

**LIVE NATION ENTERTAINMENT, INC.
INDEX TO FORM 10-Q**

	<u>Page</u>
PART I—FINANCIAL INFORMATION	
<u>Item 1.</u>	<u>Financial Statements</u>
	<u>2</u>
	<u>Consolidated Balance Sheets as of September 30, 2025 (Unaudited) and December 31, 2024</u>
	<u>2</u>
	<u>Consolidated Statements of Operations (Unaudited) for the three and nine months ended September 30, 2025 and 2024</u>
	<u>3</u>
	<u>Consolidated Statements of Comprehensive Income (Unaudited) for the three and nine months ended September 30, 2025 and 2024</u>
	<u>4</u>
	<u>Consolidated Statements of Changes in Equity (Unaudited) for the three and nine months ended September 30, 2025 and 2024</u>
	<u>5</u>
	<u>Consolidated Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2025 and 2024</u>
	<u>9</u>
	<u>Notes to Consolidated Financial Statements (Unaudited)</u>
	<u>10</u>
<u>Item 2.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>
	<u>25</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
	<u>42</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>
	<u>42</u>
PART II—OTHER INFORMATION	
<u>Item 1.</u>	<u>Legal Proceedings</u>
	<u>43</u>
<u>Item 1A.</u>	<u>Risk Factors</u>
	<u>43</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>
	<u>43</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>
	<u>43</u>
<u>Item 5.</u>	<u>Other Information</u>
	<u>43</u>
<u>Item 6.</u>	<u>Exhibits</u>
	<u>44</u>

GLOSSARY OF KEY TERMS

AOCI	Accumulated other comprehensive income (loss)
AOI	Adjusted operating income (loss)
CIE	Corporación Interamericana de Entretenimiento, S.A.B. de C.V.
Company	Live Nation Entertainment, Inc. and subsidiaries
FASB	Financial Accounting Standards Board
GAAP	United States Generally Accepted Accounting Principles
GTV	Gross transaction value
LIBOR	London Inter-Bank Offered Rate
Live Nation	Live Nation Entertainment, Inc. and subsidiaries
OCESA	OCESA Entretenimiento, S.A. de C.V. and certain other related subsidiaries of Corporación Interamericana de Entretenimiento, S.A.B. de C.V.
SEC	United States Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
Ticketmaster	The ticketing business of the Company
VIE	Variable interest entity (as defined under GAAP)

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

LIVE NATION ENTERTAINMENT, INC. CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30, 2025	December 31, 2024
ASSETS	(in thousands)	
Current assets		
Cash and cash equivalents	\$ 6,750,548	\$ 6,095,424
Accounts receivable, less allowance of \$75,975 and \$72,663, respectively	2,606,747	1,747,316
Prepaid expenses	1,525,485	1,247,184
Restricted cash	12,539	10,685
Other current assets	412,502	189,528
Total current assets	11,307,821	9,290,137
Property, plant and equipment, net	3,121,609	2,441,872
Operating lease assets	1,757,740	1,618,033
Intangible assets		
Definite-lived intangible assets, net	1,064,105	985,812
Indefinite-lived intangible assets, net	369,012	380,558
Goodwill	2,841,716	2,620,911
Long-term advances	600,365	520,482
Other long-term assets	1,825,451	1,780,966
Total assets	\$ 22,887,819	\$ 19,638,771
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable, client accounts	\$ 2,418,554	\$ 1,859,678
Accounts payable	355,427	242,978
Accrued expenses	3,803,822	3,057,334
Deferred revenue	4,064,154	3,721,092
Current portion of long-term debt, net	1,250,813	260,901
Current portion of operating lease liabilities	160,458	153,406
Other current liabilities	222,345	62,890
Total current liabilities	12,275,573	9,358,279
Long-term debt, net	6,106,712	6,177,168
Long-term operating lease liabilities	1,870,718	1,680,266
Other long-term liabilities	653,289	477,763
Commitments and contingent liabilities (see Note 6)		
Redeemable noncontrolling interests	852,702	1,126,302
Stockholders' equity		
Common stock	2,326	2,313
Additional paid-in capital	1,524,648	2,059,746
Accumulated deficit	(839,878)	(1,546,819)
Cost of shares held in treasury	(6,865)	(6,865)
Accumulated other comprehensive loss	(158,891)	(335,112)
Total Live Nation stockholders' equity	521,340	173,263
Noncontrolling interests	607,485	645,730
Total equity	1,128,825	818,993
Total liabilities and equity	\$ 22,887,819	\$ 19,638,771

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands except share and per share data)</i>			
Revenue	\$ 8,499,143	\$ 7,651,087	\$ 18,887,901	\$ 17,474,032
Operating expenses:				
Direct operating expenses	6,437,700	5,780,188	13,903,393	12,839,737
Selling, general and administrative expenses	1,008,038	1,005,418	2,790,304	2,913,199
Depreciation and amortization	165,600	137,001	474,080	407,324
Gain on disposal of operating assets	(14,851)	(3,968)	(17,909)	(5,398)
Corporate expenses	110,205	92,923	344,160	255,216
Operating income	792,451	639,525	1,393,873	1,063,954
Interest expense	80,291	87,961	232,682	248,622
Interest income	(36,659)	(36,067)	(108,613)	(123,749)
Equity in losses of nonconsolidated affiliates	5,209	13,987	462	8,527
Other expense (income), net	13,792	(12,268)	53,125	(110,064)
Income before income taxes	729,818	585,912	1,216,217	1,040,618
Income tax expense	251,840	70,229	389,196	191,412
Net income	477,978	515,683	827,021	849,206
Net income attributable to noncontrolling interests	46,520	63,878	128,949	153,906
Net income attributable to common stockholders of Live Nation	\$ 431,458	\$ 451,805	\$ 698,072	\$ 695,300
Basic net income per common share available to common stockholders of Live Nation	\$ 0.74	\$ 1.72	\$ 0.83	\$ 2.21
Diluted net income per common share available to common stockholders of Live Nation	\$ 0.73	\$ 1.66	\$ 0.82	\$ 2.18
Weighted average common shares outstanding:				
Basic	232,043,356	230,374,307	231,706,216	229,923,989
Diluted	234,752,332	245,319,968	234,725,805	235,928,752
Reconciliation to net income available to common stockholders of Live Nation:				
Net income attributable to common stockholders of Live Nation	\$ 431,458	\$ 451,805	\$ 698,072	\$ 695,300
Accretion of redeemable noncontrolling interests	(259,850)	(54,536)	(505,745)	(186,970)
Net income available to common stockholders of Live Nation—basic	\$ 171,608	\$ 397,269	\$ 192,327	\$ 508,330
Convertible debt interest, net of tax	—	10,790	—	6,971
Net income available to common stockholders of Live Nation—diluted	\$ 171,608	\$ 408,059	\$ 192,327	\$ 515,301

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Net income	\$ 477,978	\$ 515,683	\$ 827,021	\$ 849,206
Other comprehensive income, net of tax:				
Unrealized gain (loss) on cash flow hedge	427	(8,062)	(826)	3,320
Realized gain on cash flow hedge	(3,467)	(4,878)	(10,363)	(14,370)
Foreign currency translation adjustments	(3,405)	(38,915)	187,410	(191,011)
Comprehensive income	471,533	463,828	1,003,242	647,145
Comprehensive income attributable to noncontrolling interests	46,520	63,878	128,949	153,906
Comprehensive income attributable to common stockholders of Live Nation	<u>\$ 425,013</u>	<u>\$ 399,950</u>	<u>\$ 874,293</u>	<u>\$ 493,239</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)

	Live Nation Stockholders' Equity								Redeemable Noncontrolling Interests
	Common Shares Issued	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Cost of Shares Held in Treasury	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity	
	<i>(in thousands, except share data)</i>								<i>(in thousands)</i>
Balances at June 30, 2025	232,351,848	\$ 2,324	\$ 1,788,393	\$ (1,271,336)	\$ (6,865)	\$ (152,446)	\$ 567,847	\$ 927,917	\$ 1,377,665
Non-cash and stock-based compensation	—	—	39,538	—	—	—	—	39,538	—
Common stock issued under stock plans, net of shares withheld for employee taxes	234,306	2	(33,083)	—	—	—	—	(33,081)	—
Exercise of stock options	31,117	—	1,611	—	—	—	—	1,611	—
Acquisitions	—	—	—	—	—	—	14,921	14,921	1,951
Purchases of noncontrolling interests	—	—	(9,278)	—	—	—	1,591	(7,687)	(782,404)
Redeemable noncontrolling interests fair value adjustments	—	—	(262,533)	—	—	—	—	(262,533)	262,963
Contributions received	—	—	—	—	—	—	2,738	2,738	—
Cash distributions	—	—	—	—	—	—	(26,083)	(26,083)	(5,897)
Other	—	—	—	—	—	—	1,192	1,192	(2,817)
Comprehensive income (loss):									
Net income	—	—	—	431,458	—	—	45,279	476,737	1,241
Unrealized gain on cash flow hedge	—	—	—	—	—	427	—	427	—
Realized gain on cash flow hedge	—	—	—	—	—	(3,467)	—	(3,467)	—
Foreign currency translation adjustments	—	—	—	—	—	(3,405)	—	(3,405)	—
Balances at September 30, 2025	<u>232,617,271</u>	<u>\$ 2,326</u>	<u>\$ 1,524,648</u>	<u>\$ (839,878)</u>	<u>\$ (6,865)</u>	<u>\$ (158,891)</u>	<u>\$ 607,485</u>	<u>\$ 1,128,825</u>	<u>\$ 852,702</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)

	Live Nation Stockholders' Equity								Redeemable Noncontrolling Interests
	Common Shares Issued	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Cost of Shares Held in Treasury	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity	
	<i>(in thousands, except share data)</i>								<i>(in thousands)</i>
Balances at December 31, 2024	231,295,639	\$ 2,313	\$ 2,059,746	\$ (1,546,819)	\$ (6,865)	\$ (335,112)	\$ 645,730	\$ 818,993	\$ 1,126,302
Cumulative effect of change in accounting principle	—	—	—	8,869	—	—	—	8,869	—
Non-cash and stock-based compensation	—	—	128,871	—	—	—	—	128,871	—
Common stock issued under stock plans, net of shares withheld for employee taxes	967,166	9	(119,675)	—	—	—	—	(119,666)	—
Exercise of stock options	171,906	2	5,052	—	—	—	—	5,054	—
Repurchase of 2.0% convertible senior notes due 2025	182,560	2	(4)	—	—	—	—	(2)	—
Acquisitions	—	—	—	—	—	—	118,034	118,034	76,441
Purchases of noncontrolling interests	—	—	(17,353)	—	—	—	(143,448)	(160,801)	(839,960)
Redeemable noncontrolling interests fair value adjustments	—	—	(531,989)	—	—	—	—	(531,989)	532,743
Contributions received	—	—	—	—	—	—	10,983	10,983	3,019
Cash distributions	—	—	—	—	—	—	(125,395)	(125,395)	(71,404)
Other	—	—	—	—	—	—	(5,427)	(5,427)	3,620
Comprehensive income (loss):									
Net income	—	—	—	698,072	—	—	107,008	805,080	21,941
Unrealized loss on cash flow hedge	—	—	—	—	—	(826)	—	(826)	—
Realized gain on cash flow hedge	—	—	—	—	—	(10,363)	—	(10,363)	—
Foreign currency translation adjustments	—	—	—	—	—	187,410	—	187,410	—
Balances at September 30, 2025	<u>232,617,271</u>	<u>\$ 2,326</u>	<u>\$ 1,524,648</u>	<u>\$ (839,878)</u>	<u>\$ (6,865)</u>	<u>\$ (158,891)</u>	<u>\$ 607,485</u>	<u>\$ 1,128,825</u>	<u>\$ 852,702</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)

	Live Nation Stockholders' Equity								Redeemable Noncontrolling Interests
	Common Shares Issued	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Cost of Shares Held in Treasury	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity	
	<i>(in thousands, except share data)</i>								<i>(in thousands)</i>
Balances at June 30, 2024	230,711,943	\$ 2,307	\$ 2,240,759	\$ (2,199,611)	\$ (6,865)	\$ (122,756)	\$ 594,240	\$ 508,074	\$ 970,574
Non-cash and stock-based compensation	—	—	23,829	—	—	—	—	23,829	—
Common stock issued under stock plans, net of shares withheld for employee taxes	30,770	—	(2,322)	—	—	—	—	(2,322)	—
Exercise of stock options	250,641	3	6,520	—	—	—	—	6,523	—
Acquisitions	—	—	—	—	—	—	17,216	17,216	9,606
Purchases of noncontrolling interests	—	—	(363)	—	—	—	—	(363)	(21,283)
Redeemable noncontrolling interests fair value adjustments	—	—	(53,485)	—	—	—	—	(53,485)	53,549
Contributions received	—	—	—	—	—	—	3,000	3,000	(28)
Cash distributions	—	—	—	—	—	—	(21,827)	(21,827)	(6,099)
Other	—	—	—	—	—	—	4,420	4,420	(1,562)
Comprehensive income (loss):									
Net income	—	—	—	451,805	—	—	44,728	496,533	19,150
Unrealized loss on cash flow hedge	—	—	—	—	—	(8,062)	—	(8,062)	—
Realized gain on cash flow hedge	—	—	—	—	—	(4,878)	—	(4,878)	—
Foreign currency translation adjustments	—	—	—	—	—	(38,915)	—	(38,915)	—
Balances at September 30, 2024	<u>230,993,354</u>	<u>\$ 2,310</u>	<u>\$ 2,214,938</u>	<u>\$ (1,747,806)</u>	<u>\$ (6,865)</u>	<u>\$ (174,611)</u>	<u>\$ 641,777</u>	<u>\$ 929,743</u>	<u>\$ 1,023,907</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)

	Live Nation Stockholders' Equity								Redeemable Noncontrolling Interests
	Common Shares Issued	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Cost of Shares Held in Treasury	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity	(in thousands)
	<i>(in thousands, except share data)</i>								
Balances at December 31, 2023	229,785,241	\$ 2,298	\$ 2,367,918	\$ (2,443,106)	\$ (6,865)	\$ 27,450	\$ 604,305	\$ 552,000	\$ 859,930
Non-cash and stock-based compensation	—	—	86,969	—	—	—	—	86,969	—
Common stock issued under stock plans, net of shares withheld for employee taxes	530,107	5	(40,878)	—	—	—	—	(40,873)	—
Exercise of stock options	678,006	7	19,335	—	—	—	—	19,342	—
Acquisitions	—	—	—	—	—	—	54,594	54,594	45,378
Purchases of noncontrolling interests	—	—	(29,692)	—	—	—	(15,264)	(44,956)	(32,296)
Redeemable noncontrolling interests fair value adjustments	—	—	(188,714)	—	—	—	—	(188,714)	189,366
Contributions received	—	—	—	—	—	—	3,000	3,000	—
Cash distributions	—	—	—	—	—	—	(126,054)	(126,054)	(73,780)
Other	—	—	—	—	—	—	5,182	5,182	(2,583)
Comprehensive income (loss):									
Net income	—	—	—	695,300	—	—	116,014	811,314	37,892
Unrealized gain on cash flow hedge	—	—	—	—	—	3,320	—	3,320	—
Realized gain on cash flow hedge	—	—	—	—	—	(14,370)	—	(14,370)	—
Foreign currency translation adjustments	—	—	—	—	—	(191,011)	—	(191,011)	—
Balances at September 30, 2024	<u>230,993,354</u>	<u>\$ 2,310</u>	<u>\$ 2,214,938</u>	<u>\$ (1,747,806)</u>	<u>\$ (6,865)</u>	<u>\$ (174,611)</u>	<u>\$ 641,777</u>	<u>\$ 929,743</u>	<u>\$ 1,023,907</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30,	
	2025	2024
	<i>(in thousands)</i>	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 827,021	\$ 849,206
Reconciling items:		
Depreciation	281,122	221,841
Amortization of definite-lived intangibles	192,958	185,483
Amortization of non-recoupable ticketing contract advances	61,971	62,237
Deferred income taxes	69,419	(14,059)
Amortization of debt issuance costs and discounts	13,392	13,168
Stock-based compensation expense	126,912	85,450
Unrealized changes in fair value of contingent consideration	17,012	(22,453)
Equity in losses of nonconsolidated affiliates, net of distributions	16,525	20,586
Provision for uncollectible accounts receivable	19,385	(1,101)
Gain on mark-to-market of investments in nonconsolidated affiliates and crypto assets	(10,341)	(100,048)
Gain on sale of operating and fixed assets	(19,390)	(3,064)
Other, net	(7,424)	(8,554)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Increase in accounts receivable	(753,810)	(565,093)
Increase in prepaid expenses and other assets	(401,117)	(341,941)
Increase in accounts payable, accrued expenses and other liabilities	1,019,909	586,960
Decrease in deferred revenue	(4,498)	(288,566)
Net cash provided by operating activities	<u>1,449,046</u>	<u>680,052</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Advances of notes receivable	(58,543)	(92,895)
Collections of notes receivable	21,600	22,789
Disposal of operating assets, net of cash sold	25,232	4,829
Investments made in nonconsolidated affiliates	(29,225)	(34,479)
Purchases of property, plant and equipment	(709,797)	(491,750)
Cash paid for acquisition of right-of-use assets	(20,800)	—
Cash paid for acquisitions, net of cash acquired	(68,334)	(49,456)
Proceeds from sale of intangible assets	20,040	—
Other, net	(12,940)	(1,836)
Net cash used in investing activities	<u>(832,767)</u>	<u>(642,798)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debt, net of debt issuance costs	948,154	2,038
Payments on debt including extinguishment costs	(110,526)	(384,567)
Contributions from noncontrolling interests	14,002	3,000
Distributions to noncontrolling interests	(196,799)	(199,834)
Purchases of noncontrolling interests, net	(851,183)	(69,935)
Proceeds from exercise of stock options	5,054	19,342
Taxes paid for net share settlement of equity awards	(119,666)	(40,873)
Payments for deferred and contingent consideration	(10,984)	(21,581)
Other, net	(832)	(50)
Net cash used in financing activities	<u>(322,780)</u>	<u>(692,460)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	363,479	(82,947)
Net increase (decrease) in cash, cash equivalents and restricted cash	656,978	(738,153)
Cash, cash equivalents and restricted cash at beginning of period	6,106,109	6,238,956
Cash, cash equivalents and restricted cash at end of period	<u>\$ 6,763,087</u>	<u>\$ 5,500,803</u>

See Notes to Consolidated Financial Statements

LIVE NATION ENTERTAINMENT, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1—BASIS OF PRESENTATION AND OTHER INFORMATION

Preparation of Interim Financial Statements

The accompanying unaudited consolidated financial statements have been prepared in accordance with GAAP for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X issued by the SEC. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, they include all normal and recurring accruals and adjustments necessary to present fairly the results of the interim periods shown. The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our 2024 Annual Report on Form 10-K filed with the SEC on February 21, 2025.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes including, but not limited to, legal, tax and insurance accruals, acquisition accounting and impairments. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

Seasonality

Our Concerts and Sponsorship & Advertising segments typically experience higher revenue and operating income in the second and third quarters as our outdoor venue concerts and festivals primarily occur from May through October in most major markets. Our Ticketing segment revenue is impacted by fluctuations in the availability and timing of events for sale to the public, which vary depending upon scheduling by our clients.

Cash flows from our Concerts segment typically have a slightly different seasonality as partial payments are often made for artist performance fees and production costs for tours in advance of the date the related event tickets go on sale. These artist fees and production costs are expensed when the event occurs. Once tickets for an event go on sale, we generally begin to receive payments from ticket sales in advance of when the event occurs. In the United States, this cash is largely associated with events in our operated venues, notably amphitheaters, festivals, theaters and clubs. Internationally, this cash is from a combination of both events in our owned or operated venues, as well as events in third-party venues associated with our promoters' share of tickets in allocation markets. We record these ticket sales as revenue when the event occurs. Our seasonality also results in higher balances in cash and cash equivalents, accounts receivable, prepaid expenses, accrued expenses and deferred revenue at different times in the year.

We expect our seasonality trends to evolve as we continue to expand our global operations.

Variable Interest Entities

In the normal course of business, we enter into joint ventures or make investments in companies that will allow us to expand our core business and enter new markets. In certain instances, such ventures or investments may be considered a VIE because the equity at risk is insufficient to permit it to carry on its activities without additional financial support from its equity owners. In determining whether we are the primary beneficiary of a VIE, we assess whether we have the power to direct activities that most significantly impact the economic performance of the entity and have the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the VIE. The activities we believe most significantly impact the economic performance of our VIEs include the unilateral ability to approve the annual budget, to terminate key management and to approve entering into agreements with artists, among others. We have certain rights and obligations related to our involvement in the VIEs, including the requirement to provide operational cash flow funding.

As of September 30, 2025 and December 31, 2024, excluding intercompany balances and allocated goodwill and intangible assets, there were approximately \$802.5 million and \$839.9 million of assets and \$753.0 million and \$577.6 million of liabilities, respectively, related to VIEs included in our balance sheets. None of our VIEs are significant on an individual basis.

Cash and Cash Equivalents

Our cash and cash equivalents are primarily invested in demand deposits, short-term time deposits and money market funds. The carrying amount of our cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of the instruments.

Included in the September 30, 2025 and December 31, 2024 cash and cash equivalents balance is \$2.1 billion and \$1.6 billion, respectively, of cash received that includes the face value of tickets sold on behalf of our ticketing clients and their share of service charges (“client cash”), which amounts are to be remitted to these clients. These amounts due to our clients are included in accounts payable, client accounts.

Income Taxes

We account for income taxes using the liability method, which results in deferred tax assets and liabilities based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. We assess the realizability of our deferred tax assets, considering all relevant factors, at each reporting period. As almost all earnings from our continuing foreign operations are permanently reinvested and not distributed, our income tax provision does not include additional United States state and foreign withholding or transaction taxes on those foreign earnings that would be incurred if they were distributed. It is not practicable to determine the amount of state and foreign income taxes, if any, that might become due in the event that any remaining available cash associated with these earnings were distributed.

The FASB guidance for income taxes prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is more likely than not to be realized upon ultimate settlement.

We have established a policy of including interest related to tax loss contingencies in income tax expense (benefit) in the statements of operations.

We treat the taxes due on future Global Intangible Low-Taxed Income (“GILTI”) inclusions in United States taxable income as a current-period expense when incurred.

The One Big Beautiful Bill Act (the “Act”) was enacted on July 4, 2025. The Act makes key elements of the Tax Cuts and Jobs Act permanent, including 100% bonus depreciation, domestic research cost expensing, the business interest expense limitation and makes modifications to the international tax framework. The financial reporting implications of the Act were recorded in the income tax provision for the three and nine months ended September 30, 2025.

Accounting Standards Updates (ASU)

In August 2023, the FASB issued ASU 2023-05, *“Business Combinations—Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement,”* which requires joint ventures to initially measure all contributions received upon its formation at fair value. We adopted this guidance prospectively for all joint venture formations with a formation date on or after January 1, 2025. The adoption did not and is not expected to have a material impact on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08, *“Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets,”* which requires measurement of crypto assets at fair value each reporting period with changes in fair value recognized on the income statement. This guidance also requires disclosure on significant holdings, contractual sale restrictions and changes during the reporting period of crypto assets. We adopted ASU 2023-08 on January 1, 2025 under the modified retrospective method and recorded a \$8.9 million decrease to the opening balance of accumulated deficit and a corresponding increase to intangible assets. We do not expect the adoption in speculative investment activities related to crypto assets.

In December 2023, the FASB issued ASU 2023-09, *“Income Taxes (Topic 740): Improvements to Income Tax Disclosures”* which prescribes standardized categories and disaggregation of information in the reconciliation of provision for income taxes, requires disclosure of disaggregated income taxes paid, and modifies other income tax-related disclosure requirements. We are required to adopt these disclosures for our annual reporting period ending December 31, 2025. This guidance may be applied retrospectively. We do not expect the adoption to have a material impact on our consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, *“Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses,”* which requires the disclosure of additional information related to certain costs and expenses, including amounts of inventory purchases, employee compensation, and depreciation and amortization included in each income statement line item. The guidance also requires disclosure of the total amount of selling expenses and the Company’s definition of selling expenses. This guidance is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods within annual periods beginning after December 15, 2027, with early adoption permitted. The guidance is to be applied either prospectively to financial statements issued for reporting periods after the effective date or retrospectively to any or all prior periods presented in the financial statements. We are currently evaluating this guidance and we expect the adoption will result in additional disclosures.

In September 2025, the FASB issued ASU 2025-07, *“Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Derivatives Scope Refinements and Scope Clarification for Share-Based Noncash Consideration from a Customer in a Revenue Contract,”* which expands Topic 815 scope exceptions to include contracts for which settlement is based on operations or activities specific to one of the parties to the contract. This guidance also clarifies how Topic 606 applies for share-based payments received as noncash consideration from customers. This guidance is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods within those annual reporting periods, with early adoption permitted and is to be applied either prospectively to new contracts entered into on or after the date of adoption, or on a modified retrospective basis through a cumulative-effect adjustment to the opening balance of retained earnings as of the beginning of the annual reporting period of adoption for contracts existing as of the beginning of the annual reporting period of adoption. We are currently evaluating the impact of adopting this guidance and we do not expect the adoption to have a material impact on our consolidated financial statements.

NOTE 2—LONG-LIVED ASSETS, INTANGIBLES, AND GOODWILL

Property, Plant and Equipment, Net

Property, plant and equipment includes expenditures for the construction of new venues, major renovations to existing buildings or buildings that are being added to our venue network, the development of new ticketing tools and technology enhancements, along with the renewal and improvement of existing venues and technology systems, web development and administrative offices. For certain projects with significant expected costs and an extended construction period, we capitalize interest. For the nine months ended September 30, 2025, we recorded \$12.0 million of capitalized interest.

Property, plant and equipment, net consisted of the following:

	September 30, 2025	December 31, 2024
	<i>(in thousands)</i>	
Land, buildings and improvements	\$ 2,641,482	\$ 2,325,929
Computer equipment and capitalized software	969,201	867,294
Furniture and other equipment	891,178	757,803
Construction in progress	779,330	386,880
Property, plant and equipment, gross	5,281,191	4,337,906
Less: accumulated depreciation	2,159,582	1,896,034
Property, plant and equipment, net	<u>\$ 3,121,609</u>	<u>\$ 2,441,872</u>

Definite-lived Intangible Assets

The following table presents the changes in the gross carrying amount and accumulated amortization of definite-lived intangible assets for the nine months ended September 30, 2025:

	Revenue-generating contracts	Client / vendor relationships	Venue management	Trademarks and naming rights	Technology and other ⁽¹⁾	Total
	<i>(in thousands)</i>					
Balance as of December 31, 2024:						
Gross carrying amount	\$ 819,594	\$ 567,572	\$ 231,180	\$ 162,488	\$ 26,237	\$ 1,807,071
Accumulated amortization	(339,298)	(286,381)	(76,945)	(104,968)	(13,667)	(821,259)
Net	480,296	281,191	154,235	57,520	12,570	985,812
Gross carrying amount:						
Acquisitions and additions—current year	35,092	170,240	7,729	2,241	945	216,247
Foreign exchange	66,840	19,203	6,229	7,787	759	100,818
Other ⁽²⁾	(130,021)	(41,820)	(15,055)	(63,794)	12,652	(238,038)
Net change	(28,089)	147,623	(1,097)	(53,766)	14,356	79,027
Accumulated amortization:						
Amortization	(78,760)	(72,653)	(22,504)	(11,120)	(7,921)	(192,958)
Foreign exchange	(26,019)	(7,781)	(2,488)	(3,084)	(299)	(39,671)
Other ⁽²⁾	109,717	41,618	15,157	63,810	1,593	231,895
Net change	4,938	(38,816)	(9,835)	49,606	(6,627)	(734)
Balance as of September 30, 2025:						
Gross carrying amount	791,505	715,195	230,083	108,722	40,593	1,886,098
Accumulated amortization	(334,360)	(325,197)	(86,780)	(55,362)	(20,294)	(821,993)
Net	<u>\$ 457,145</u>	<u>\$ 389,998</u>	<u>\$ 143,303</u>	<u>\$ 53,360</u>	<u>\$ 20,299</u>	<u>\$ 1,064,105</u>

⁽¹⁾ Other primarily includes crypto assets and intangible assets for non-compete agreements.

⁽²⁾ Other primarily includes netdowns of fully amortized or impaired assets as well as mark-to-market adjustments of crypto assets.

Included in the current year acquisitions amounts above are definite-lived intangible assets primarily associated with the acquisitions of an artist management business and a concert promotion business, both located in Latin America, concert and festival promotion businesses in Europe and an artist management business in the United States.

The 2025 acquisitions and additions to definite-lived intangible assets had weighted-average lives as follows:

	Weighted-Average Life (years)
Revenue-generating contracts	5
Client/vendor relationships	7
Trademarks and naming rights	5
Venue management	5
All categories	6

Amortization of definite-lived intangible assets for the three months ended September 30, 2025 and 2024 was \$8.3 million and \$61.3 million, respectively, and for the nine months ended September 30, 2025 and 2024 was \$193.0 million and \$185.0 million, respectively. As acquisitions and dispositions occur in the future and the valuations of intangible assets for recent acquisitions are completed, amortization expense may vary.

Goodwill

The following table presents the changes in the carrying amount of goodwill in each of our reportable segments for the nine months ended September 30, 2025:

	Concerts	Ticketing	Sponsorship & Advertising	Total
	(in thousands)			
Balance as of December 31, 2024:				
Goodwill	\$ 1,462,102	\$ 964,221	\$ 629,951	\$ 3,056,274
Accumulated impairment losses	(435,363)	—	—	(435,363)
Net	1,026,739	964,221	629,951	2,620,911
Acquisitions—current year	116,844	758	—	117,602
Acquisitions—prior year	(274)	—	—	(274)
Foreign exchange	6,342	35,992	61,143	103,477
Balance as of September 30, 2025:				
Goodwill	1,585,014	1,000,971	691,094	3,277,079
Accumulated impairment losses	(435,363)	—	—	(435,363)
Net	\$ 1,149,651	\$ 1,000,971	\$ 691,094	\$ 2,841,716

Included in the current year acquisitions amounts above are goodwill primarily associated with the acquisitions of an artist management business and a concert promotion business, both located in Latin America, as well as a concert and festival promotion business located in Europe.

We are in various stages of finalizing our acquisition accounting for recent acquisitions, which may include the use of external valuation consultants, and the completion of this accounting could result in a change to the associated purchase price allocations, including goodwill and our allocation between segments.

Investments in Nonconsolidated Affiliates

At September 30, 2025 and December 31, 2024, we had investments in nonconsolidated affiliates of \$492.9 million and \$504.2 million, respectively, included in other long-term assets on our consolidated balance sheets.

NOTE 3—LEASES

The significant components of operating lease expense are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	<i>(in thousands)</i>			
Operating lease expense	\$ 73,558	\$ 64,543	\$ 220,743	\$ 197,051
Variable and short-term lease expense	83,003	74,936	157,943	148,848
Sublease income	(1,972)	(1,447)	(5,319)	(4,560)
Net lease expense	<u>\$ 154,589</u>	<u>\$ 138,032</u>	<u>\$ 373,367</u>	<u>\$ 341,339</u>

Many of our leases contain contingent rent obligations based on revenue, tickets sold or other variables. Contingent rent obligations, including those related to subsequent changes in the prevailing index or market rate after lease inception, are not included in the initial measurement of the lease asset or liability and are recorded as rent expense in the period that the contingency is resolved.

Supplemental cash flow information for our operating leases is as follows:

	Nine Months Ended September 30,	
	2025	2024
	<i>(in thousands)</i>	
Cash paid for amounts included in the measurement of lease liabilities	\$ 176,531	\$ 212,983
Lease assets obtained in exchange for lease obligations, net of terminations	\$ 234,390	\$ 200,039

As of September 30, 2025, we have additional operating leases that have not yet commenced, with total lease payments of \$1.3 billion. These operating leases, which are not included on our consolidated balance sheets, have commencement dates ranging from October 2025 to June 2030, with lease terms ranging from 5 to 49 years.

NOTE 4—LONG-TERM DEBT

Long-term debt, which includes finance leases, consisted of the following:

	September 30, 2025	December 31, 2024
	<i>(in thousands)</i>	
Senior Secured Credit Facility:		
Term loan B	\$ 821,608	\$ 828,163
Revolving credit facility	775,000	—
6.5% Senior Secured Notes due 2027	1,200,000	1,200,000
3.75% Senior Secured Notes due 2028	500,000	500,000
5.625% Senior Notes due 2026	300,000	300,000
4.75% Senior Notes due 2027	950,000	950,000
2.0% Convertible Senior Notes due 2025	—	83,957
3.125% Convertible Senior Notes due 2029	1,000,000	1,000,000
2.875% Convertible Senior Notes due 2030	1,100,000	1,100,000
Other debt	753,411	529,257
Total principal amount	7,400,019	6,491,377
Less: unamortized discounts and debt issuance costs	(42,494)	(53,308)
Total debt, net of unamortized discounts and debt issuance costs	7,357,525	6,438,069
Less: current portion ⁽¹⁾	1,250,813	260,901
Total long-term debt, net	\$ 6,106,712	\$ 6,177,168

⁽¹⁾ As of September 30, 2025, the current portion includes the full principal amount of the 3.125% convertible senior notes due 2029 (the “2029 Notes”) as, in accordance with the 2029 Notes indenture, the closing price of our common stock achieved specified targets during the three months ended September 30, 2025, which gives the holders of the 2029 Notes the option to surrender all or any portion of the 2029 Notes. The Company can elect to settle any surrendered 2029 Notes with common stock and/or cash. The surrender window is currently from October 1, 2025 through December 31, 2025 and may be extended at each quarter end thereafter depending on our future stock price.

All debt without a stated maturity date is considered current and is reflected as maturing in the earliest period shown in the table above. See Note 5 – Fair Value Measurements for discussion of the fair value measurement of our debt.

Other Debt

As of September 30, 2025, other debt includes \$275.0 million for a note due in 2026 related to an acquisition of a venue in the United States during the first quarter of 2023 and \$136.1 million for a Euro denominated note due in 2025.

Debt Extinguishment

On February 18, 2025, we utilized \$84.8 million of our existing cash balance to repay the remaining aggregate principal amount of our 2.0% convertible senior notes due February 2025 plus accrued interest and we issued 182,560 shares of common stock to holders as a result of conversion.

Subsequent Events
2.875% Convertible Senior Notes due 2031

On October 10, 2025, we issued \$1.4 billion aggregate principal amount of 2.875% Convertible Senior Notes due 2031 (the “Notes”). In conjunction with this issuance, we intend to use the net proceeds from the Notes, together with borrowings under the new senior secured credit facility detailed below, (i) to fund the redemption (the “Redemption”) in full of all of the Company’s 2026 Notes, (ii) to repay in full amounts outstanding under the Company’s term loan B facility and the revolving credit facilities under the Company’s existing senior secured credit facility, (iii) to pay related fees and expenses in connection with the uses described in clauses (i) and (ii), and (iv) for general corporate purposes.

Interest on the Notes is payable semi-annually in arrears on April 15 and October 15, beginning on April 15, 2026, at a rate of 2.875% per annum. The Notes will mature on October 15, 2031, unless earlier repurchased, redeemed or converted. The Notes will be convertible, under certain circumstances, until July 15, 2031, and on or after such date without condition, at an initial conversion rate of 4.4459 shares of our common stock per \$1,000 principal amount of notes, subject to adjustment. Upon

conversion, the notes may be settled in, at our election, shares of common stock or cash or a combination of cash and shares of common stock.

We may redeem for cash all or any portion of the Notes, at our option, on or after October 20, 2028 and before the 41st scheduled trading day before the maturity date, if the sales price of our common stock reaches specified targets as defined in the indenture. The redemption price will equal 100% of the principal amount of the notes plus accrued interest, if any.

If we experience a fundamental change, as defined in the indenture governing the Notes, the holders of the Notes may require us to purchase for cash all or a portion of the Notes, subject to specified exceptions, at a repurchase price equal to the principal amount of the Notes plus accrued and unpaid interest, if any.

5.625% Senior Notes due 2026 Note Redemption

In connection with the Redemption, on October 9, 2025, the Company issued a notice of conditional full redemption to redeem the 2026 Notes on November 8, 2025 (the “Redemption Date”) at a redemption price determined in accordance with the indenture governing the 2026 Notes plus accrued and unpaid interest, if any, to, but excluding, the Redemption Date.

Senior Secured Credit Facility

On August 14, 2025, we drew down \$775.0 million from our existing senior secured credit facility primarily to finance the acquisition of an additional 24% interest in OCESA from CIE and for other general corporate purposes. This borrowing was fully repaid in October 2025.

On October 21, 2025, we amended, amended and restated and refinanced, our existing senior secured credit facility and entered into an amended and restated credit agreement (the “2025 Credit Agreement”). The 2025 Credit Agreement provides for, among other things, (i) a \$1.3 billion term loan B facility (the “new term loan B facility”), (ii) a \$700.0 million delayed draw term loan A facility (the “new delayed draw term loan A facility”), (iii) a \$3 billion multicurrency revolving credit facility (the “new multicurrency revolving credit facility”), and (iv) a \$400.0 million venue expansion revolving credit facility (the “new venue expansion revolving credit facility” and together with the new multicurrency revolving credit facility, the “new revolving credit facilities”).

We are required to pay a commitment fee of 0.35% per year on the undrawn portion available under the new revolving facilities and the new delayed draw term loan A facility, and customary letter of credit fees, as necessary.

The 2025 Credit Agreement contains a financial covenant that requires us to maintain a maximum ratio of consolidated net debt to consolidated EBITDA (both as defined in the 2025 Credit Agreement) that ranges from 6.75x to 5.25x, with the first measurement occurring after the quarter ended March 31, 2026, the first step down of 0.50x occurring on March 31, 2027 and additional step downs of 0.50x occurring annually thereafter.

The new revolving facilities and new delayed draw term loan A facility mature on October 21, 2030 if certain conditions are met in accordance with the 2025 Credit Agreement. The new term loan B facility matures on October 21, 2032. Upon closing of the 2025 Credit Agreement, the new term loan B facility of \$1.3 billion was fully drawn while the new delayed draw term loan A facility and the new revolving credit facilities were undrawn.

NOTE 5—FAIR VALUE MEASUREMENTS

Recurring

The following table shows the fair value of our significant financial assets that are required to be measured at fair value on a recurring basis.

	Estimated Fair Value					
	September 30, 2025			December 31, 2024		
	Level 1	Level 2	Total	Level 1	Level 2	Total
	<i>(in thousands)</i>					
Assets:						
Short-term investments	\$ 67,599	\$ —	\$ 67,599	\$ —	\$ —	\$ —
Crypto assets ⁽¹⁾	\$ 14,366	\$ —	\$ 14,366	\$ —	\$ —	\$ —
Interest rate swaps	\$ —	\$ 13,511	\$ 13,511	\$ —	\$ 29,251	\$ 29,251

⁽¹⁾ Refer to Note 1 – Basis of Presentation and Other Information — Accounting Standards Updates for further discussion on the adoption of ASU 2023-08.

Short-term investments consist of money market funds and have original maturities beyond three months but less than one year. Crypto assets consist of cryptocurrencies. Fair values for short-term investments and crypto assets are based on quoted prices in an active market. The fair value for our interest rate swaps are based upon inputs corroborated by observable market data with similar tenors.

Our outstanding debt held by third-party financial institutions is carried at cost, adjusted for any discounts or debt issuance costs. Our debt is not publicly traded and the carrying amounts typically approximate fair value for debt that accrues interest at a variable rate, which are considered to be Level 2 inputs as defined in the FASB guidance.

The following table presents the estimated fair values of our senior secured notes, senior notes and convertible senior notes:

	Estimated Fair Value at	
	September 30, 2025	December 31, 2024
	Level 2	
	<i>(in thousands)</i>	
6.5% Senior Secured Notes due 2027	\$ 1,213,212	\$ 1,213,896
3.75% Senior Secured Notes due 2028	\$ 488,580	\$ 472,635
5.625% Senior Notes due 2026	\$ 300,192	\$ 299,529
4.75% Senior Notes due 2027	\$ 944,110	\$ 919,049
2.0% Convertible Senior Notes due 2025 ⁽¹⁾	\$ —	\$ 103,032
3.125% Convertible Senior Notes due 2029	\$ 1,620,490	\$ 1,365,560
2.875% Convertible Senior Notes due 2030	\$ 1,223,673	\$ 1,105,852

⁽¹⁾ During the nine months ended September 30, 2025, we repurchased the remaining aggregate principal amount. Refer to Note 4 – Long-Term Debt for further discussion.

The estimated fair value of our third-party fixed-rate debt is based on quoted market prices in active markets for the same or similar debt, which are considered to be Level 2 inputs.

Non-recurring

For the nine months ended September 30, 2025, there were no significant non-recurring fair value measurements.

For the nine months ended September 30, 2024, we recorded a gain related to an investment in a nonconsolidated affiliate of \$1.8 million as well as a gain related to a warrant on the same investment in a nonconsolidated affiliate of \$38.5 million, as a component of other income, net. To calculate the gain on the investment, we remeasured the investment to fair value of \$142.2 million using an observable price from orderly transactions for a similar investment of the same issuer. We remeasured the warrant to fair value of \$62.2 million using an option pricing model.

For the nine months ended September 30, 2024, we also recorded a gain related to an investment in a nonconsolidated affiliate of \$4.4 million, as a component of other income, net. The gain was related to the acquisition of a controlling interest in a concert business, which was previously accounted for as an equity-method investment. To calculate the gain, we remeasured the investment to fair value of \$35.9 million using the income approach method.

The key inputs in these fair value measurements include a future cash flow projection, including revenue, profit margins, and adjustment related to discount for lack of marketability. The key inputs used for these non-recurring fair value measurements are considered Level 3 inputs.

NOTE 6—COMMITMENTS AND CONTINGENT LIABILITIES

Litigation

Department of Justice Complaint

In May 2024, the United States Department of Justice, Antitrust Division, together with the attorneys general of twenty-nine states plus the District of Columbia, filed a civil antitrust complaint (the “Complaint”) against Live Nation Entertainment, Inc. and Ticketmaster in the United States District Court for the Southern District of New York alleging violations of various federal and state laws pertaining to antitrust, competition, unlawful or unfair business practices, restraint of trade, and other causes of action. The United States filed an Amended Complaint in August 2024, adding ten additional states as plaintiffs but not otherwise materially amending the claims asserted in the lawsuit. The Complaint requests various forms of relief for the alleged violations, including without limitation the divestiture of Ticketmaster by the Company, cancellation of certain ticketing contracts, enjoining the Company from engaging in anticompetitive practices, and other forms of relief. Twenty-four states also seek damages for their citizens allegedly caused by anticompetitive ticketing practices.

As of this date, discovery is substantially completed. The 24 states seeking damages have disclosed a damages study asserting that the allegedly anticompetitive ticketing practices raised ticketing fees. The Company contests that the alleged overcharge (the amount of which is subject to a confidentiality order) has occurred or was caused by anticompetitive conduct. The Company intends to file summary judgment motions in November 2025. Trial is currently set for March 2026.

The Company believes it has substantial defenses to the claims asserted in the lawsuit and will vigorously defend itself. Nevertheless, the defense or resolution of this matter could involve significant monetary costs or penalties and have a significant impact on the Company’s financial results and operations. There can be no assurance that the Company will be successful in negotiating a favorable settlement or in litigation. Any remedies or compliance requirements could adversely affect the Company’s ability to operate our business or have a materially adverse impact on the Company’s financial results. At this stage, we are unable to estimate a reasonably possible financial loss or range of any potential financial loss, if any, as a result of this litigation.

Antitrust Litigation

The Company is a defendant in three putative antitrust consumer class actions alleging violations of federal and state antitrust laws, among other causes of action. In *Heckman, et al. v. Live Nation Entertainment, et al.*, filed in the Central District of California in January 2022, the District Court denied defendants’ motion to compel arbitration in August 2023. The Ninth Circuit affirmed the District Court’s ruling in October 2024. In January 2025, the Company filed a motion to dismiss the lawsuit, which was granted in part and denied in part in April 2025. Class certification briefing is underway. The Company believes it has substantial defenses to the claims alleged in the lawsuit and will continue to vigorously defend itself.

Two other putative class actions were filed in the Southern District of New York in August and September 2024: *In Re Live Nation Entertainment, Inc. and Ticketmaster L.L.C. Antitrust Litigation*, and *Jacobson v. Live Nation Entertainment, Inc., et al.* While these lawsuits are at their initial stages, the Company believes it has substantial defenses to the claims alleged therein and will vigorously defend itself.

Federal Trade Commission Complaint

In September 2025, the United States Federal Trade Commission (the “FTC”), joined by the attorneys general of seven states, filed a lawsuit against Live Nation Entertainment, Inc. and Ticketmaster L.L.C. in the Central District of California. The plaintiffs allege that Live Nation and Ticketmaster advertised ticket prices to consumers that were deceptively lower than prices displayed at checkout, deceived consumers about the enforcement of advertised event ticket purchase limits and facilitated the sale of tickets unlawfully acquired by ticket brokers. The plaintiffs also allege that the Company violated the Better Online Ticket Sales Act and Section 5 of the FTC Act, as well as various state consumer protection statutes. The plaintiffs seek injunctive relief, statutory penalties and restitution for consumers.

Based on information presently known to management, we do not believe that a loss is probable of occurring at this time, and considerable uncertainty exists regarding the monetary penalties or other relief that the FTC could obtain in litigation. The Company will vigorously defend itself.

Other Litigation

From time to time, we are involved in other legal proceedings arising in the ordinary course of our business, including proceedings and claims based upon purported violations of antitrust laws, intellectual property rights and tortious interference, which could cause us to incur significant expenses. We have also been the subject of personal injury and wrongful death claims relating to accidents at certain venues in connection with our operations. As required, we have accrued our estimate of the probable settlement or other losses for the resolution of any outstanding claims. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, including, in some cases, estimated redemption rates for the settlement offered, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings.

NOTE 7—EQUITY

Accumulated Other Comprehensive Income (Loss)

The following table presents changes in the components of AOCI, net of taxes, for the nine months ended September 30, 2025:

	Cash Flow Hedge	Cumulative Foreign Currency Translation Adjustments	Total
	(in thousands)		
Balance at December 31, 2024	\$ 21,518	\$ (356,630)	\$ (335,112)
Other comprehensive income (loss) before reclassifications	(826)	187,410	186,584
Amount reclassified from AOCI	(10,363)	—	(10,363)
Net other comprehensive income (loss)	(11,189)	187,410	176,221
Balance at September 30, 2025	<u>\$ 10,329</u>	<u>\$ (169,220)</u>	<u>\$ (158,891)</u>

Earnings Per Share

Basic net income per common share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the period. The calculation of diluted net income per common share includes the effects of the assumed exercise of any outstanding stock options, the assumed vesting of shares of restricted and deferred stock awards and the assumed conversion of our convertible senior notes, where dilutive.

The following table sets forth the computation of weighted average common shares outstanding:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Weighted average common shares—basic	232,043,356	230,374,307	231,706,216	229,923,989
Effect of dilutive securities:				
Stock options and restricted stock	2,708,976	1,941,001	2,891,759	2,226,003
Convertible senior notes	—	13,004,660	127,830	3,778,760
Weighted average common shares—diluted	<u>234,752,332</u>	<u>245,319,968</u>	<u>234,725,805</u>	<u>235,928,752</u>

The following table shows securities excluded from the calculation of diluted net income per common share because such securities are anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Options to purchase shares of common stock	—	—	—	3,750
Restricted stock and deferred stock—unvested	549,099	2,147,167	549,539	2,162,662
Conversion shares related to the convertible senior notes	14,946,450	—	14,946,450	9,225,900
Number of anti-dilutive potentially issuable shares excluded from diluted common shares outstanding	15,495,549	2,147,167	15,495,989	11,392,312

Transactions with Noncontrolling and Redeemable Noncontrolling Interest Partners

During the nine months ended September 30, 2025, we paid \$122.3 million to purchase a portion of the noncontrolling interest in certain subsidiaries in Europe. We also acquired an additional 24% interest in OCESA from CIE, which resulted in a decrease of \$746.1 million in redeemable noncontrolling interest.

NOTE 8—SEGMENTS AND REVENUE RECOGNITION

Our reportable segments are Concerts, Ticketing and Sponsorship & Advertising. We use AOI to evaluate the performance of our operating segments and define AOI as operating income (loss) before certain acquisition expenses (including ongoing legal costs stemming from the Ticketmaster merger, changes in the fair value of accrued acquisition-related contingent consideration obligations, and acquisition-related severance and compensation), amortization of non-recoupable ticketing contract advances, depreciation and amortization (including goodwill impairment), loss (gain) on disposal of operating assets, and stock-based compensation expense. We also exclude from AOI the impact of estimated or realized liabilities for settlements or damages arising out of the Astroworld matter that exceed our estimated insurance recovery, due to the significant and non-recurring nature of the matter. Ongoing legal costs associated with defense of these claims, such as attorney fees, are not excluded from AOI. AOI assists investors by allowing them to evaluate changes in the operating results of our portfolio of businesses separate from non-operational factors that affect net income (loss), thus providing insights into both operations and the other factors that affect reported results.

Revenue and expenses earned and charged between segments are eliminated in consolidation. Our capital expenditures below include accruals for amounts incurred but not yet paid for, but are not reduced by reimbursements received from outside parties such as landlords and noncontrolling interest partners or replacements funded by insurance proceeds.

We manage our working capital on a consolidated basis. Accordingly, segment assets are not reported to, or used by, our management to allocate resources to or assess performance of our segments, and therefore, total segment assets and related depreciation and amortization have not been presented.

The Company's Chief Executive Officer is the chief operating decision maker ("CODM") and evaluates the operating performance of our operating segments based on AOI. The CODM uses segment AOI for evaluating performance of each segment and for making decisions on allocating capital and other resources to each segment. We have not identified any segment expenses that are considered significant and segment expenses are not regularly provided to the CODM. Other segments items are direct operating expenses and selling, general and administrative expenses (excluding acquisition expenses, amortization of non-recoupable ticketing contract advance, Astroworld estimated loss contingencies and stock-based compensation expense) which represents the difference between each operating segment's revenue and AOI.

The following table presents the results of operations for our reportable segments for the three and nine months ended September 30, 2025 and 2024:

	Concerts	Ticketing	Sponsorship & Advertising	Other & Eliminations	Corporate	Consolidated
<i>(in thousands)</i>						
Three Months Ended September 30, 2025						
Revenue	\$ 7,282,473	\$ 797,572	\$ 442,689	\$ (23,591)	\$ —	\$ 8,499,143
% of Consolidated Revenue	85.7%	9.4%	5.2%	(0.3)%		
Other Segment Items	\$ 6,768,306	\$ 511,623	\$ 129,617	\$ (17,420)	\$ 74,044	\$ 7,466,170
AOI	\$ 514,167	\$ 285,949	\$ 313,072	\$ (6,171)	\$ (74,044)	\$ 1,032,973
Intersegment revenue	\$ 12,727	\$ 7,211	\$ 3,653	\$ (23,591)	\$ —	\$ —
Three Months Ended September 30, 2024						
Revenue	\$ 6,580,595	\$ 693,704	\$ 390,345	\$ (13,557)	\$ —	\$ 7,651,087
% of Consolidated Revenue	86.0%	9.1%	5.1%	(0.2)%		
Other Segment Items	\$ 6,106,542	\$ 458,000	\$ 115,016	\$ (6,484)	\$ 68,182	\$ 6,741,256
AOI	\$ 474,053	\$ 235,704	\$ 275,329	\$ (7,073)	\$ (68,182)	\$ 909,831
Intersegment revenue	\$ 7,268	\$ 6,289	\$ —	\$ (13,557)	\$ —	\$ —
Nine Months Ended September 30, 2025						
Revenue	\$ 15,712,926	\$ 2,234,940	\$ 999,316	\$ (59,281)	\$ —	\$ 18,887,901
% of Consolidated Revenue	83.2%	11.8%	5.3%	(0.3)%		
Other Segment Items	\$ 14,833,506	\$ 1,405,839	\$ 322,692	\$ (40,512)	\$ 193,929	\$ 16,715,454
AOI	\$ 879,420	\$ 829,101	\$ 676,624	\$ (18,769)	\$ (193,929)	\$ 2,172,447
Intersegment revenue	\$ 38,191	\$ 17,437	\$ 3,653	\$ (59,281)	\$ —	\$ —
Nine Months Ended September 30, 2024						
Revenue	\$ 14,447,009	\$ 2,147,559	\$ 913,856	\$ (34,392)	\$ —	\$ 17,474,032
% of Consolidated Revenue	82.7%	12.3%	5.2%	(0.2)%		
Other Segment Items	\$ 13,704,073	\$ 1,335,207	\$ 285,930	\$ (11,939)	\$ 172,192	\$ 15,485,463
AOI	\$ 742,936	\$ 812,352	\$ 627,926	\$ (22,453)	\$ (172,192)	\$ 1,988,569
Intersegment revenue	\$ 19,671	\$ 14,546	\$ 175	\$ (34,392)	\$ —	\$ —

The following table sets forth the reconciliation of consolidated AOI to operating income for the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(in thousands)			
AOI	\$ 1,032,973	\$ 909,831	\$ 2,172,447	\$ 1,988,569
Acquisition expenses	32,983	94,565	141,873	95,087
Amortization of non-recoupable ticketing contract advances	16,528	16,996	61,971	62,237
Depreciation and amortization	165,600	137,001	474,080	407,324
Gain on sale of operating assets	(14,851)	(3,968)	(17,909)	(5,398)
Astroworld estimated loss contingencies	(553)	—	(8,353)	279,915
Stock-based compensation expense	40,815	25,712	126,912	85,450
Operating income	<u>\$ 792,451</u>	<u>\$ 639,525</u>	<u>\$ 1,393,873</u>	<u>\$ 1,063,954</u>

Contract Advances

At September 30, 2025 and December 31, 2024, we had ticketing contract advances of \$216.4 million and \$158.1 million, respectively, recorded in prepaid expenses and \$139.4 million and \$128.9 million, respectively, recorded in long-term advances on the consolidated balance sheets.

Sponsorship Agreements

At September 30, 2025, we had contracted sponsorship agreements with terms greater than one year that had approximately \$.4 billion of revenue related to future benefits to be provided by us. We expect to recognize, based on current projections, approximately 12%, 41%, 25% and 22% of this revenue in the remainder of 2025, 2026, 2027 and thereafter, respectively.

Deferred Revenue

The majority of our deferred revenue is typically classified as current and is shown as a separate line item on the consolidated balance sheets. Deferred revenue that is not expected to be recognized within the next twelve months is classified as long-term and reflected in other long-term liabilities on the consolidated balance sheets.

The table below summarizes the amount of the preceding December 31 current deferred revenue recognized during the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(in thousands)			
Concerts	\$ 868,774	\$ 1,032,868	\$ 3,082,881	\$ 2,885,696
Ticketing	44,419	50,140	185,083	165,463
Sponsorship & Advertising	10,313	6,626	85,969	93,300
	<u>\$ 923,506</u>	<u>\$ 1,089,634</u>	<u>\$ 3,353,933</u>	<u>\$ 3,144,459</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

"Live Nation" (which may be referred to as the "Company," "we," "us" or "our") means Live Nation Entertainment, Inc. and its subsidiaries, or one of our segments or subsidiaries, as the context requires. You should read the following discussion of our financial condition and results of operations together with the unaudited consolidated financial statements and notes to the financial statements included elsewhere in this quarterly report.

Special Note About Forward-Looking Statements

Certain statements contained in this quarterly report (or otherwise made by us or on our behalf from time to time in other reports, filings with the SEC, news releases, conferences, internet postings or otherwise) that are not statements of historical fact constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended, notwithstanding that such statements are not specifically identified. Forward-looking statements include, but are not limited to, statements about our financial position, business strategy, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition, the effects of future legislation or regulations and plans and objectives of our management for future operations. We have based our forward-looking statements on our beliefs and assumptions considering the information available to us at the time the statements are made. Use of the words "may," "should," "continue," "plan," "potential," "anticipate," "believe," "estimate," "expect," "intend," "outlook," "could," "target," "project," "seek," "predict," or variations of such words and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those set forth below under Part II—Other Information—Item 1A.—Risk Factors, in Part I—Item 1A.—Risk Factors of our 2024 Annual Report on Form 10-K as well as other factors described herein or in our annual, quarterly and other reports we file with the SEC (collectively, "cautionary statements"). Based upon changing conditions, should any risk or uncertainty that has already materialized, worsen in scope, impact or duration, or should one or more of the currently unrealized risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not intend to update these forward-looking statements, except as required by applicable law.

Executive Overview

Our third quarter was another record for the Company with operating income up 24% and AOI up 14% versus 2024. With our largest quarter completed and the summer season wrapped, we are confident of hitting our 2025 goals. Nearly all of our large venue content for the year is booked and our event-related deferred revenue balance of \$3.5 billion is up \$1.0 billion or 37% compared to September 30, 2024, demonstrating continued consumer demand for live concert experiences.

For the third quarter of 2025, revenues increased by \$848.1 million, or 11%, on a reported basis as compared to the same period in 2024, from \$7.7 billion to \$8.5 billion. The increase was \$707.8 million, or 9%, on a constant currency basis. Revenue growth for the quarter was largely driven by our Concerts segment with more fans and record stadium activity across over 50 markets. Our operating income increased by 24% and AOI increased 14% versus 2024. Revenues, operating income and AOI rose in all three of our reporting segments in the quarter as a result of higher fan count, higher ticket sales and more brand partnerships.

For the first nine months of 2025, our consolidated revenue increased by \$1.4 billion, or 8%, compared to the same period in 2024, from \$17.5 billion to \$18.9 billion. The increase was \$1.3 billion, or 8%, on a constant currency basis. We had consolidated operating income of \$1.4 billion for the first nine months of 2025, an increase of \$0.3 billion compared to the first nine months of 2024 at a reported and constant currency basis. Consolidated AOI for the first nine months increased by \$183.9 million, or 9%, compared to the same period in 2024, from \$2.0 billion to \$2.2 billion. The increase was the same on a constant currency basis.

All of the segment financial comments to follow are based on reported foreign currency exchange rates.

Our Concerts segment revenue for the quarter increased by \$701.9 million, or 11%, from \$6.6 billion in the third quarter of 2024 to \$7.3 billion in the third quarter of 2025. The revenue increase was largely the result of more stadium shows and fans this quarter. Similar to the second quarter, the majority of Concerts' revenue growth came from international markets, led by Mexico and the United Kingdom. The total number of events for the third quarter of 2025 was approximately 12,300 compared to over 12,800 in the third quarter of 2024, a decrease of approximately 500 events or 4%. The number of fans for the quarter was 51.3 million compared to 50.1 million last year, an increase of 1.2 million or 2% driven by double-digit growth in stadium

content. Some of the major acts touring in the third quarter of 2025 included Oasis, The Weeknd, Chris Brown and Blackpink. Our larger festivals in the quarter included Lollapalooza Chicago, Ocean's Calling in Maryland, Rock Werchter in Belgium and Lowlands in the Netherlands. Meanwhile, Concerts AOI for the quarter was \$514.2 million compared to \$474.1 million in the third quarter of 2024, for growth of \$40.1 million or 8%.

For the first nine months of 2025, Concerts revenue grew \$1.3 billion compared to the same period in 2024, from \$14.4 billion to \$15.7 billion. For the first nine months of 2025, our Concerts fan count was 117.8 million compared to 111.9 million for the same period in 2024, an increase of 5.9 million fans or 5%. Fan growth has been driven by more activity in stadiums globally with nearly 30 million fans attending one of our stadium shows so far this year. Onsite spending at our United States amphitheater shows for the first nine months of 2025 versus 2024 grew by 8% per fan for the season, driven by higher food and beverage spending. For our larger festivals, we saw 6% growth in per fan spend, driven largely by higher food and beverage and VIP sales. Concerts AOI for the first nine months increased by \$136.5 million, or 18%, compared to the same period in 2024, from \$742.9 million to \$879.4 million.

Our Ticketing segment revenue for the quarter increased by \$103.9 million, or 15%, from \$693.7 million in the third quarter of 2024 to \$797.6 million in the third quarter of 2025. We sold 89.1 million fee-bearing tickets, on a reported basis net of refunds, in the third quarter of 2025 compared to 85.8 million tickets in the same period of the prior year, an increase of 3.3 million tickets, or 4%. Two-thirds of the ticket sales growth occurred in North America with the remaining one-third came from our international markets. Fee-bearing GTV increased by 12% globally in the quarter with North America up double digits while international GTV increased by 5%. It was our second highest ever quarter for reported GTV and our fourth highest ever with respect to ticket volume. Ticketing AOI for the quarter was \$285.9 million compared to \$235.7 million last year, an increase of \$50.2 million or 21%.

For the first nine months of 2025, our Ticketing segment's revenue increased by \$87.4 million compared to the same period in 2024, from \$2.1 billion to \$2.2 billion. Ticketing AOI for the first nine months of 2024 increased by \$16.7 million compared to the same period in 2024, from \$812.4 million to \$829.1 million. For the first nine months of 2025, our fee-bearing ticket sales, on a reported basis net of refunds, were 249.9 million tickets, which was 5.1 million ahead of 2024. We have signed clients with 26.5 million of net new tickets so far this year, of which two-thirds are in our international markets, which demonstrates that our ticketing platforms' features and functionalities continue to fuel growth.

Our Sponsorship & Advertising segment's revenue for the quarter increased by \$52.3 million, or 13%, from \$390.3 million in the third quarter of 2024 to \$442.7 million in the third quarter of 2025. The growth was largely due to an increase in festival and venue sponsorship income for North America as well as festival and access growth for continental Europe. For the first nine months of 2025, our sponsorship growth has been driven by new and expanded ticket access deals in our international markets as well as from onsite sponsorships globally. AOI for the quarter increased by \$37.7 million, from \$275.3 million in the third quarter of 2024 to \$313.1 million in the third quarter of 2025.

For the nine months of 2025, our Sponsorship & Advertising segment's revenue grew \$85.5 million, or 9%, compared to the same period in 2024, from \$913.9 million to \$999.3 million. Sponsorship & Advertising AOI for the first nine months increased by \$48.7 million, or 8%, compared to the same period in 2024, from \$627.9 million to \$676.6 million. On a full year basis, we expect AOI and operating margins to be in line with historical norms. Our committed sponsorship sales are up over double-digits year-over-year and virtually all of our projected revenue for the year is accounted for, giving us confidence we will deliver double-digit growth for the year once again in our Sponsorship & Advertising segment.

We are optimistic about the long-term potential of our Company and are focused on the key elements of our business model: expanding our global platforms to connect artists and fans.

Consolidated Results of Operations

Three Months

	Three Months Ended September 30,					
	2025			2024	% Change	
	As Reported	Currency Impacts	At Constant Currency**	As Reported	As Reported	At Constant Currency**
	<i>(in thousands)</i>					
Revenue	\$ 8,499,143	\$ (140,295)	\$ 8,358,848	\$ 7,651,087	11%	9%
Operating expenses:						
Direct operating expenses	6,437,700			5,780,188	11%	
Selling, general and administrative expenses	1,008,038			1,005,418	0.3%	
Depreciation and amortization	165,600			137,001	21%	
Gain on disposal of operating assets	(14,851)			(3,968)	*	
Corporate expenses	110,205			92,923	19%	
Operating income	792,451	(12,757)	779,694	639,525	24%	22%
Operating margin	9.3%		9.3%	8.4%		
Interest expense	80,291			87,961		
Interest income	(36,659)			(36,067)		
Equity in losses of nonconsolidated affiliates	5,209			13,987		
Other expense (income), net	13,792			(12,268)		
Income before income taxes	729,818			585,912		
Income tax expense	251,840			70,229		
Net income	477,978			515,683		
Net income attributable to noncontrolling interests	46,520			63,878		
Net income attributable to common stockholders of Live Nation	<u>\$ 431,458</u>			<u>\$ 451,805</u>		

* Percentages are not meaningful.

** Constant currency is a non-GAAP financial measure. We calculate currency impacts as the difference between current period activity translated using the current period's currency exchange rates and the comparable prior period's currency exchange rates. We present constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations.

Revenue

Revenue increased \$848.1 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily due to increased revenue in our Concerts segment of \$701.9 million, Ticketing segment of \$103.9 million and Sponsorship & Advertising segment of \$52.3 million, as further discussed within each segment's operating results.

Operating income

Operating income increased \$152.9 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily driven by increased operating income in our Concerts segment of \$91.2 million, Ticketing segment of \$45.1 million and Sponsorship & Advertising segment of \$34.2 million, as further discussed within each segment's operating results.

Other expense (income), net

For the three months ended September 30, 2025, we had other expense, net of \$13.8 million, which primarily consisted of net foreign exchange rate losses of \$24.7 million partially offset by mark to market adjustments for certain investments in nonconsolidated affiliates of \$10.4 million. For the three months ended September 30, 2024, we had other income, net of \$12.3 million which included net foreign exchange rate gains of \$12.1 million.

Consolidated Results of Operations

Nine Months

	Nine Months Ended September 30,					
	2025			2024		% Change
	As Reported	Currency Impacts	At Constant Currency**	As Reported	As Reported	At Constant Currency**
	(in thousands)					
Revenue	\$ 18,887,901	\$ (81,173)	\$ 18,806,728	\$ 17,474,032	8%	8%
Operating expenses:						
Direct operating expenses	13,903,393			12,839,737	8%	
Selling, general and administrative expenses	2,790,304			2,913,199	(4)%	
Depreciation and amortization	474,080			407,324	16%	
Gain on disposal of operating assets	(17,909)			(5,398)	*	
Corporate expenses	344,160			255,216	35%	
Operating income	1,393,873	(2,246)	1,391,627	1,063,954	31%	31%
Operating margin	7.4%		7.4%	6.1%		
Interest expense	232,682			248,622		
Interest income	(108,613)			(123,749)		
Equity in losses of nonconsolidated affiliates	462			8,527		
Other expense (income), net	53,125			(110,064)		
Income before income taxes	1,216,217			1,040,618		
Income tax expense	389,196			191,412		
Net income	827,021			849,206		
Net income attributable to noncontrolling interests	128,949			153,906		
Net income attributable to common stockholders of Live Nation	\$ 698,072			\$ 695,300		

* Percentages are not meaningful.

** Constant currency is a non-GAAP financial measure. We calculate currency impacts as the difference between current period activity translated using the current period's currency exchange rates and the comparable prior period's currency exchange rates. We present constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations.

Revenue

Revenue increased \$1.4 billion during the nine months ended September 30, 2025 as compared to the same period of the prior year, driven by increased revenue in our Concerts segment of \$1.3 billion, Ticketing segment of \$87.4 million and Sponsorship & Advertising segment of \$85.5 million, as further discussed within each segment's operating results.

Operating income

Operating income increased \$329.9 million during the nine months ended September 30, 2025 as compared to the same period of the prior year, primarily driven by increased operating income in our Concerts segment of \$373.4 million and Sponsorship & Advertising segment of \$48.3 million. These were partially offset by higher certain acquisition expenses of \$78.0 million as well as decreased operating income in our Ticketing segment of \$1.1 million, as further discussed within each segment's operating results.

Other expense (income), net

For the nine months ended September 30, 2025, we had other expense, net of \$53.1 million, which primarily consisted of net foreign exchange rate losses of \$59.2 million. For the nine months ended September 30, 2024, we had other income, net of \$110.1 million, which primarily included mark to market adjustments for certain investments in nonconsolidated affiliates of \$94.7 million and net foreign exchange rate gains of \$14.7 million.

Income tax expense

For the nine months ended September 30, 2025, we had a net tax expense of \$389.2 million on income before income taxes of \$1.2 billion compared to a net tax expense of \$191.4 million on income before income taxes of \$1.0 billion for the nine months ended September 30, 2024. For the nine months ended September 30, 2025, the income tax expense consisted of \$251.4 million related to foreign entities, \$111.8 million related to United States federal taxes and \$26.0 million related to state and local income taxes. The net increase of \$197.8 million is attributable to an increase in non-deductible expenses in the United States primarily related to legal matters as well as an increase in performance share awards vesting during 2025.

Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests decreased \$25.0 million during the nine months ended September 30, 2025 as compared to the prior year primarily due to lower show activity from certain concert businesses during 2025 as compared to the prior year.

Non-GAAP Measure

Consolidated AOI

Consolidated AOI is a non-GAAP financial measure that we define as consolidated operating income (loss) before certain acquisition expenses (including ongoing legal costs stemming from the Ticketmaster merger, changes in the fair value of accrued acquisition-related contingent consideration obligations, and acquisition-related severance and compensation), amortization of non-recoupable ticketing contract advances, depreciation and amortization (including goodwill impairment), loss (gain) on disposal of operating assets, and stock-based compensation expense. We also exclude from AOI the impact of estimated or realized liabilities for settlements or damages arising out of the Astroworld matter that exceed our estimated insurance recovery, due to the significant and non-recurring nature of the matter. Ongoing legal costs associated with defense of these claims, such as attorney fees, are not excluded from AOI.

We use AOI to evaluate the performance of our operating segments. We believe that information about AOI assists investors by allowing them to evaluate changes in the operating results of our portfolio of businesses separate from non-operational factors that affect net income (loss), thus providing insights into both operations and the other factors that affect reported results. AOI is not calculated or presented in accordance with GAAP. A limitation of the use of AOI as a performance measure is that it does not reflect the periodic costs of certain amortizing assets used in generating revenue in our business. Accordingly, AOI should be considered in addition to, and not as a substitute for, operating income (loss), net income (loss), and other measures of financial performance reported in accordance with GAAP. Furthermore, this measure may vary among other companies; thus, AOI as presented herein may not be comparable to similarly titled measures of other companies.

The following table sets forth the reconciliation of consolidated operating income to consolidated AOI for the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(in thousands)			
Operating income	\$ 792,451	\$ 639,525	\$ 1,393,873	\$ 1,063,954
Acquisition expenses	32,983	94,565	141,873	95,087
Amortization of non-recoupable ticketing contract advances	16,528	16,996	61,971	62,237
Depreciation and amortization	165,600	137,001	474,080	407,324
Gain on sale of operating assets	(14,851)	(3,968)	(17,909)	(5,398)
Astroworld estimated loss contingencies	(553)	—	(8,353)	279,915
Stock-based compensation expense	40,815	25,712	126,912	85,450
Consolidated AOI	<u>\$ 1,032,973</u>	<u>\$ 909,831</u>	<u>\$ 2,172,447</u>	<u>\$ 1,988,569</u>

Segment Overview

Our reportable segments are Concerts, Ticketing and Sponsorship & Advertising, as discussed in Note 8 – Segments and Revenue Recognition.

Concerts

Revenue and related costs for events are generally deferred and recognized when the event occurs. All advertising costs incurred during the year for shows in future years are expensed at the end of the year. If a current year event is rescheduled into a future year, all advertising costs incurred to date are expensed in the period when the event is rescheduled.

Concerts direct operating expenses include artist fees, event production costs, show-related marketing and advertising expenses, along with other costs.

To judge the health of our Concerts segment, we primarily monitor the number of confirmed events and fan attendance in our network of operated and third-party venues, talent fees, average paid attendance, market ticket pricing, advance ticket sales and the number of major artist clients under management. In addition, at our operated venues and festivals, we monitor ancillary revenue per fan and premium ticket sales. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Ticketing

Revenue related to ticketing service charges is recognized when the ticket is sold for our third-party clients. For our own events, where our concert promoters or venues control ticketing, revenue is deferred and recognized when the event occurs. GTV represents the total amount of the transaction related to a ticket sale and includes the face value of the ticket as well as the service charge. We use GTV and average ticket prices to understand trends in our service charge revenue and service charge revenue per ticket.

Ticketing direct operating expenses include call center costs and credit card fees, along with other costs.

To judge the health of our Ticketing segment, we primarily review the GTV and the number of tickets sold through our primary and secondary ticketing operations, the number of clients renewed or added and the average royalty rate paid to clients who use our ticketing services. In addition, we review the number of visits to our websites, cost of customer acquisition, the purchase conversion rate, and the overall number of customers in our database. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Sponsorship & Advertising

Revenue related to sponsorship and advertising programs is recognized over the term of the agreement or operating season as the benefits are provided to the sponsor unless the revenue is associated with a specific event, in which case it is recognized when the event occurs.

Sponsorship & Advertising direct operating expenses include fulfillment costs related to our sponsorship programs, along with other costs.

To judge the health of our Sponsorship & Advertising segment, we primarily review the revenue generated through sponsorship arrangements and online advertising, and the percentage of expected revenue under contract. For business that is conducted in foreign markets, we also compare the operating results from our foreign operations to prior periods without the impact of changes in foreign exchange rates.

Key Operating Metrics

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<i>(in thousands except estimated events)</i>				
Concerts ⁽¹⁾				
Estimated events:				
North America ⁽²⁾	8,874	9,664	24,963	26,831
International	3,415	3,170	12,913	11,884
Total estimated events	12,289	12,834	37,876	38,715
Estimated fans:				
North America ⁽²⁾	31,790	32,900	64,123	66,978
International	19,479	17,204	53,668	44,948
Total estimated fans	51,269	50,104	117,791	111,926
Ticketing ⁽³⁾				
Estimated number of fee-bearing tickets sold	89,065	85,797	249,909	244,839
Estimated number of non-fee-bearing tickets sold	66,092	66,598	216,129	216,162
Total estimated tickets sold	155,157	152,395	466,038	461,001

(1) Events generally represent a single performance by an artist. Fans generally represent the number of people who attend an event. Festivals are counted as one event in the quarter in which the festival begins, but the number of fans is based on the days the fans were present at the festival and thus can be reported across multiple quarters. Events and fan attendance metrics are estimated each quarter.

(2) North America refers to our events and fans within the United States and Canada.

(3) The fee-bearing tickets estimated above include primary and secondary tickets that are sold using our Ticketmaster systems or that we issue through affiliates along with tickets sold on our “do it yourself” platform. This metric includes primary tickets sold during the year regardless of event timing, except for our own events where our concert promoters or venues control ticketing which are reported when the events occur. The non-fee-bearing tickets estimated above include primary tickets sold using our Ticketmaster systems, through season seat packages and our venue clients’ box offices. These ticketing metrics are net of any refunds requested and any cancellations that occurred during the period and up to the time of reporting of these consolidated financial statements.

Segment Operating Results

Concerts

Our Concerts segment operating results were, and discussions of significant variances are, as follows:

	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2025	2024		2025	2024	
	(in thousands)			(in thousands)		
Revenue	\$ 7,282,473	\$ 6,580,595	11%	\$ 15,712,926	\$ 14,447,009	9%
Direct operating expenses	6,090,222	5,464,732	11%	13,007,206	11,943,821	9%
Selling, general and administrative expenses	705,710	733,459	(4)%	1,911,452	2,125,152	(10)%
Depreciation and amortization	114,983	91,207	26%	329,452	274,216	20%
Gain on disposal of operating assets	(14,850)	(3,974)	*	(17,903)	(5,466)	*
Operating income	\$ 386,408	\$ 295,171	31%	\$ 482,719	\$ 109,286	*
Operating margin	5.3%	4.5%		3.1%	0.8%	
AOI	\$ 514,167	\$ 474,053	8%	\$ 879,420	\$ 742,936	18%
AOI margin	7.1%	7.2%		5.6%	5.1%	

* Percentages are not meaningful.

Three Months

Revenue

Concerts revenue increased \$701.9 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily due to more stadium shows and fans. Concerts had incremental revenue of \$275.0 million during the three months ended September 30, 2025 from acquisitions and new venues.

Operating results

Concerts AOI increased \$40.1 million and operating income increased \$91.2 million during the three months ended September 30, 2025 as compared to the same period of the prior year. The increase in AOI was primarily driven by higher revenue as discussed above, partially offset by an increase in direct operating expenses to support more stadium shows and fan growth at events and higher selling, general and administrative expenses related to additional headcount and compensation expenses. The remaining change in operating income outside of AOI of \$51.1 million is primarily associated with lower acquisition expenses of \$73.6 million, mostly due to contingent consideration changes in the prior year, partially offset by higher depreciation and amortization expense of \$23.8 million related to capital expenditures incurred to support the increased operations.

Nine Months

Revenue

Concerts revenue increased \$1.3 billion during the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to more stadium shows and fans. Concerts had incremental revenue of \$412.8 million during the nine months ended September 30, 2025 from acquisitions and new venues.

Operating results

Concerts AOI increased \$136.5 million and operating income increased \$373.4 million during the nine months ended September 30, 2025 as compared to the same period of the prior year. The increase in AOI was primarily driven by higher revenue as discussed above, partially offset by increased direct operating expenses to support more stadium shows and fan growth at events. The remaining change in operating income outside of AOI of \$236.9 million is primarily associated with the nonrecurring Astroworld estimated loss contingencies in the prior year as well as lower acquisition expenses of \$31.2 million, mostly due to contingent consideration changes in the prior year. These were partially offset by higher depreciation and amortization expense of \$55.2 million related to capital expenditures incurred to support the increased operations and higher stock-based compensation of \$39.7 million.

Ticketing

Our Ticketing segment operating results were, and discussions of significant variances are, as follows:

	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2025	2024		2025	2024	
	<i>(in thousands)</i>			<i>(in thousands)</i>		
Revenue	\$ 797,572	\$ 693,704	15%	\$ 2,234,940	\$ 2,147,559	4%
Direct operating expenses	290,196	262,773	10%	761,145	767,696	(1)%
Selling, general and administrative expenses	247,859	218,826	13%	735,572	648,456	13%
Depreciation and amortization	28,319	26,033	9%	81,857	73,956	11%
Loss (Gain) on disposal of operating assets	(1)	(17)	(94)%	(6)	29	*
Operating income	\$ 231,199	\$ 186,089	24%	\$ 656,372	\$ 657,422	(0.2)%
Operating margin	29.0%	26.8%		29.4%	30.6%	
AOI	\$ 285,949	\$ 235,704	21%	\$ 829,101	\$ 812,352	2%
AOI margin	35.9%	34.0%		37.1%	37.8%	

* Percentages are not meaningful.

Three Months

Revenue

Ticketing revenue increased \$103.9 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily due to higher primary ticket sales in North America and Latin America markets.

Operating results

Ticketing AOI increased \$50.2 million and operating income increased \$45.1 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily driven by an increase in revenue discussed above partially offset by higher selling, general and administrative expenses due to increased investments in research & development, cybersecurity and cloud computing.

Nine Months

Revenue

Ticketing revenue increased \$87.4 million during the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to higher primary ticket sales in North America and international markets.

Operating results

Ticketing AOI increased \$16.7 million and operating income decreased \$1.1 million during the nine months ended September 30, 2025 as compared to the same period of the prior year primarily driven by higher revenue discussed above partially offset by higher selling, general and administrative expenses due to increased investments in research & development, cybersecurity and cloud computing.

Sponsorship & Advertising

Our Sponsorship & Advertising segment operating results were, and discussions of significant variances are, as follows:

	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2025	2024		2025	2024	
	(in thousands)			(in thousands)		
Revenue	\$ 442,689	\$ 390,345	13%	\$ 999,316	\$ 913,856	9%
Direct operating expenses	77,140	64,842	19%	183,424	157,853	16%
Selling, general and administrative expenses	56,072	52,288	7%	147,791	134,977	9%
Depreciation and amortization	16,190	14,134	15%	46,055	47,216	(2)%
Loss on disposal of operating assets	—	23	(100)%	—	39	(100)%
Operating income	\$ 293,287	\$ 259,058	13%	\$ 622,046	\$ 573,771	8%
Operating margin	66.3%	66.4%		62.2%	62.8%	
AOI	\$ 313,072	\$ 275,329	14%	\$ 676,624	\$ 627,926	8%
AOI margin	70.7%	70.5%		67.7%	68.7%	

Three Months

Revenue

Sponsorship & Advertising revenue increased \$52.3 million during the three months ended September 30, 2025 as compared to the same period of the prior year primarily due to increased sponsorship activity in North America and mainland Europe, notably for our operated venues and festivals as well as ticket onsale deals.

Operating results

Sponsorship & Advertising AOI increased \$37.7 million and operating income increased \$34.2 million during the three months ended September 30, 2025 as compared to the same period of the prior year. These increases were primarily due to increased revenues from sponsorship activity discussed above.

Nine Months

Revenue

Sponsorship & Advertising revenue increased \$85.5 million during the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to increased sponsorship activity in North America and international markets, notably for our operated venues and festivals as well as ticket onsale deals.

Operating results

Sponsorship & Advertising AOI increased \$48.7 million and operating income increased \$48.3 million during the nine months ended September 30, 2025 as compared to the same period of the prior year. These increases were primarily due to increased revenues from sponsorship activity discussed above.

Liquidity and Capital Resources

Our cash is centrally managed on a worldwide basis. Our primary short-term liquidity needs are to fund general working capital requirements, capital expenditures and debt service requirements while our long-term liquidity needs are primarily related to acquisitions and debt repayment. Our primary sources of funds for our short-term liquidity needs will be cash flows from operations and borrowings under our amended senior secured credit facility, while our long-term sources of funds will be from cash flows from operations, long-term bank borrowings and other debt or equity financings. We may from time to time engage in open market purchases of our outstanding debt securities or redeem or otherwise repay such debt.

Our balance sheet reflects cash and cash equivalents of \$6.8 billion and short-term investments of \$67.6 million at September 30, 2025, and cash and cash equivalents of \$6.1 billion at December 31, 2024. Included in the September 30, 2025 and December 31, 2024 cash and cash equivalents balances are \$2.1 billion and \$1.6 billion, respectively, of cash received that includes the face value of tickets sold on behalf of our ticketing clients and their share of service charges, which we refer to as client cash. We generally do not utilize client cash for our own financing or investing activities as the amounts are payable to clients on a regular basis, though we may do so from time to time. Our foreign subsidiaries held approximately \$4.1 billion in cash and cash equivalents, excluding client cash, at September 30, 2025. We generally do not repatriate these funds, but if we did, we would need to accrue and pay United States state income taxes as well as any applicable foreign withholding or transaction taxes on future repatriations.

We may from time to time enter into borrowings under our revolving credit facility. If the original maturity of these borrowings is 90 days or less, we present the borrowings and subsequent repayments on a net basis in the statement of cash flows to better represent our financing activities. Our balance sheet reflects total net debt of \$7.4 billion and \$6.4 billion at September 30, 2025 and December 31, 2024, respectively. Our weighted-average cost of debt, excluding unamortized debt discounts and debt issuance costs on our term loans and notes, was 4.5% at September 30, 2025, with approximately 80.6% of our debt at fixed rates. Our weighted-average cost of debt for short-term borrowings outstanding at September 30, 2025, excluding unamortized debt discounts and debt issuance costs on our term loans and notes, was 3.4%.

Our cash and cash equivalents are held in accounts managed by third-party financial institutions and consist of cash in our operating accounts and invested cash. Cash held in non-interest-bearing and interest-bearing operating accounts in many cases exceeds the Federal Deposit Insurance Corporation insurance limits. The invested cash is in interest-bearing funds consisting primarily of bank deposits and money market funds. While we monitor cash and cash equivalents balances in our operating accounts on a regular basis and adjust the balances as appropriate, these balances could be impacted if the underlying financial institutions fail. To date, we have experienced no loss or lack of access to our cash and cash equivalents; however, we can provide no assurances that access to our cash and cash equivalents will not be impacted by adverse conditions in the financial markets.

For our Concerts segment, we often receive cash related to ticket revenue in advance of the event, which is recorded in deferred revenue until the event occurs. In the United States, this cash is largely associated with events in our operated venues, notably amphitheaters, festivals, theaters and clubs. Internationally, this cash is from a combination of both events in our operated venues, as well as events in third-party venues associated with our promoter's share of tickets in allocation markets. With the exception of some upfront costs and artist advances, which are recorded in prepaid expenses until the event occurs, we pay the majority of event-related expenses at or after the event. Artists are paid when the event occurs under one of several different formulas, which may include fixed guarantees and/or a percentage of ticket sales or event profits, net of any advance they have received. When an event is cancelled, any cash held in deferred revenue is reclassified to accrued expenses as those funds are typically refunded to the fan within 30 days of event cancellation. When a show is rescheduled, fans have the ability to request a refund if they do not want to attend the event on the new date, although historically we have had low levels of refund requests for rescheduled events.

We view our available cash as cash and cash equivalents, less ticketing-related client cash, less event-related deferred revenue, less accrued expenses due to artists and cash collected on behalf of others, plus event-related prepaid expenses. This is essentially our cash available to, among other things, repay debt balances, make acquisitions, and finance capital expenditures.

Our intra-year cash fluctuations are impacted by the seasonality of our various businesses. Examples of seasonal effects include our Concerts segment, which reports the majority of its revenue in the second and third quarters. Cash inflows and outflows depend on the timing of event-related payments but the majority of the inflows generally occur prior to the event. See "—Seasonality" below. We believe that we have sufficient financial flexibility to fund these fluctuations and to access the global capital markets on satisfactory terms and in adequate amounts, although there can be no assurance that this will be the case, and capital could be less accessible and/or more costly given current economic conditions. We expect cash flows from operations and borrowings under our amended senior secured credit facility, along with other financing alternatives, to satisfy working capital requirements, capital expenditures and debt service requirements for at least the succeeding year. We may need to incur additional debt or issue equity to make other strategic acquisitions or investments. There can be no assurance that such

financing will be available to us on acceptable terms or at all. We may make significant acquisitions in the near term, subject to limitations imposed by our financing agreements and market conditions.

The lenders under our revolving loans and counterparty to our interest rate hedge agreement consists of banks and other third-party financial institutions. While we currently have no indications or expectations that such lenders will be unable to fund their commitments as required, we can provide no assurances that future funding availability will not be impacted by adverse conditions in the financial markets. Should an individual lender default on its obligations, the remaining lenders would not be required to fund the shortfall, resulting in a reduction in the total amount available to us for future borrowings, but would remain obligated to fund their own commitments. Should the counterparty to our interest rate hedge agreement default on its obligation, we could experience higher interest rate volatility during the period of any such default.

Sources of Cash

Amended Senior Secured Credit Facility

In November 2024, we amended our senior secured credit facility and entered into Amendment No. 12 (the “Amendment”) to our Credit Agreement (as amended by Amendment No. 12, the “Amended Credit Agreement”). The Amendment provides for, among other things, a \$400.0 million revolving credit facility to be used for venue financing or other general corporate purposes, which resulted in a revolving credit facility with a total available borrowing capacity of up to \$1.7 billion including a \$250.0 million sublimit for the issuance of letters of credit and a \$100.0 million sublimit for swingline borrowings. The revolving credit facility allows for a \$780.0 million sublimit for borrowings in U.S. Dollars, Euros, or Sterling, and a \$260.0 million sublimit for borrowings in those or one or more other approved non-U.S. currencies. The revolving credit facility will be available to us and, if designated in the future, certain of our foreign subsidiaries. The Amended Credit Agreement provides for the right, subject to certain conditions, to increase the term B loan and revolving facilities by an amount not to exceed an amount equal to the sum of (x) \$1.625 billion, (y) the aggregate principal amount of voluntary prepayments of the term B loans and permanent reductions of the revolving credit facility commitments, in each case, other than from proceeds of long-term indebtedness, and (z) additional amounts so long as the senior secured leverage ratio, on a pro-forma basis after giving effect to such increase, is no greater than 4.50x.

Our obligations under the Amended Credit Agreement will continue to be guaranteed by the majority of our direct and indirect domestic subsidiaries, subject to certain exceptions, and the obligations of the foreign subsidiary borrowers, if any, will be guaranteed by us, the majority of our direct and indirect domestic subsidiaries, and by certain of our wholly-owned foreign subsidiaries. The obligations under the Amended Credit Agreement and the guarantees will continue to be secured by a lien on substantially all of our tangible and intangible personal property and the domestic subsidiaries that are guarantors, and by a pledge of substantially all of the shares of stock, partnership interests and limited liability company interests of our direct and indirect domestic subsidiaries and 65% of each class of capital stock of any first-tier foreign subsidiaries and, if there are any foreign borrowers, by certain of the assets of such foreign borrowers and certain foreign subsidiaries, subject to limited exceptions.

The interest rates per annum applicable to the revolving credit facility under the amended senior secured credit facility are, at our option, equal to either Term SOFR plus 1.75% or a base rate (as defined in the Credit Agreement) plus 0.75%. The interest rates per annum applicable to the term loan B are, at our option, equal to either Term Benchmark Loans or RFR Loans (as defined in the Credit Agreement) plus 1.75% or a base rate plus 0.75%. We have an interest rate swap agreement that ensures the interest rate on \$500.0 million principal amount of our outstanding term loan B does not exceed 3.445% through October 2026. For the term loan B, we are required to make quarterly payments of \$2.4 million with the balance due at maturity in October 2026. We are also required to make mandatory prepayments of the loan, subject to specified exceptions, from excess cash flow and with the proceeds of asset sales, debt issuances and specified other events.

We are required to pay a commitment fee of 0.35% per year on the undrawn portion available under the revolving credit facility and variable fees on outstanding letters of credit. Based on our outstanding letters of credit of \$20.5 million, \$904.5 million was available for future borrowings from our revolving credit facility as of September 30, 2025.

The revolving credit facility matures on November 5, 2029, provided, that if (x) any of the term loan B, our 6.5% Senior Secured Notes due 2027, or our 4.75% Senior Notes due 2027 remain outstanding on the date that is ninety-one days prior to the stated maturity thereof in an aggregate principal amount in excess of \$500.0 million and (y) our consolidated free cash on such date is less than the sum of such outstanding principal amount plus \$500.0 million, then the maturity date of the amended senior secured credit facility will instead be such date.

Debt Covenants

As of September 30, 2025, we believe we were in compliance with all of our debt covenants related to our senior secured credit facility and our corporate senior secured notes, senior notes and convertible senior notes. We expect to remain in compliance with all of these covenants throughout 2025.

Subsequent Events

2.875% Convertible Senior Notes due 2031

On October 10, 2025, we issued \$1.4 billion aggregate principal amount of 2.875% Convertible Senior Notes due 2031 (the “Notes”). In conjunction with this issuance, we intend to use the net proceeds from the Notes, together with borrowings under the new senior secured credit facility detailed below, (i) to fund the redemption (the “Redemption”) in full of all of the Company’s 2026 Notes, (ii) to repay in full amounts outstanding under the Company’s term loan B facility and the revolving credit facilities under the Company’s existing senior secured credit facility, (iii) to pay related fees and expenses in connection with the uses described in clauses (i) and (ii), and (iv) for general corporate purposes.

Interest on the Notes is payable semi-annually in arrears on April 15 and October 15, beginning on April 15, 2026, at a rate of 2.875% per annum. The Notes will mature on October 15, 2031, unless earlier repurchased, redeemed or converted. The Notes will be convertible, under certain circumstances, until July 15, 2031, and on or after such date without condition, at an initial conversion rate of 4.4459 shares of our common stock per \$1,000 principal amount of notes, subject to adjustment. Upon conversion, the notes may be settled in, at our election, shares of common stock or cash or a combination of cash and shares of common stock.

We may redeem for cash all or any portion of the Notes, at our option, on or after October 20, 2028 and before the 41st scheduled trading day before the maturity date, if the sales price of our common stock reaches specified targets as defined in the indenture. The redemption price will equal 100% of the principal amount of the notes plus accrued interest, if any.

If we experience a fundamental change, as defined in the indenture governing the Notes, the holders of the Notes may require us to purchase for cash all or a portion of the Notes, subject to specified exceptions, at a repurchase price equal to the principal amount of the Notes plus accrued and unpaid interest, if any.

5.625% Senior Notes due 2026 Note Redemption

In connection with the Redemption, on October 9, 2025, the Company issued a notice of conditional full redemption to redeem the 2026 Notes on November 8, 2025 (the “Redemption Date”) at a redemption price determined in accordance with the indenture governing the 2026 Notes plus accrued and unpaid interest, if any, to, but excluding, the Redemption Date.

Senior Secured Credit Facility

On August 14, 2025, we drew down \$775.0 million from our existing senior secured credit facility primarily to finance the acquisition of an additional 24% interest in OCESA from CIE and for other general corporate purposes. This borrowing was fully repaid in October 2025.

On October 21, 2025, we amended, amended and restated and refinanced, our existing senior secured credit facility and entered into an amended and restated credit agreement (the “2025 Credit Agreement”). The 2025 Credit Agreement provides for, among other things, (i) a \$1.3 billion term loan B facility (the “new term loan B facility”), (ii) a \$700.0 million delayed draw term loan A facility (the “new delayed draw term loan A facility”), (iii) a \$1.3 billion multicurrency revolving credit facility (the “new multicurrency revolving credit facility”), and (iv) a \$400.0 million venue expansion revolving credit facility (the “new venue expansion revolving credit facility” and together with the new multicurrency revolving credit facility, the “new revolving credit facilities”).

We are required to pay a commitment fee of 0.35% per year on the undrawn portion available under the new revolving facilities and the new delayed draw term loan A facility, and customary letter of credit fees, as necessary.

The 2025 Credit Agreement contains a financial covenant that requires us to maintain a maximum ratio of consolidated net debt to consolidated EBITDA (both as defined in the 2025 Credit Agreement) that ranges from 6.75x to 5.25x, with the first measurement occurring after the quarter ended March 31, 2026, the first step down of 0.50x occurring on March 31, 2027 and additional step downs of 0.50x occurring annually thereafter.

The new revolving facilities and new delayed draw term loan A facility mature on October 21, 2030 if certain conditions are met in accordance with the 2025 Credit Agreement. The new term loan B facility matures on October 21, 2032. Upon closing of the 2025 Credit Agreement, the new term B loan facility of \$1.3 billion was fully drawn while the new delayed draw term loan A facility and the new revolving credit facilities were undrawn.

Uses of Cash

Acquisitions

During the nine months ended September 30, 2025, we completed various acquisitions that resulted in cash paid, net of cash acquired of \$68.3 million.

Capital Expenditures

Venue and ticketing operations require ongoing investment in our existing venues and ticketing systems to address fan and artist expectations, technological industry advances and various federal, state and/or local regulations.

We categorize capital outlays between revenue generating capital expenditures and maintenance capital expenditures. Revenue generating capital expenditures are primarily focused on our global venue expansion strategy as we connect more artists to their global fan base and major renovations to buildings to enhance the fan experience and drive improvements in our hospitality efforts including onsite spending and premium experiences. In addition, in Ticketing, we continue to develop new ticketing tools and technology enhancements. Revenue generating capital expenditures can also include smaller projects whose purpose is to increase revenue and/or improve operating income. Maintenance capital expenditures are associated with the renewal and improvement of existing venues and technology systems, web development and administrative offices. Capital expenditures typically increase during periods when our venues are not in operation since that is the time that such improvements can be completed.

Our capital expenditures, including accruals for amounts incurred but not yet paid for, but net of expenditures funded by outside parties such as landlords and noncontrolling interest partners or expenditures funded by insurance proceeds, consisted of the following:

	Nine Months Ended September 30,	
	2025	2024
	(in thousands)	
Revenue generating	\$ 600,992	\$ 363,576
Maintenance	79,827	81,529
Total capital expenditures	\$ 680,819	\$ 445,105

Revenue generating capital expenditures during the first nine months of 2025 increased from the same period of the prior year primarily due to venue expansion and enhancements across North America and Latin America.

We expect capital expenditures to be approximately \$1.0 billion for the year ending December 31, 2025 with approximately 85% dedicated to revenue generating projects, including \$700 million to \$800 million of spend relating to our venue expansion and enhancement plans. Some of the more significant projects in 2025 include an extensive renovation of an arena in Hamilton, Ontario in Canada and the new Riverside Amphitheater outside of Kansas City, Missouri which will open in 2026. Approximately \$200 million of our capital expenditure estimate is being funded outside our cash flow by third party equity partners, pre-selling certain premium rights and project-based debts.

Cash Flows

	Nine Months Ended September 30,	
	2025	2024
	(in thousands)	
Cash provided by (used in):		
Operating activities	\$ 1,449,046	\$ 680,052
Investing activities	\$ (832,767)	\$ (642,798)
Financing activities	\$ (322,780)	\$ (692,460)

Operating Activities

Cash provided by operating activities increased \$769.0 million for the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to changes in operating assets and liabilities from timing of events on sale, payments and receipts as well as lower gain on mark-to-market of investments in nonconsolidated affiliates and higher deferred income taxes.

Investing Activities

Cash used in investing activities increased \$190.0 million for the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to higher purchases of property, plant and equipment for revenue generating capital expenditures partially offset by lower advances of notes receivable due to timing. See “—Uses of Cash - Acquisitions and Capital Expenditures” above for further discussion.

Financing Activities

Cash used in financing activities decreased \$369.7 million for the nine months ended September 30, 2025 as compared to the same period of the prior year primarily due to the draw down of \$775.0 million from our revolving credit facility as well as lower payments on debt. These were partially offset by higher purchases of noncontrolling interests including the acquisition of an additional 24% interest in OCESA from CIE. See “—Sources of Cash” above for further discussion.

Seasonality

Information regarding the seasonality of our business can be found in Part I—Financial Information—Item 1.—Financial Statements—Note 1 – Basis of Presentation and Other Information.

Market Risk

We are exposed to market risks arising from changes in market rates and prices, including movements in foreign currency exchange rates and interest rates.

Foreign Currency Risk

We have operations in countries throughout the world. The financial results of our foreign operations are measured in their local currencies. Our foreign subsidiaries also carry certain net assets or liabilities that are denominated in a currency other than that subsidiary's functional currency. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we have operations. We operate in certain countries that are hyper-inflationary, however the impact of these currencies did not have a material impact on our statement of operations for the three and nine months ended September 30, 2025 and 2024. Our foreign operations reported an operating income of \$575.2 million for the nine months ended September 30, 2025. We estimate that a 10% change in the value of the United States dollar relative to foreign currencies would change our operating income for the nine months ended September 30, 2025 by \$57.5 million. As of September 30, 2025, our most significant foreign exchange exposure included the Euro, British Pound, Australian Dollar, Canadian Dollar and Mexican Peso. This analysis does not consider the implication such currency fluctuations could have on the overall economic conditions of the United States or other foreign countries in which we operate or on the results of operations of our foreign entities. In addition, the reported carrying value of our assets and liabilities, including the total cash and cash equivalents held by our foreign operations, will also be affected by changes in foreign currency exchange rates.

We primarily use forward currency contracts, in addition to options, to reduce our exposure to foreign currency risk associated with short-term artist fee commitments. At September 30, 2025, we had forward currency contracts outstanding with an aggregate notional amount of \$471.7 million.

Interest Rate Risk

Our market risk is also affected by changes in interest rates. We had \$7.4 billion of total debt, excluding unamortized debt discounts and issuance costs, outstanding as of September 30, 2025. Of the total amount, we had \$6.0 billion of fixed-rate debt and \$1.4 billion of floating-rate debt.

Based on the amount of our floating-rate debt as of September 30, 2025, each 25-basis point increase or decrease in interest rates would increase or decrease our annual interest expense and cash outlay by approximately \$3.6 million. This potential increase or decrease is based on the simplified assumption that the level of floating-rate debt remains constant with an immediate across-the-board increase or decrease as of September 30, 2025 with no subsequent change in rates for the remainder of the period.

In January 2020, we entered into an interest rate swap agreement that is designated as a cash flow hedge for accounting purposes to effectively convert a portion of our floating-rate debt to a fixed-rate basis. The swap agreement expires in October 2026, has a notional amount of \$500.0 million and ensures that a portion of our floating-rate debt does not exceed 3.445%.

Accounting and Other Pronouncements

Information regarding recently issued and adopted accounting pronouncements can be found in Part I — Financial Information—Item 1.—Financial Statements—Note 1 — Basis of Presentation and Other Information.

In 2021, the Organization for Economic Co-operation and Development ("OECD") released Pillar Two model rules designed to ensure large multinational enterprises ("MNE") pay a minimum level of tax arising in each jurisdiction they operate. Over 135 jurisdictions joined a plan to update key elements of the international tax system and provide for a coordinated system of taxation that imposes top-up tax on profits arising in a jurisdiction whenever the effective rate is below the minimum rate. Effective January 1, 2024, many of these jurisdictions have enacted a global 15% minimum effective tax rate. This minimum rate applies to MNE's with consolidated revenue above €750 million. Based on the Company's current analysis, the current Pillar Two rules do not have a material impact on the Company's financial statements for the current period.

Critical Accounting Policies and Estimates

The preparation of our financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. On an ongoing basis, we evaluate our estimates that are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of revenue and expenses that are not readily apparent from other sources. Because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such difference could be material.

Management believes that the accounting estimates involved in business combinations, impairment of long-lived assets and goodwill, revenue recognition, and income taxes are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. These critical accounting estimates, the judgments and assumptions and the effect if actual results differ from these assumptions are described in Part II—Financial Information—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2024 Annual Report on Form 10-K filed with the SEC on February 21, 2025.

There have been no changes to our critical accounting policies during the nine months ended September 30, 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Required information is within Part I — Financial Information—Item 2.—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Market Risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to our company, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and our board of directors.

Based on their evaluation as of September 30, 2025, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective to ensure that (1) the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (2) the information we are required to disclose in such reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal controls will prevent all possible errors and fraud. Our disclosure controls and procedures are, however, designed to provide reasonable assurance of achieving their objectives, and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at that reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION**Item 1. Legal Proceedings**

Information regarding our legal proceedings can be found in Part I—Financial Information—Item 1. Financial Statements—Note 6 – Commitments and Contingent Liabilities.

Item 1A. Risk Factors

While we attempt to identify, manage and mitigate risks and uncertainties associated with our business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Part I—Item 1A.—Risk Factors of our 2024 Annual Report on Form 10-K filed with the SEC on February 21, 2025, describes some of the risks and uncertainties associated with our business which could materially and adversely affect our business, financial condition, cash flows and results of operations, and the trading price of our common stock could decline as a result. We do not believe that there have been any material changes to the risk factors previously disclosed in our 2024 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Purchase of Equity Securities**

The following table provides information regarding repurchases of our common stock during the three months ended September 30, 2025:

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Program ⁽²⁾	Maximum Fair Value of Shares that May Yet Be Purchased Under the Program ⁽²⁾
July 2025	6,071	\$143.94		
August 2025	104,574	\$150.76		
September 2025	95,721	\$171.76		
	<u>206,366</u>			

⁽¹⁾ Represents shares of common stock that employees surrendered as part of the default option to satisfy withholding taxes in connection with the vesting of restricted stock awards under our stock incentive plan. Pursuant to the terms of our stock plan, such shares revert to available shares under the plan.

⁽²⁾ We do not have a publicly announced program to purchase shares of our common stock. Accordingly, there were no shares purchased as part of a publicly announced program.

Item 3. Defaults Upon Senior Securities

None.

Item 5. Other Information

No director or officer adopted or terminated any Rule 10b5-1 plan, or any other written trading arrangement that meets the requirements of a “non-Rule 10b5-1 trading arrangement” during the three months ended September 30, 2025.

Item 6. Exhibits

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit No.	Filing Date	
31.1	Certification of Chief Executive Officer.					X
31.2	Certification of Chief Financial Officer.					X
32.1	Section 1350 Certification of Chief Executive Officer.					X
32.2	Section 1350 Certification of Chief Financial Officer.					X
101.INS	XBRL Instance Document - this instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	XBRL Taxonomy Schema Document.					X
101.CAL	XBRL Taxonomy Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Definition Linkbase Document.					X
101.LAB	XBRL Taxonomy Label Linkbase Document.					X
101.PRE	XBRL Taxonomy Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (Formatted as Inline XBRL and contained in Exhibit 101)					X

§ Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 4, 2025.

LIVE NATION ENTERTAINMENT, INC.

By:

/s/ Brian Capo

Brian Capo

**Senior Vice President—Chief Accounting Officer
(Duly Authorized Officer)**

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Michael Rapino, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Live Nation Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2025

By: /s/ Michael Rapino
Michael Rapino
President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

CERTIFICATION

I, Joe Berchtold, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Live Nation Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2025

By: /s/ Joe Berchtold
Joe Berchtold
President and Chief Financial Officer

SECTION 1350 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

In connection with this Quarterly Report of Live Nation Entertainment, Inc. (the “Company”) on Form 10-Q for the quarter ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael Rapino, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2025

By: /s/ Michael Rapino
Michael Rapino
President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

SECTION 1350 CERTIFICATION OF CHIEF FINANCIAL OFFICER

In connection with this Quarterly Report of Live Nation Entertainment, Inc. (the “Company”) on Form 10-Q for the quarter ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Joe Berchtold, President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2025

By: /s/ Joe Berchtold
Joe Berchtold
President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.