eventbrite’s financial statements. This is the responsibility of management.

In performing its oversight function, the Audit Committee has:

- reviewed and discussed the audited financial statements with management and PwC;
- discussed with PwC the matters required to be discussed by Auditing Standard No. 1301 “Communications with Audit Committees,” as adopted by the Public Company Accounting Oversight Board ("PCAOB"); and
- received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with PwC its independence.

Based on the Audit Committee's review and discussions with management and PwC, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for filing with the SEC.
Respectfully submitted by the members of the Audit Committee of the Board:

Steffan Tomlinson (Chair)
Sean Moriarty
Helen Riley

This report of the Audit Committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended ("Securities Act"), or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Proposal No. 2 | Ratification of the Appointment of Independent Registered Public Accounting Firm

The Audit Committee has appointed PricewaterhouseCoopers LLP ("PwC") as our independent registered public accounting firm for 2022 and recommends that stockholders vote to ratify the appointment.

PwC acted as our independent registered public accounting firm in 2021. We expect a representative of PwC to be present at our Annual Meeting to respond to appropriate questions from stockholders and to make a statement if he or she so chooses.

This proposal is decided by the affirmative vote of a majority of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon. In the event that this proposal is not approved, our Audit Committee will reconsider whether or not to retain PwC. Even if the appointment is ratified, our Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of stockholders.

Fees and Services

Fee Category	Fiscal 2021 ($)	Fiscal 2020 ($)
Audit Fees (1)	2,131,000	2,360,000
Audit-Related Fees (2)	0	50,000
Tax Fees (3)	397,163	426,344
All Other Fees (4)	6,444	6,840
Total Fees	**2,534,607**	**2,843,184**

(1) Audit Fees consist of fees for professional services provided in connection with the audit of our annual consol dated financial statements and internal control over financial reporting and the review of our quarterly condensed consolidated financial statements.

(2) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and not reported under "Audit Fees."

(3) Tax Fees consist of fees for professional services for tax compliance, tax advice and tax planning. These permissible tax services include consultation on tax matters and assistance regarding federal, state and international tax. compliance.

(4) All Other Fees consist of aggregate fees billed for products and services provided by the independent registered public accounting firm other than those disclosed above, which include subscription fees paid for access to online accounting research software applications and data.

Pre-Approval Policies and Procedures

The Audit Committee is required to pre-approve all audit and permissible non-audit services to be provided by our independent registered public accounting firm. As part of its review, the Audit Committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC and the Public Company Accounting Oversight Board. The Audit Committee pre-approved all of the services described above.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2022.

Executive Officers

The table below provides information about each of our executive officers as of April 1, 2022. Each of our executive officers is appointed by, and serves at the discretion of our Board, and holds office until his or her successor is duly appointed or until his or her earlier resignation or removal. Other than Mr. and Ms. Hartz, who are husband and wife, there are no family relationships among any of our directors or executive officers. Ms. Hartz's biographical information is provided in the section titled "Information Regarding Director Nominees and Current Directors - Directors Continuing in Office until the 2023 Annual Meeting of Stockholders."

Name	Position
Julia Hartz	Co-Founder, Chief Executive Officer and Director
Lanny Baker	Chief Financial Officer
Vivek Sagi	Chief Technology Officer

Lanny Baker
Chief Financial Officer

Age: 54
In role since: September 2019

Mr. Baker has served as our Chief Financial Officer since September 2019. Prior to joining Eventbrite, Mr. Baker served as chief financial officer of Yelp Inc., a technology platform for local business reviews, from May 2016 to August 2019. Prior to joining Yelp, Mr. Baker served as chief executive officer and president of ZipRealty, Inc., an online real estate brokerage and technology company, from September 2010 through March 2016. He also served as executive vice president and chief financial officer of ZipRealty from December 2008 to September 2010. ZipRealty was acquired by Realogy Holdings, Inc. in August 2014. From June 2007 to December 2008, Mr. Baker was an independent investor. From March 2005 to June 2007, he served as senior vice president and chief financial officer of Monster Worldwide, Inc., which operates the employment website monster.com. From 1993 to 2005, Mr. Baker held various positions at Salomon Brothers (subsequently Salomon Smith Barney, then Citigroup), including managing director in the Equity Research Department.

Mr. Baker served as a member of the board of directors of Leaf Group, a publicly-traded diversified consumer Internet company, from April 2019 to August 2020, and as a member of the Leaf Group audit committee from May 2020 to July 2020. Mr. Baker previously served on the board and chaired the audit and nominating and corporate governance committees of XO Group, Inc., a life stage consumer Internet and media company, from November 2005 to December 2018, when it was acquired by WeddingWire, Inc. He also served as a director and chairman of the audit committee of HomeAway, Inc., an online vacation rental company, from 2011 to December 2015, when it was acquired by Expedia, Inc. Mr. Baker holds a B.A. from Yale College.

Vivek Sagi
Chief Technology Officer

Age: 45
In role since: August 2020

Mr. Sagi has served as our Chief Technology Officer since August 2020. Prior to joining Eventbrite, Mr. Sagi served as chief technology officer of RetailMeNot, a global savings destination offering coupons and cash back offers to hundreds of millions of consumers, from August 2018 to July 2020. Prior to joining RetailMeNot, Mr. Sagi held leadership positions at Amazon, first as the chief technology officer of Woot.com, an Amazon company, from July 2013 to June 2015, and then as the global head of product and engineering for Amazon Business Procurement Solutions, from June 2015 to June 2018. From March 2012 to July 2013, Mr. Sagi was a technology consultant advising Assurant and Vungle. He also served as chief product and technology officer for newBrandAnalytics from January 2011 to February 2012. newBrandAnalytics was acquired by Sprinklr in June 2015. From April 2009 to February 2011 Mr. Sagi was the general manager and a board member for ServiceLive Inc., a Sears Holdings company. Mr. Sagi was co-founder and head of product development for GlobalRoads from September 2005 to March 2009.

Mr. Sagi holds a Bachelors of Technology from the Indian Institute of Technology, Madras, a Masters of Science in Technology from Penn State University and a MBA with honors from The Wharton School.

Executive Compensation

Compensation Discussion and Analysis

Executive Summary

This Compensation Discussion and Analysis focuses on the 2021 compensation of the following executive officers (the "Named Executive Officers" or "NEOs") and describes the executive compensation program and pay decisions for our NEOs, listed below:

Name	Title
Julia Hartz	Co-Founder, Chief Executive Officer and Director (our "CEO")
Lanny Baker	Chief Financial Officer
Vivek Sagi	Chief Technology Officer

2021 Performance Highlights

The global COVID-19 pandemic has tested our mission, our company, and the events industry. In 2020, we acted swiftly to implement cost savings, access capital to strengthen our financial position and shift our strategy to focus on our self-service creator experience and support for virtual events. In 2021, we recentered our platform on powering in-person events as restrictions eased in many regions, and our paid ticket volume for in-person events increased by 53% over 2020. Although our 2021 paid ticket volumes remained below normal levels due to the non-linear nature of the ongoing recovery, we continued to see meaningful improvements in creator and attendee engagement throughout the year as live events returned in our major markets. As we help creators navigate the live events landscape, we have confidence that our strategy, our connection to their needs, and our disciplined execution will deliver success for creators along with sustainable growth and improved profitability for years to come.

Highlights of our 2021 performance and significant achievements include the following:

- We helped more than 660,000 creators issue over 290 million free and paid tickets to approximately 5.4 million events in nearly 180 countries.
- In March 2021, we successfully completed $213 million debt refinancing to reduce interest costs and give us more flexibility to invest in our strategic growth plan.
- Net loss for 2021 was $139.1 million as compared to $224.7 million for the full year 2020.
- We achieved positive Adjusted EBITDA of $1.0 million for 2021, compared to an Adjusted EBITDA loss of $134 million in 2020, as we strengthened our self-service offerings and sustained the reductions in ongoing costs that were implemented in 2020. See "Non-GAAP Financial Measures" for a reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with GAAP.

- In May 2021, we launched our Eventbrite Boost marketing solution to help creators find and grow their audiences. We believe our view into attributes like ticket-buying behavior, audience engagement, and advertising effectiveness can make a meaningful positive impact on ticket sales for creators who use Eventbrite's marketing tools.

Employee Support During COVID-19

In 2021 we continued to support our employees through the pandemic with a variety of well-being resources that support the physical, mental, and financial health of our Britelings and their families. We provided access to certified coaches and therapists, paid time off, paid parental leave, retirement plans and other perks and stipends.

We further support Britelings' wellness through our BriteBreak program, which was established in 2020 to increase productivity, mitigate burnout, and drive increased engagement and retention with designated days off once per month.

We believe that our corporate culture has been an important contributor to our success, which fosters innovation, teamwork and passion for creators. Our future work plan provides our workforce with the option to come into the office for work, to come into the office occasionally or to work solely from home.

2021 Compensation Highlights

Consistent with our compensation philosophy, our key compensation decisions for 2021 included the following:

- **Base Salaries.** The 2021 base salaries and target bonuses for our named executive officers were set based on a number of considerations, including reference to the amounts paid or established for such compensation elements by our compensation peer group. Messrs. Baker and Sagi received base salary increases of approximately 7% for 2021, which were awarded to reflect their continued growth in their roles and to align more closely with the market. Ms. Hartz's annual base salary remained at $2 for the entirety of 2021. Ms. Hartz's base salary reduction, effective March 19, 2020, was taken in response to the COVID-19 pandemic and was intended to reflect Ms. Hartz's commitment to and belief in the Company's long-term potential. Effective January 1, 2022, the Board, following consideration of Ms. Hartz's performance as CEO and an analysis of competitive market data prepared by its independent compensation consultant and the recommendation of the Compensation Committee, determined to restore and set Ms. Hartz's 2022 base salary at $475,000
- **Annual Cash Incentives.** For 2021 performance, we achieved revenue and adjusted EBITDA goals above the target goals under our annual cash incentive program, which resulted in our Compensation Committee awarding cash incentive payouts to Messrs. Baker and Sagi of 175% of target. As a result of her voluntary base salary reduction (which is the basis for determining annual cash incentive payouts), Ms. Hartz did not receive an annual cash incentive award for 2021.

- **Long-Term Incentives.** In 2021, we granted stock options and/or restricted stock units ("RSUs") to our named executive officers. We believe that stock options and restricted stock units effectively align the long-term interests of our named executive officers with those of our stockholders by linking the value delivered to our executives to the value of our common stock. In the event that our named executive officers fail to increase stockholder value over the term of their stock options, then our named executive officers will realize no value from their stock options. In addition, restricted stock units complement our equity compensation program by providing stability, aligning with share price performance and helping us to achieve our retention objectives.

Executive Compensation Philosophy and Practices

Eventbrite's goal is to maintain an executive compensation program that is competitive, pays for performance, motivates and retains executives, and builds long-term stockholder value. Our executive compensation program is designed to:

- **Reward performance** - link our executive pay to financial and individual performance;
- **Emphasize stock-based compensation** - effectively align our executives' interests with those of our stockholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term value for our stockholders; and
- **Maintain a competitive program** - attract, motivate, incentivize and retain critical talent who contribute to our long-term success while holding executives accountable to our strategy and values.

Executive Compensation Governance Key Features

We maintain the following compensation governance best practices, which establish strong safeguards for our stockholders and further enhance the alignment of the interests of our executives and stockholders:

What We Do	What We Don't Do
Ensure that a significant portion of our executive pay is performance based and "at risk"	No excise tax gross-ups on severance or other payments upon a change of control
Place caps on annual cash incentives and payout opportunities	No hedging or pledging of our company stock
Grant long-term incentives with multi-year vesting periods	No executive pension or supplemental retirement plans
Perform a risk assessment of our executive compensation arrangements annually	No perquisites or personal benefits to our named executive officers not generally provided to all other employees
Adopted stock ownership guidelines for our executive officers and directors	No "single trigger" change of control arrangements

Elements of Our Executive Compensation Program

The primary elements of our executive compensation program and the main objectives of each are:

Pay Element	Design	Links to Business and Talent Strategy
Base Salary	• Fixed cash compensation, to account for experience, industry knowledge, and scope of responsibility • Reviewed annually and adjusted as appropriate	• Attracts and retains talented executives, recognizes individual roles and responsibilities
Annual Cash Incentive	• Payable based on achievement of annual company performance objectives	• Motivates and rewards our NEOs for the achievement of short-term annual financial performance objectives
Long-Term Incentive	• Delivered to our NEOs in a combination of time-vested RSUs and stock options	• Aligns executives' interests with our stockholders' interests • Emphasizes the importance of our long-term financial performance • Attracts and retains talented executives in a competitive labor market

In addition, our named executive officers are eligible to participate in our health and welfare programs and our 401(k) plan on the same basis as our other employees. We also provide certain post-employment compensation (change in control and severance payments and benefits), which aid in attracting and retaining executive talent and help our named executive officers to remain focused and dedicated during potential transition periods that may result in a change in control of the Company. Each of these elements of compensation for 2021 is described further below.

Base Salaries

The base salary of each named executive officer is an important part of his or her total compensation package, and is set at a level intended to reflect his or her respective position, duties and responsibilities. Base salary is the principal fixed component of our executive compensation program.

Effective March 16, 2020, in response to the unprecedented business challenges resulting from the COVID-19 pandemic and as a testament to her commitment to and belief in Eventbrite's long-term potential, Ms. Hartz voluntarily reduced her base salary to $2 per year. Her base salary remained at that level for the entirety of 2021. Effective January 1, 2022, the Board, following consideration of Ms. Hartz's performance as CEO and an analysis of competitive market data prepared by its independent compensation consultant and the recommendation of the Compensation Committee, determined to restore Ms. Hartz's base salary. Effective January 1, 2022, Ms. Hartz's base salary is $475,000.

In March 2021, the Compensation Committee conducted its annual review of compensation and determined to increase the base salaries of Messrs. Baker and Sagi effective January 1, 2021. These increases reflect their continued growth in role, expansion of their responsibilities and align them closer to market for their positions.

Our named executive officers' 2021 annual base salaries were as follows:

Named Executive Officer	2021 Annual Base Salary ($)	2020 Annual Base Salary ($)	Increase as Compared to 2020 (%)
Julia Hartz	2	2	0
Lanny Baker	400,000	375,000	6.7
Vivek Sagi	400,000	375,000	6.7

The actual base salaries earned by our named executive officers for 2021 are as set forth in the "2021 Summary Compensation Table" below.

Cash Incentive Compensation

2021 Bonus Plan

We maintain the Senior Executive Cash Incentive Bonus Plan (the "Bonus Plan") to provide for variable cash incentives designed to motivate our executive officers, including our named executive officers, for achieving our corporate strategic priorities. Under the Bonus Plan, our named executive officers are eligible to earn cash bonuses based on the named executive officer's target bonus and the achievement of pre-established financial objectives.

Under the 2021 Bonus Plan, each named executive officer, except Ms. Hartz, was eligible to receive a bonus targeted at 50% of their eligible base salary, which remained at the level as for 2020. As a result of her voluntary base salary reduction (which is the basis for determining annual cash incentive payouts), Ms. Hartz did not receive an annual cash incentive award for 2021.

In February 2021, our Compensation Committee approved the design for our 2021 Bonus Plan, under which the bonus pool would be funded in accordance with the table below, with straight-line interpolation used between funding levels.

	Threshold	Target	Maximum
Payout (as a percentage of target payout)	50%	100%	200%

Bonus payouts were calculated as the product of the named executive officer's target cash incentive bonus opportunity and a payout percentage based on attainment of pre-established company-wide financial goals established in February 2021. The financial performance payout percentage was determined based on the Company's achievement of revenue and adjusted EBITDA for 2021, weighted 85% and 15% respectively. Below threshold performance for either 2021 revenue or adjusted EBITDA would result in no payout. The Compensation Committee determined that revenue and adjusted EBITDA are the appropriate measures for the Company's 2021 bonus plan because these metrics drive Eventbrite's creation of long-term value for our shareholders.

The financial performance objectives and 2021 results for the Company were as follows:

Performance Measures ($ In Millions)	Weight	Threshold	Target	Maximum	2021 Results	2021 Payout Results by Measure
Revenue	85%	$130.4M	$163M	$195.6M	$187.1	145%
Adjusted EBITDA(1)	15%	($19.9M)	($14.4M)	($5.0M)	$1.0	30%

(1)Adjusted EBITDA is a non-GAAP measure and represents net loss adjusted to exclude depreciation and amortization, stock-based compensation expense, interest expense, the change in fair value of redeemable convertible preferred stock warrant liability, loss on debt extinguishment, direct and indirect acquisitions related costs, employer taxes related to employee equity transactions, other income (expense), net, which consisted of interest income, foreign exchange rate gains and losses and changes in fair value of term loan embedded derivatives, and income tax provision (benefit). Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP.

As a result of the over achievement on both the revenue and adjusted EBITDA performance objectives, as set forth above, the performance goals were achieved at 175% of target (after giving effect to weighting) and Messrs. Baker and Sagi were awarded annual cash incentive bonuses at 175% of the target. Accordingly, the cash incentive bonus paid to Messrs. Baker and Sagi for their 2021 performance was $350,000 each.

Long-Term Incentive Compensation

We believe that long-term incentive compensation in the form of equity awards provides our named executive officers with a strong link to our long-term performance, creates an ownership culture and helps to align the interests of our named executive officers and our stockholders. Accordingly, our Board and/or Compensation Committee periodically review the equity awards held by our named executive officers, and from time to time may grant equity awards covering shares of our Class A common stock to them.

In 2021, our Compensation Committee granted annual equity awards to our named executive officers pursuant to our 2018 Stock Option and Incentive Plan. The annual equity awards were granted in March 2021.

The Compensation Committee determined the target values of the annual equity awards following consideration of the competitive market data provided by its compensation consultant, our named executive officers' unvested equity holdings, individual performance and internal parity. Each of our named executive officers was granted annual equity awards, and, other than for Ms. Hartz, such equity awards were granted 25% in the form of a stock option and 75% in the form of RSUs by target value. The Compensation Committee decided to increase the weighting of RSUs in 2021 because of the Committee's desire to retain critical talent and ensure business continuity during a period of significant uncertainty due to COVID-19 and its direct impact on the Company's business. We believe that stock options effectively incentivize long-term stockholder returns as our named executive officers can only realize value in the event the value of our common stock increases over the term of their stock options. In addition, RSUs complement our equity compensation program by helping us to achieve our retention objectives. The Compensation Committee determined to grant Ms. Hartz an annual equity award solely in the form of a stock option to further align her interests with stockholders and the long-term performance of the Company.

The target values of the stock options and RSUs granted to our named executive officers in 2021 were as follows:

Named Executive Officer	Award Type	2021 RSU Target Value ($)	2021 Stock Option Value ($)
Julia Hartz	Annual	-	6,500,000
Lanny Baker	Annual	2,250,000	750,000
Vivek Sagi	Annual	2,250,000	750,000

The target values for these equity awards were converted to a number of shares of Class A common stock based on: (i) the average closing price per share of the Company's Class A common stock over the trailing 30-day period ending on the last day of the month prior to the month of grant for RSUs and (ii) the grant date fair value per share based on a Black-Scholes valuation with assumptions employed by the Company under ASC Topic 718 for stock options. The number of shares subject to each award is set forth below under the "2021 Grants of Plan-Based Awards Table."

The option awards granted to Ms. Hartz, Mr. Baker and Mr. Sagi vest in 48 equal monthly installments on each monthly anniversary of March 1, 2021, subject to the named executive officer's continued service through each such date. The RSU awards granted to Mr. Baker and Mr. Sagi vest in sixteen equal quarterly installments on each quarterly anniversary of February 1, 2021 subject to the named executive officer's continued service through each such date.

Our Policies, Guidelines and Practices Related to Executive Compensation

Role of Compensation Committee.

Our Compensation Committee is responsible for overseeing all aspects of our executive compensation program, including executive salaries, payouts under our annual bonus plan, the size and form of equity awards, and any other executive compensation. Our Compensation Committee reports to our Board on its discussions, decisions and other actions.

Role of the CEO and Management.

Our CEO, our Chief Human Resources Officer and our General Counsel worked closely with the Compensation Committee in determining our executive compensation program for 2021, including attending meetings of the Compensation Committee. Our CEO makes recommendations (other than with respect to herself) regarding base salary, and short-term and long-term compensation, including equity awards, for our executive officers based on our financial results, each executive officer's individual contribution toward these results, the executive officer's role and performance of his or her duties and his or her achievement of individual goals. The Compensation Committee then reviews the recommendations and other data, including various compensation survey data and publicly-available data of our peers, and makes decisions as to the target total direct compensation and each individual compensation element for each executive officer (excluding our CEO) and makes recommendations to our Board of Directors in respect of our CEO. While our CEO typically attends meetings of the Compensation Committee, the Compensation Committee meets outside the presence of our CEO when discussing her compensation and certain other matters.

Role of Compensation Consultant.

Our Compensation Committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our executive compensation program and related policies and practices. Through August 2021, our Compensation Committee retained Compensia, Inc. ("Compensia"), a national compensation consulting firm with compensation expertise relating to technology companies, to provide it with competitive market data, analysis and other information relating to executive compensation. The Compensation Committee engaged Compensia to, among other things, assist in developing an appropriate group of peer companies to help us understand the competitive market for determining the appropriate level of compensation for our executive officers, as well as to assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers, individually as well as in the aggregate, is competitive and fair. Compensia reported directly to the Compensation Committee, although Compensia met with members of management for the purposes of gathering information on proposals that management may make to the Compensation Committee. Compensia did not provide any services to us other than the services provided to the Compensation Committee.

In September 2021, the Compensation Committee engaged Meridian Compensation Partners, LLC ("Meridian") as its new independent executive compensation advisor. Meridian is a well-recognized and national consulting firm that specializes in executive pay consulting. In 2021, Meridian provided the Compensation Committee with an evaluation of its benchmarking peer group, regulatory trends and developments. Meridian will support the Compensation Committee in its evaluation of the Company's 2022 pay program.

The Compensation Committee has evaluated its relationships with both Compensia and Meridian and believes that the firms are independent from management. Based on this review, as well as consideration of the factors affecting independence set forth by the New York Stock Exchange and the relevant SEC rules, the Compensation Committee has determined that no conflict of interest was raised as a result of the work performed by Compensia or Meridian.

Use of Comparative Market Data.

The Compensation Committee seeks to compensate our executive officers at levels that are commensurate with the compensation of executives in similar positions at a group of peer companies set forth below with whom we compete for hiring and retaining executive talent. The Compensation Committee also considers a number of other factors, including the recommendations of our CEO (other than with respect to herself), current and past total compensation, Company performance and each executive officer's impact on that performance, each executive officer's relative scope of responsibility and potential, each executive's individual performance and demonstrated leadership and internal equity pay considerations.

For 2021, the Compensation Committee directed Compensia to provide a competitive analysis of our executive compensation program. In December 2020, following consultation with Compensia, the Compensation Committee approved a peer group (the "Peer Group") the constituent members of which were selected based primarily on an analysis of industry, revenue and market capitalization-related criteria, consisting of the following companies:

Peer Group

AppFolio	Cloudera	Quotient Technology
Benefitfocus	Cornerstone OnDemand	Smartsheet
BlackLine	Elastic	SurveyMonkey
Box	Etsy	The RealReal
CarGurus	HubSpot	Wix.com
Cars.com	New Relic	Yext

The 2021 Peer Group was selected by considering publicly traded companies in the same industry sector as the Company with revenues in the range of approximately one-third to three times the Company's revenue and market capitalization in the range of approximately one-quarter to four times the Company's market capitalization. As compared to the Company's prior peer group approved in February 2020, the 2021 Peer Group excluded Etsy, HubSpot and Wix.com because they were above our target revenue and market capitalization range. In addition, as compared to the Company's prior peer group, the 2021 Peer Group includes three new companies: EverQuote, PagerDuty and Sprout Social.

For 2021, the Compensation Committee used a combination of compensation data drawn from the companies in the peer group and from technology companies with revenues of approximately $175 million to approximately $600 million drawn from the Radford High-Tech Industry Executive Compensation Survey to evaluate the competitive market for executive talent. The Compensation Committee was not made aware of the specific companies drawn from the Radford High-Tech Industry Executive Compensation Survey. Specifically, the Compensation Committee considered the 25th, 50th and 75th percentiles of the competitive market data for comparable positions at the companies with which we compete for executive talent when making individual compensation decisions. While the Compensation Committee does not establish compensation levels solely based on a review of competitive market data and does not target a specific percentage of the market data, it believes such data is a useful tool in its deliberations as our compensation policies and practices must be competitive in the marketplace for us to be able to attract, motivate and retain qualified executive officers.

Perquisites and Other Benefits

Our executive officers, including our named executive officers, are not provided with any perquisites or other personal benefits that are not generally provided to all employees.

Other than with respect to a $720 per year wellness benefit that is provided to all of our employees on a non-discriminatory basis, we do not make gross-up payments to cover our named executive officers' personal income taxes that may pertain to any of the compensation or perquisites paid or provided by our company.

Health and Welfare and Retirement Benefits

Health/Welfare Plans.

Our named executive officers are eligible to participate in our health and welfare plans on the same basis as our other employees.

401(k) Plan.

We currently maintain a 401(k) retirement savings plan for our employees, including our named executive officers, who satisfy certain eligibility requirements. The Internal Revenue Code allows eligible employees to defer a portion of their compensation, within prescribed limits, on a pre-tax or Roth basis through contributions to the 401(k) plan. Currently, we match contributions made by participants in the 401(k) plan up to a specified percentage of the employee contributions, and these matching contributions are fully vested as of the date on which the contribution is made. Currently, we have a discretionary employer match equal to 50% of employee elective deferrals up to 4% of compensation deferred. We believe that providing a vehicle for tax-deferred retirement savings though our 401(k) plan, and making matching contributions, adds to the overall desirability of our executive compensation program.

Change in Control and Severance Benefits

Executive Severance and Change in Control Agreements.

In 2021, we were party to Executive Severance and Change in Control Agreements with each of our named executive officers which provide that upon a termination of employment by us for any reason other than for "cause," as defined in such agreement, death or disability, in each case, outside of the change in control period (i.e., the period beginning three months prior to and ending 12 months after, a "change in control" of the Company, as defined in such agreement), the named executive officer will be entitled to receive, subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to six months of base salary and (ii) a monthly cash payment equal to the contribution that we would have been made to provide health insurance to the executive officer if the executive officer had remained employed by us for up to six months.

The Executive Severance and Change in Control Agreements also provide that upon a (i) termination of employment by us other than for cause, death or disability or (ii) resignation for "good reason," as defined in such agreement, in each case, within the change in control period, the named executive officer will be entitled to receive, in lieu of the payments and benefits above and subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to 12 months of base salary, (ii) a monthly cash payment equal to the contribution that we would have been made to provide health insurance to the executive officer if the executive officer had remained employed by us for up to 12 months and (iii) full accelerated vesting of all outstanding and unvested equity awards held by such named executive officer.

If the payments or benefits payable to the named executive officer in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to her or him. We do not gross-up any excise taxes imposed under Section 4999 of the Code. Information on the estimated payments and benefits that our named executive officers would have been eligible to receive upon certain terminations of employment as of December 31, 2021, is set forth in "—Potential Payments Upon Termination or Change in Control" below.

Policy on Hedging and Pledging of Eventbrite Securities

Our insider trading policy, among other things, prohibits our employees, including our officers, directors and consultants from engaging in derivative securities transactions, including hedging, with respect to our securities. In addition, no such person may pledge our securities as collateral for a loan or use our securities as collateral in a margin account.

Tax and Accounting Considerations

As a general matter, our Board and Compensation Committee review and consider the various tax and accounting implications of compensation programs we utilize.

Deductibility of Executive Compensation. Section 162(m) of the Code denies a publicly-traded corporation a federal income tax deduction for remuneration in excess of $1 million per year per person paid to executives designated in Section 162(m) of the Code, including, but not limited to, its chief executive officer, chief financial officer, and the next three most highly compensated executive officers. However, we maintain discretion to provide compensation that is non-deductible as this allows us to provide compensation tailored to the needs of our Company and our named executive officers and is an important part of our responsibilities and benefits our stockholders.

Accounting for Share-Based Compensation. We follow ASC Topic 718 for our share-based compensation awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options and restricted stock units, based on the grant date "fair value" of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their share-based compensation awards in their income statements over the period that an executive officer is required to render service in exchange for the option or other award.

Stock Ownership Guidelines

Our Board of Directors has adopted stock ownership guidelines for our executive officers, effective January 1, 2022. Pursuant to these stock ownership guidelines, each executive officer is required to, by the later of January 1, 2027 (the date five years from the guidelines' implementation date) or, for new executive officers, the date five years from the date he or she became an executive officer, own shares of the Company's common stock having an aggregate value (based on the higher or (i) the closing price of our stock on the trading day immediately preceding the calculation day or (ii) the 18 month average closing price prior to the date of calculation) at least equal to three times the amount of the executive's annual base salary (or for Ms. Hartz the greater of (i) five times her annual base salary or (ii) $2,000,000). For purposes of this calculation, shares of the Company's common stock held directly or indirectly by the non-employee director are included, including vested RSU awards, vested performance stock awards and vested in-the-money stock option awards (in each case, net of any purchase/exercise price or tax obligations), while any outstanding and unvested RSU awards, any unvested performance stock awards or any outstanding, unexercised and unvested (or vested but out-of-the-money) stock option awards are excluded. Until an executive officer has satisfied his or her applicable guideline level, the applicable executive officer is required to retain an amount equal to 50% of the shares (net of any purchase/exercise price or tax obligations) as a result of the exercise, vesting or settlement of any equity awards granted to such executive officer.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the foregoing Compensation Discussion and Analysis section of Eventbrite’s 2022 Proxy Statement. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in Eventbrite’s Proxy Statement and incorporated into Eventbrite’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Respectfully submitted by the members of the Compensation Committee of the Board:
Sean Moriarty (Chair)
Katherine August-deWilde
Roelof Botha

This report of the compensation committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Compensation and Risk Management

Our Compensation Committee and our management team each play a role in evaluating and mitigating potential risks associated with our compensation programs, policies and practices in consultation with Meridian, our Compensation Committee's independent compensation consultant. Our management has performed a compensation risk assessment and concluded that our compensation policies and practices, taken as a whole, are not reasonably likely to have a material adverse effect on the Company. In particular, in reaching this conclusion, we considered our compensation program attributes that help to mitigate risk, including, for example:

- the mix of cash and equity compensation;
- equity compensation that vests over a multi-year period;
- a balanced short-term incentive plan for executives and senior leaders, designed with multiple performance measures that emphasize top and bottom-line performance;
- a cap on short-term incentive payments;
- our formal policies for equity administration;
- moderate pay leverage for sales roles eligible for sales commission;
- our insider trading policy, which prohibits short sales, hedging or similar transactions, derivatives trading and pledging and using Eventbrite securities as collateral; and
- the oversight of an independent Compensation Committee.

Our Compensation Committee has reviewed the risk assessment report and agreed with the conclusion.

Executive Compensation Tables

2021 Summary Compensation Table

The following table contains information about the compensation paid to and earned by each of our named executive officers during the fiscal years set forth below.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)(4)	Total ($)
Julia Hartz Co-Founder and Chief Executive Officer	2021	2 (5)	-	-	6,499,996	-	720	6,500,718
	2020	81,251 (5)	-	-	3,750,000	-	-	3,831,251
	2019	390,000	-	-	4,250,005	-	-	4,640,005
Lanny Baker Chief Financial Officer	2021	400,000	-	2,694,713	749,991	350,000	720	4,195,424
	2020	365,368	75,000	669,803	1,320,502	-	-	2,430,673
	2019	123,458	-	4,802,501	5,003,703	-	-	9,929,662
Vivek Sagi Chief Technology Officer	2021	400,000	-	2,694,713	749,991	350,000	5,095	4,199,799
	2020	146,875	29,000	3,138,729	4,200,000	-	-	7,515,104

(1) The amounts reported represent the aggregate grant date fair value of the RSUs awarded to our named executive officers in each of the years indicated, calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the Note 12 to our Consolidated Financial Statements included in the 2021 Annual Report. The amounts reported in this column reflect the accounting cost for the RSUs and do not correspond to the actual economic value that may be received by our named executive officers upon settlement of such RSUs.

(2) Except as otherwise noted below, the amounts reported represent the aggregate grant date fair value of the stock options awarded to our named executive officers in each of the years indicated calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in the Note 12s to our Consolidated Financial Statements included in the 2021 Annual Report. The amounts reported in this column reflect the accounting cost for these stock options and do not correspond to the actual economic value that may be received by our named executive officers upon exercise of the stock options.

(3) The amounts reported consist of cash incentive bonuses paid under our annual Bonus Plan for the applicable year. See the "Compensation Discussion and Analysis—Cash Incentive Compensation—2021 Bonus Plan" above for a description of this program. Typically, annual cash incentive bonuses earned by our named executive officers in a fiscal year are paid in February the following fiscal year.

(4) Unless otherwise noted, the amounts reported reflect company matching contributions to our 401(k) Plan. The amounts reported include a $720 per year wellness benefit that is provided to all of our employees on a non-discriminatory basis.

(5) The Company and Ms. Hartz entered into an agreement on March 16, 2020 pursuant to which Ms. Hartz's base salary was reduced to $2 and it remained at this level for the entirety of 2021. Effective January 1, 2022, the Board, following consideration of Ms. Hartz's performance as CEO and an analysis of competitive market data prepared by its independent compensation consultant and the recommendation of the Compensation Committee, determined to restore and set Ms. Hartz's 2022 base salary at $475,000.

2021 Grants of Plan-Based Awards Table

The following table provides information relating to grants of plan-based awards made to our named executive officers during fiscal year 2021.

Name and Principal Position	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards($/Sh)	Grant Date Fair Value of Stock and Option Awards($)(2)
		Threshold ($)	Target ($)	Maximum ($)				
Julia Hartz	3/24/2021(4)				-	519,196	21.46	6,499,996
		-	-	-				
Lanny Baker	3/23/2021(3)				120,785	-	-	2,694,713
	3/23/2021(4)				-	57,603	22.31	749,991
		100,000	200,000	400,000				
Vivek Sagi	3/23/2021(3)				120,785	-	-	2,694,713
	3/23/2021(4)				-	57,603	22.31	749,991
		100,000	200,000	400,000				

(1) Reflects potential payouts under the Bonus Plan for 2021. For additional detail on the Bonus Plan for 2021, please see "Compensation Discussion and Analysis—Cash Incentive Compensation—2021 Bonus Plan" above. As a result of her voluntary base salary reduction (which is the basis for determining annual cash incentive payouts), Ms. Hartz did not receive an annual cash incentive award for 2021.
(2) The amounts reported represent the fair value per share as of the grant date determined in accordance with ASC Topic 718, multiplied by the number of shares awarded. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in Note 12 to our Consolidated Financial Statements included in the 2021 Annual Report.
(3) The RSUs vest in 16 equal quarterly installments on each quarterly anniversary of February 1, 2021, subject to the named executive officer's continued employment through each applicable vesting date.
(4) The shares subject to the option vest in equal monthly installments over 48 months on each monthly anniversary of March 1, 2021, subject to the named executive officer's continued employment through each applicable vesting date.

2021 Outstanding Equity Awards at Fiscal Year-End Table

The following table summarizes the number of shares of common stock underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2021.

		Option Awards				Stock Awards	
Name	Vesting Commencement Date (1)	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(2)
Julia Hartz	5/1/2015	75,000	-	6.65	5/24/2025	-	-
	5/19/2016	1,552,468	-	7.40	5/18/2026	-	-
	5/31/2018 (3)	2,577,731	299,737	13.72	7/23/2028	-	-
	5/1/2019 (3)	336,371	184,463	16.76	6/6/2029	-	-
	5/1/2020 (3)	330,595	504,594	8.64	5/20/2030	-	-
	5/1/2021 (3)	97,344	421,825	21.46	3/24/2031	-	-
Lanny Baker	11/1/2019	-	-	-	-	139,364 (5)	2,430,508
	9/3/2019 (4)	342,406	266,317	17.23	9/4/2029		
	5/1/2020	-	-	-	-	48,905 (6)	852,903
	5/1/2020 (3)	118,257	180,499	8.56	5/2/2030		
	2/1/2021	-	-	-	-	98,138 (6)	1,711,527
	3/1/2021 (3)	10,800	46,803	22.31	3/23/2031		
Vivek Sagi	11/1/2020	-	-	-	-	214,004 (5)	3,732,230
	8/11/2020 (4)	246,045	492,092	11.0	9/29/2030	-	-
	2/1/2021	-	-	-	-	98,138 (6)	1,711,527
	3/1/2021	10,800	46,803	22.31	3/23/2031	-	-

(1) Pursuant to the Executive Severance and Change in Control Agreements with our named executive officers, in the event of a change in control of the Company, if the employment of the named executive officer is terminated by us for any reason other than for cause, death or disability, or she resigns for good reason, in each case within three months prior to or 12 months following such change in control, then 100% of any then-unvested portion of the named executive officer's equity awards will become vested.

(2) Amounts are calculated by multiplying the number of shares shown in the table by $17.44, the closing price per share of a share of our Class A common stock on December 31, 2021.

(3) The shares subject to the option vest in equal monthly installments over 48 months following the vesting commencement date, subject to the named executive officer's continued employment through each applicable vesting date.

(4) 25% of the shares subject to the option vest on the first anniversary of the vesting commencement date and the remainder vest in equal monthly installments over 36 months thereafter, subject to the named executive officer's continued employment through each applicable vesting date.

(5) 25% of the RSUs vest on the first anniversary of the vesting commencement date, and 1/12th of the remaining RSUs vest in equal quarterly installments thereafter, subject to the named executive officer's continued employment through each applicable vesting date.

(6) The RSUs vest in 16 equal quarterly installments from the vesting commencement date, subject to the named executive officer's continued employment through each applicable vesting date.

Option Exercises and Stock Vested in 2021 Table

The following table summarizes the stock options exercised during the year ended December 31, 2021, and the related value realized upon exercise by our named executive officers, as well as the restricted stock units that vested during the year ended December 31, 2021, and the related value realized upon vesting.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise(#)	Value Realized on Exercise($)(1)	Number of Shares Acquired on Vesting(#)	Value Realized on Vesting ($)(2)
Julia Hartz	250,000	2,955,000	-	-
Lanny Baker	-	-	111,981	2,279,685
Vivek Sagi	-	-	93,982	1,983,628

(1) The value realized on exercise equals the excess of the market price of our common stock at the time of exercise over the option exercise price, multiplied by the number of shares for which the option was exercised.

(2) The value realized on the vesting date equals the closing trading price of our common stock on the vesting date, multiplied by the number of RSUs vested.

Potential Payments Upon Termination or Change of Control

In 2021, we were party to Executive Severance and Change in Control Agreements with each of our named executive officers which provide that upon a termination of employment by us for any reason other than for "cause", death or disability, in each case, outside of the change in control period (i.e., the period beginning three months prior to and ending 12 months after, a "change in control" of the Company), the named executive officer will be entitled to receive, subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to six months of base salary and (ii) a monthly cash payment equal to the contribution that we would have made to provide health insurance to the named executive officer if the named executive officer had remained employed by us for up to six months.

The Executive Severance and Change in Control Agreements also provide that upon a (i) termination of employment by us other than for cause, death or disability or (ii) resignation for "good reason," in each case, within the change in control period, the named executive officer will be entitled to receive, in lieu of the payments and benefits above and subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to 12 months of base salary, (ii) a monthly cash payment equal to the contribution that we would have made to provide health insurance to the named executive officer if the named executive officer had remained employed by us for up to 12 months and (iii) full accelerated vesting of all outstanding and unvested equity awards held by such named executive officer.

For purpose of the Executive Severance and Change in Control Agreements,

"Change in control" means (i) the sale of all or substantially all of the assets of the Company on a consolidated basis to an unrelated person or entity, (ii) a merger, reorganization or consolidation pursuant to which the holders of the Company's outstanding voting power and aggregate outstanding stock (Class A and Class B common stock) immediately prior to such transaction do not own a majority of the outstanding voting power and aggregate outstanding stock (Class A and Class B common stock) or other equity interests of the resulting or successor entity (or its ultimate parent, if applicable) immediately upon completion of such transaction, (iii) the sale of all of the Class A stock of the Company to an unrelated person, entity or group thereof acting in concert, or (iv) any other transaction in which the owners of the Company's outstanding voting power immediately prior to such transaction do not own at least a majority of the outstanding voting power of the Company or any successor entity immediately upon completion of the transaction other than as a result of the acquisition of securities directly from the Company.

"Good reason" means the executive has complied with the "Good Reason Process" following the occurrence of any of the following events without the named executive officer's consent: (i) a material reduction in the named executive officer's base salary except for across-the-board salary reductions based on the Company's financial performance similarly affecting all or substantially all senior management employees of the Company; (ii) a material diminution in the named executive officer's authority, duties, or responsibilities; (iii) a material diminution in the authority, duties, or responsibilities of the supervisor to whom the named executive officer is required to report; or (iv) a change of more than 50 miles in the geographic location in which the executive must perform services for the Company.

"Good Reason Process" means (i) the named executive officer reasonably determines in good faith that a "Good Reason" condition has occurred; (ii) the named executive officer notifies the Company in writing of the first occurrence of the Good Reason condition within 45 days of the first occurrence of such condition; (iii) the named executive officer cooperates in good faith with the Company's efforts, for a period not less than 30 days following such notice (the "Cure Period"), to remedy the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist; and (v) the named executive officer terminates his or her employment within 60 days after the end of the Cure Period. If the Company cures the Good Reason condition during the Cure Period, Good Reason shall be deemed not to have occurred.

"Cause" means: (i) the named executive officer's material act of misconduct in connection with the performance of the named executive officer's duties to the Company; (ii) the named executive officer's commission of any felony or a misdemeanor involving moral turpitude, deceit, dishonesty or fraud, or any conduct that would reasonably be expected to result in material injury or reputational harm to the Company or any of its subsidiaries or affiliates if the named executive officer were retained in the named executive officer's position; (iii) the named executive officer's continued non-performance of the named executive officer's duties to the Company 30 days following written notice thereof from the Company; (iv) the named executive officer's breach of any material provisions of any written agreement between the named executive officer and the Company, including without limitation, the Proprietary Information and Invention Assignment Agreement; (v) the named executive officer's material violation of the Company's written employment policies; or (vi) the named executive officer's failure to cooperate with a bona fide internal investigation or an investigation by regulatory or law enforcement authorities, after being instructed by the Company to cooperate.

If the payments or benefits payable to the named executive officer in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to her or him. We do not gross-up any excise taxes imposed under Section 4999 of the Code.

The table below quantifies certain payments and benefits that would have become payable to each of our named executive officers if his or her employment had terminated on December 31, 2021. In addition to the severance payments and benefits provided under the Executive Change in Control Severance Agreements, as described above, under our 2018 Stock Option and Incentive Plan, in the event of a change in control of the Company where outstanding awards are not assumed or substituted, all awards will vest in full.

Named Executive Officer	Scenario (1)	Cash Severance ($)	Continued Healthcare ($)	Value of Unvested RSUs($)(2)	Value of Unvested Options($)(3)	Other	Total($)(4)
Julia Hartz	Termination without Cause Outside of a Change in Control Period	1(5)	15,060 (6)	-	-	-	15,061
	Termination without Cause or for Good Reason During a Change in Control Period	2(7)	30,120 (8)	-	5,680,884 (9)	-	5,711,006
	Change in Control	-	-	-	4,565,862 (10)	-	4,565,862
Lanny Baker	Termination without Cause Outside of a Change in Control Period	200,000 (5)	7,464 (6)	-	-	-	207,464
	Termination without Cause or for Good Reason During a Change in Control Period	400,000 (7)	14,928 (8)	4,994,938 (9)	1,658,758 (9)	-	7,068,624
	Change in Control	-	-	4,994,938 (10)	1,658,758 (10)	-	6,653,696

Named Executive Officer	Scenario (1)	Cash Severance ($)	Continued Healthcare ($)	Value of Unvested RSUs($)(2)	Value of Unvested Options($)(3)	Other	Total($)(4)
Vivek Sagi	Termination without Cause Outside of a Change in Control Period	200,000(5)	14,064 (6)	-	-	-	214,064
	Termination without Cause or for Good Reason During a Change in Control Period	400,000(7)	28,128 (8)	5,443,756 (9)	3,169,072(9)	-	9,040,956
	Change in Control	-	-	5,443,756(10)	3,169,072(10)	-	8,612,829

(1) "Change in Control Period" refers to the period commencing three months prior to and ending 12 months following a change in control of the Company. "Change in Control" refers to a change in control of the Company in which outstanding equity awards are not assumed or substituted for by the acquirer.

(2) The value of RSU acceleration was calculated by multiplying the number of accelerated RSUs by $17.44, the closing stock price per share of our Class A common stock on December 31, 2021.

(3) The value of option acceleration was calculated by multiplying (i) the number of accelerated shares of common stock underlying the unvested, in-the-money options by (ii) $17.44, the closing stock price per share of our common stock on December 31, 2021 less the exercise price.

(4) Amounts reported represent the maximum potential payment the named executive officer would have received as of December 31, 2021. Amounts of any reduction pursuant to the parachute payment "best pay" provision, if any, would be calculated upon actual termination of employment.

(5) Represents six months of the named executive officer's base salary.

(6) Represents six months of cash payments equal to the monthly employer contribution for health insurance.

(7) Represents 12 months of the named executive officer's base salary.

(8) Represents 12 months of cash payments equal to the monthly employer contribution for health insurance.

(9) Represents full acceleration of unvested equity awards.

(10) Represents full acceleration of unvested equity awards granted under our 2018 Stock Option and Incentive Plan, assuming such awards are not assumed or substituted for by the acquirer in connection with the change in control of the Company.

Pay Ratio Disclosure

Under SEC rules, we are required to calculate and disclose the median of the annual total compensation of all of our employees other than our CEO, Ms. Hartz, the total annual compensation of our CEO and the ratio of the median of the annual total compensation of all our employees as compared to the annual total compensation of our CEO ("CEO Pay Ratio").

We reviewed our workforce composition as of December 31, 2021 and concluded that Eventbrite did not experience significant changes in employee compensation or workforce population that we believe would significantly impact the pay ratio. Therefore, we used the same median employee from 2020 for the analysis for 2021.

For 2021, the annual total compensation of our median employee was $122,072 and the annual total compensation of Ms. Hartz, as reported in the Summary Compensation Table included in this Proxy Statement, was $6,500,718. Based on this information, the ratio of Ms. Hartz's annual total compensation to the median of the annual total compensation of all employees was 53:1

The CEO Pay Ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

To identify our median employee in 2020, we used the following methodology:

- To determine our total population of employees, we included all full-time, part-time and fixed-term (or temporary) employees as of December 31, 2020. We did not include any contractors or other non-employee workers in our employee population.
- We identified our median employee by using the aggregate amount of each employee's 2020 base compensation, employee bonuses paid in 2020, and the value of equity awards granted in 2020.
- We calculated the value of equity awards as follows:
  - » The value of stock option awards was calculated based on their grant date fair value in accordance with generally accepted accounting principles (i.e., FASB ASC Topic 718); and
  - » The value of RSU awards was calculated based on their grant date fair value in accordance with generally accepted accounting principles (i.e., FASB ASC Topic 718)
- We annualized the base compensation of all permanent (full-time and part-time) employees who were employed by us for less than the entire calendar year.
- Compensation paid in foreign currencies was converted to U.S. dollars based on the exchange rates in effect on December 31, 2020.

Once the median employee was identified, we then calculated the annual total compensation of this employee for 2021 using the same methodology we used for calculating the annual total compensation of our named executive officers in accordance with the requirements of the Summary Compensation Table.

Equity Compensation Plan Information

The following table provides information as of December 31, 2021 with respect to the shares of our common stock that may be issued under our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#) (1)(a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ($)(2)(b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#)(3)(4)(c)
Equity compensation plans approved by security holders	15,611,250	$12.11	12,264,516
Equity compensation plans not approved by security holders	-	-	-
Total	15,611,250	$12.11	12,264,516

(1) Amounts include 11,260,788 outstanding stock options and 4,350,462 outstanding restricted stock unit awards under our 2010 Stock Plan and 2018 Stock Option and Incentive Plan and exclude outstanding rights to purchase shares under our 2018 Employee Stock Purchase Plan.

(2) The weighted-average exercise price excludes RSU awards, which have no exercise price.

(3) Amounts reflect the shares available for future issuance under our 2018 Stock Option and Incentive Plan and 2018 Employee Stock Purchase Plan.

The 2018 Stock Option and Incentive Plan provides that on the first day of each fiscal year during the term of the plan commencing on January 1, 2019, the number of shares available for issuance is automatically increased by (i) five percent of the total number of shares of our Class A and Class B common stock issued and outstanding as of the last day of the prior fiscal year or (ii) such lesser number of shares as approved by our Board or Compensation Committee.

Similarly, the 2018 Employee Stock Purchase Plan provides that on the first day of each fiscal year during the term of the plan commencing on January 1, 2019, the number of shares available for issuance is automatically increased by the lesser of (i) 1,534,500 shares of our Class A common stock, (ii) one percent of the total number of our Class A and Class B common stock issued and outstanding as of the last day of the prior fiscal year, or (iii) such lesser amount as determined by the Compensation Committee.

(4) Includes 3,552,290 shares available for issuance under the 2018 Employee Stock Purchase Plan (of which up to 181,362 shares may be issued with respect to the purchase period in effect as of December 31, 2021, which purchase period ends on May 31, 2022).

Proposal No. 3 | Advisory Vote to Approve Named Executive Officer Compensation

In accordance with SEC rules, we are providing our stockholders with the opportunity to approve, by advisory vote, the compensation of our named executive officers, as described in this Proxy Statement.

This proposal, commonly referred to as the "say-on-pay" vote, gives our stockholders the opportunity to express their views on the compensation of our named executive officers. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and our executive compensation philosophy, objectives and program, as described in this Proxy Statement. Accordingly, we ask our stockholders to approve the compensation of our named executive officers, as disclosed in the section titled "Executive Compensation" of this Proxy Statement, including the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosure, by casting a non-binding advisory vote "FOR" the following resolution:

"**RESOLVED**, that the stockholders of Eventbrite, Inc. approve, on a non-binding advisory basis, the compensation paid to the named executive officers, as disclosed in the proxy statement for the 2022 Annual Meeting, including the Compensation Discussion and Analysis, compensation tables and narrative discussion."

The approval, on a non-binding advisory basis, of the compensation of our named executive officers requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon.

As an advisory vote, the result will not be binding on the Board or the Compensation Committee. The say-on-pay vote will, however, provide us with important feedback from our stockholders about our executive compensation philosophy, objectives and program. The Board and the Compensation Committee value the opinions of our stockholders and expect to take into account the outcome of the vote when considering future executive compensation decisions and when evaluating our executive compensation program.

It is expected that the next say-on-pay vote will occur at the 2023 annual meeting of stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCUSSED IN THIS PROXY STATEMENT.

Certain Relationships and Related Party Transactions

Policies and Procedures for Related Person Transactions

Our Audit Committee has the primary responsibility for reviewing and approving or disapproving "related person transactions," which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed $120,000 and in which a related person has or will have a direct or indirect material interest. Our policy regarding transactions between us and related persons provides that a related person is defined as a director, executive officer, nominee for director or greater than 5% beneficial owner of our Class A and Class B common stock, in each case since the beginning of the most recently completed year, and any of their immediate family members. Our Audit Committee charter provides that our Audit Committee shall review and approve or disapprove any related party transactions.

Certain of the transactions described below were entered into prior to the adoption of this policy. Accordingly, such transactions were approved by disinterested members of our Board after making a determination that the transaction was executed on terms no less favorable than those that could have been obtained from an unaffiliated third party.

Related Person Transactions

In addition to the compensation arrangements, including employment, termination of employment and change in control arrangements, discussed in the section titled "Executive Compensation", the following is a description of each transaction since the beginning of our last fiscal year and each currently proposed transaction which is a "related person transaction," as defined under the rules and regulations of the Exchange Act.

Relationship and Transactions with Confluent, Inc.

Mr. Tomlinson, a member of our Board and Chair of our Audit Committee, became the chief financial officer of Confluent, Inc. in June 2020. Before Mr. Tomlinson joined Confluent, we entered into a contract with Confluent in April 2020 (the "Confluent Agreement") pursuant to which Confluent provided us with certain cloud services. The Confluent Agreement was ratified by the disinterested members of our Audit Committee in March 2021. In December 2021, we entered into a Settlement Agreement (the "Settlement Agreement") with Confluent, pursuant to which we agreed to pay the remaining contractual amount in satisfaction of the Confluent Agreement, thereby terminating the Confluent Agreement. The Settlement Agreement was ratified by the disinterested members of our Audit Committee in March 2022. Since the beginning of our last fiscal year, we made aggregate payments to Confluent of approximately $665,000.

Investors’ Rights Agreement

We are party to an amended and restated investors' rights agreement, dated as of August 30, 2017, which provides, among other things, that certain holders of our capital stock, including entities affiliated with Sequoia Capital, which beneficially owns more than 5% of our outstanding capital stock, an entity affiliated with Ms. Hartz and Mr. Hartz and an entity affiliated with Ms. August-deWilde, have the right to demand that we file a registration statement or request that their shares of our capital stock be included on a registration statement that we are otherwise filing.

Other Transactions

We have granted equity awards to our executive officers and certain of our directors. See the section titled "Executive Compensation" and “Director Compensation” for a description of these equity awards.

- We have entered into change in control arrangements with certain of our executive officers that, among other things, provide for certain severance and change in control payments and benefits. See the section titled "Executive Compensation—Compensation Discussion and Analysis—Change in Control and Severance Benefits—Executive Severance and Change in Control Agreements" for more information regarding these agreements.
- We believe the terms of the transactions described above were comparable to terms we could have obtained in arm's-length dealings with unrelated third parties.

Indemnification of Officers and Directors

Our amended and restated certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to our Company or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our amended and restated bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions.

Further, we have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in our amended and restated certificate of incorporation, amended and restated bylaws and in indemnification agreements that we have entered into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our Board.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our Company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.
or indemnified against certain liabilities incurred in their capacity as members of our Board.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our Company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Security Ownership of Certain Beneficial Owners, Directors and Management

The following table sets forth certain information available to us with respect to the beneficial ownership of our capital stock as of April 1, 2022, for:

- each of our named executive officers;
- each of our directors and director nominees;
- all of our current directors, director nominees and executive officers as a group; and
- each person known by us to be the beneficial owner of more than 5% of the outstanding shares of our Class A or Class B common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based our calculation of percentage ownership of our common stock on 79,961,603 shares of our Class A common stock and 17,719,087 shares of our Class B common stock outstanding on April 1, 2022. We have deemed shares of our capital stock subject to stock options that are currently exercisable or exercisable within 60 days of April 1, 2022, or issuable pursuant to RSUs which are subject to vesting and settlement conditions expected to occur within 60 days of April 1, 2022, to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. However, we did not deem these shares subject to stock options or RSUs outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Eventbrite, Inc., 535 Mission Street, 8th Floor, San Francisco, California 94105.

	Shares Beneficially Owned					
	Class A		Class B		Total Voting %†	Total Ownership %
Named Executive Officers, Directors and Director Nominees	**Shares**	**%**	**Shares**	**%**	**Total Voting %†**	**Total Ownership %**
Katherine August-deWilde (1)	292,510	*	-	-	*	*
Lanny Baker (2)	706,361	*	-	-	*	*
Roelof Botha (3)	510,305	*	-	-	*	*
Julia Hartz (4)	1,046,025	1.3	14,316,829	64.4	47.6	15.7
Kevin Hartz (4)	1,046,025	1.3	14,316,829	64.4	47.6	15.7
Jane Lauder (5)	63,727	*	-	-	*	*

Named Executive Officers, Directors and Director Nominees	Shares Beneficially Owned					
	Class A		Class B		Total Voting %†	Total Ownership %
	Shares	%	Shares	%	Total Voting %†	Total Ownership %
Sean Moriarty (6)	70,988	*	126,591	*	*	*
Helen Riley (7)	68,724	*	264,319	1.5	1.0	*
Vivek Sagi (8)	381,885	*	-	-	*	*
Steffan Tomlinson(9)	70,965	*	190,392	1.1	*	*
April Underwood	-	-	-	-	-	-
Naomi Wheeless(10)	20,255	*	-	-	*	*
All current executive officers, directors and director nominees, as a group (12 persons) (11)	3,231,745	3.9	14,898,131	65.6	49.2	17.3
5% Stockholders						
Entities affiliated with Sequoia Capital (12)	2,507,265	3.1	6,909,426	39.0	27.8	9.6
The Vanguard Group (13)	7,190,283	9.0	-	-	2.8	7.4
Entities affiliated with Portsea Asset Management, LLP (14)	6,521,937	8.2	-	-	2.5	6.7
Entities affiliated with MFS Investment Management (15)	4,771,232	6.0	-	-	1.9	4.9
Entities affiliated with Invesco Ltd (16)	4,974,140	6.2	-	-	1.9	5.1
Entities and persons affiliated with BlackRock, Inc. (17)	7,618,265	9.5	-	-	3.0	7.8

*Represents less than one percent (1%).

†Percentage of total voting power represents voting power with respect to all shares of our Class A common stock and Class B common stock, as a single class. The holders of our Class A common stock are entitled to one vote per share, and holders of our Class B common stock are entitled to ten votes per share. Each outstanding share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock.

(1) Consists of (i) 262,032 shares of Class A common stock held by deWilde Family Trust u/ald 6/21/90, of which Ms. August-deWilde is a trustee, (ii) 860 shares of Class A common stock issued on April 13, 2022 in connection with Ms. August-deWilde's Q1 2022 Board and committee service, and (iii) 29,618 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(2) Consists of (i) 88,825 shares of Class A common stock, (ii) 40,946 shares of Class A common stock underlying unvested RSUs that will vest within 60 days of April 1, 2022 and (ii) 576,590 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(3)Consists of (i) 500,989 shares of Class A common stock held by Mr. Botha's estate planning vehicles, including 993 shares of Class A common stock issued on April 13, 2022 in connection with Mr. Botha's Q1 2022 Board and committee service and (ii) 9,316 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022. On January 24, 2022, Mr. Botha notified us that he would not stand for reelection at the Annual Meeting.

(4) Consists of (i) 4,273,601 shares of Class B common stock held by The Hartz Family Revocable Trust Dtd 12/4/08, (ii) 2,627,266 shares of Class B common stock held by The Hartz 2008 Irrevocable Trust, dated September 15, 2008; and, as to each of which Ms. Hartz and Mr. Hartz are co-trustees, and share voting and dispositive power, (iii) 1,250,000 shares of Class B common stock held of record by Ms. Hartz, (iv) 1,661,026 shares of Class B common stock held of record by Mr. Hartz, (v) 4,504,936 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022 held by Ms. Hartz, (vi) 1,228 shares of Class A common stock held by The Hartz Family Revocable Trust Dtd 12/4/08, (vii) 18,904 shares of Class A common stock held of record by Mr. Hartz, including 621 shares of Class A common stock issued on April 13, 2022 in connection with Mr. Hartz's Q1 2022 Board service, (viii) 985,551 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022 held by Ms. Hartz and (ix) 40,342 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022 held by Mr. Hartz.

(5) Consists of (i) 26,113 shares of Class A common stock, including 687 shares of Class A common stock issued on April 13, 2022 in connection with Ms. Lauder's Q1 2022 Board and committee service and (ii) 37,614 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(6)Consists of (i) 30,646 shares of Class A common stock, including 1,010 shares of Class A common stock issued on April 13, 2022 in connection with Mr. Moriarty's Q1 2022 Board and committee service, (ii) 40,342 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022, (iii) 76,591 shares of Class B common stock and (iv) 50,000 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(7) Consists of (i) 28,382 shares of Class A common stock, including 798 shares of Class A common stock issued on April 13, 2022 in connection with Ms. Riley's Q1 2022 Board and committee service, (ii) 40,342 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022 and (iii) 264,319 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(8) Consists of (i) 1,086 shares of Class A common stock, (ii) 36,468 shares of Class A common stock underlying unvested RSUs that will vest within 60 days of April 1, 2022 and (iii) 344,331 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(9) Consists of (i) 30,623 shares of Class A common stock, (ii) 40,342 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022, (iii) 13,004 shares of Class B common stock and (iv) 177,388 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(10) Consists of (i) 6,181 shares of Class A common stock and (ii) 14,074 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(11) Consists of (i) 995,869 shares of Class A common stock beneficially owned by our current directors and executive officers, (ii) 77,414 shares of Class A common stock underlying unvested RSUs that will vest within 60 days of April 1, 2022, (iii) 2,158,462 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022, (iv) 9,901,488 shares of Class B common stock beneficially owned by our current directors and executive officers and (v) 4,996,643 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of April 1, 2022.

(12) Consists of (i) 5,257,858 shares of Class B common stock held by Sequoia Capital U.S. Venture 2010 Fund, L.P. (SC USV 2010), (ii) 824,975 shares of Class B common stock held by Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P. (SC USV 2010 PFQ), (iii) 166,561 shares of Class B common stock held by Sequoia Capital U.S. Venture 2010 Partners Fund, L.P (SC USV 2010 PF), (iv) 603,902 shares of Class B common stock held by Sequoia Capital U.S. Growth Fund VII, L.P. (SC USGF VII), (v) 56,130 shares of Class B common stock held by Sequoia Capital U.S. Growth VII Principals Fund, L.P (SC USGF VII PF), and (vi) 32,746 shares of Class A common stock held by Sequoia Capital U.S. Venture 2010 - Seed Fund, L.P. (SC USV 2010 – SEED). SC US (TTGP), Ltd. is the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of each of SC USV 2010, SC USV 2010 PFQ, SC USV 2010 PF and SC USV 2010-SEED (collectively, the SC USV 2010 Funds). As a result, SC US (TTGP), Ltd. and SC U.S. Venture 2010 Management, L.P. may be deemed to share voting and dispositive power with respect to the shares held by the SC USV 2010 Funds. SC US (TTGP), Ltd. is the general partner of SC U.S. Growth VII Management, L.P., which is the general partner of each of SC USGF VII and SC USGF VII PF (collectively, the SC USGF VII Funds). As a result, SC US (TTGP), Ltd. and SC U.S. Growth VII Management, L.P. may be deemed to share voting and dispositive power with respect to the shares held by the SC USGF VII Funds. The directors and stockholders of SC US (TTGP), Ltd. that exercise voting and investment discretion with respect to the SC USV 2010 Funds' and SC USGF VII Funds' investments include Roelof F. Botha, one of our directors. Each of the directors and stockholders of SC US (TTGP), Ltd. who exercises voting and investment discretion with respect to the SC USV 2010 Funds' and the SC USGF VII Funds' investments, including Mr. Botha, disclaims beneficial ownership of the shares held by the SC USV 2010 Funds and the SC USGF VII Funds. As of April 1, 2022, the Company's transfer agent was in the process of correcting an administrative error which incorrectly failed to reflect the conversion of 4,354, 2,248,637, and 254,274 shares of Class B common stock held by Sequoia Capital US Growth Fund VII LP, Sequoia Capital US Venture 2010 Fund LP, and Sequoia Capital US Growth Fund VII LP, respectively, into shares of Class A common stock. The principal business address of each of these entities is 2800 Sand Hill Road, Suite 101, Menlo Park, California 94025.

(13) Represents 7,190,283 shares of Class A common stock beneficially owned by The Vanguard Group and its subsidiaries, based solely on a Schedule 13G/A filed with the SEC on February 10, 2022, The Vanguard Group reported that it has shared voting power over 144,717 shares of Class A common stock, sole dispositive power over 6,988,816 shares of Class A common stock and shared dispositive power over 201,467 shares of Class A common stock. The principal business address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

(14) Represents 6,521,937 shares of Class A common stock beneficially owned by Portsea Asset Management LLP and its subsidiaries, based solely on a Schedule 13G filed with the SEC on January 26, 2022, Portsea Asset Management LLP reported that it has shared voting power over 6,521,937 shares of Class A common stock and shared dispositive power over 6,521,937 shares of Class A common stock. The principal business address for Portsea Asset Management LLP is 17 Dominion Street, London, EC2M 2EF, United Kingdom.

(15) Represents 4,771,232 shares of Class A common stock beneficially owned by Massachusetts Financial Services Company ("MFS") and its subsidiaries, based solely on Schedule 13G/A filed with the SEC on February 2, 2022. MFS reported that it has sole voting power over 4,771,232 shares of Class A common stock and sole dispositive power over 4,771,232 shares of Class A common stock. The principal business address for MFS is 111 Huntington Avenue, Boston, MA 02199.

(16) Represents 4,974,140 shares of Class A common stock beneficially owned by Invesco Ltd. and its subsidiaries, based solely on Schedule 13G filed with the SEC on February 14, 2022. Invesco Ltd. reported that it has sole voting power over 4,961,125 shares of Class A common stock and sole dispositive power over 4,974,140 shares of Class A common stock. The principal business address for Invesco Ltd. is 1555 Peachtree Street NE, Suite 1800, Atlanta, GA 30309.

(17) Represents 7,618,265 shares of Class A common stock beneficially owned by BlackRock, Inc. and its subsidiaries, based solely on Schedule 13G/A filed with the SEC on February 3, 2022. BlackRock, Inc. reported that it has sole voting power over 7,513,943 shares of Class A common stock and sole dispositive power over 7,618,265 shares of Class A common stock. The principal business address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055, New York, NY 10058.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of our common stock, to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership. To our knowledge, based solely on a review of the copies of Forms 3, 4 and 5, and amendments thereto filed with the SEC, and written representations that no such forms were required, we believe that for fiscal 2021, all required reports were filed on a timely basis under Section 16(a), except for one late Form 4 for each of Mss. August-deWilde, Lauder and Riley and Messrs. Botha, Moriarty and Tomlinson filed on September 3, 2021 to report Class A common stock issued in lieu of cash payments of Board and committee retainer fees pursuant to the Non-Employee Director Compensation Policy, and one late Form 4 for Ms. Hartz filed on April 15, 2022 to report RSUs and options granted to Mr. Hartz, her spouse, for his 2021 Board service.

Non-GAAP Financial Measures

In this Proxy Statement, we provide Adjusted EBITDA, a non-GAAP financial measure that represents our net loss adjusted to exclude: depreciation and amortization, stock-based compensation expense, interest expense, loss on debt extinguishment, direct and indirect acquisitions related costs, employer taxes related to employee equity transactions, other income (expense), net, which consisted of interest income, foreign exchange rate gains and losses and changes in fair value of term loan embedded derivatives, and income tax provision (benefit).

Adjusted EBITDA is a key performance measure that our management uses to assess our operating performance. Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and in evaluating acquisition opportunities.

The following table reflects the reconciliation of net loss to Adjusted EBITDA for each of the periods indicated:

Adjusted EBITDA reconciliation (Unaudited)	**Three Months Ended**				
	December 31, 2021	**September 30, 2021**	**June 30, 2021**	**March 31, 2021**	**December 31, 2020**
Net loss	$ (16,836)	$ (16,813)	$ (20,540)	$ (84,891)	$ (20,231)
Add:					
Depreciation and amortization	4,228	4,428	4,772	5,288	5,334
Stock-based compensation	11,537	12,300	12,323	11,363	9,675
Interest expense	3,067	2,814	2,776	7,610	10,665
Loss on debt extinguishment	-	-	-	49,977	-
Direct and indirect acquisition related costs (1)	-	-	-	-	190
Employer taxes related to employee equity transactions	669	400	793	682	278
Other (income) expense, net	748	2,460	(526)	948	(3,330)
Income tax provision (benefit)	543	311	61	513	(387)
Adjusted EBITDA	$ 3,956	$ 5,900	$ (341)	$ (8,510)	$ 2,194

	Year Ended December 31,	
	2021	**2020**
Net loss	$ (139,080)	$(224,718)
Add:		
Depreciation and amortization	18,716	22,610
Stock-based compensation	47,523	40,215
Interest expense	16,267	24,586
Loss on debt extinguishment	49,977	-
Direct and indirect acquisition related costs (1)	-	190
Employer taxes related to employee equity transactions	2,544	1,190
Other income (expense), net	3,630	1,932
Income tax provision (benefit)	1,428	(80)
Adjusted EBITDA	$ 1,005	$(134,075)

(1) Direct and indirect acquisition related costs consist primarily of transaction and transition related fees and expenses incurred within one year of the acquisition date, including legal, accounting, tax and other professional fees as well as personnel-related costs such as severance and retention bonuses for completed, pending and attempted acquisitions.

Additional Information

Information Requests

Our 2021 Annual Report is available free of charge on our website at https://investor.eventbrite.com and is available from the SEC at its website at www.sec.gov. You may also request a free copy of our 2021 Annual Report by sending a written request to Investor Relations, Eventbrite, Inc., 535 Mission Street, 8th Floor, San Francisco, California 94105.

Other Business

We do not know of any other business that may be presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting, the persons named on the proxy card will have discretion to vote on the matters in accordance with their best judgment.

In connection with our annual meeting of stockholders in 2023, we intend to file a proxy statement and a WHITE proxy card with the SEC in connection with our solicitation of proxies for that meeting.