



INVITATION
ANNUAL
GENERAL MEETING
OF TUI AG

Hanover Congress Centrum
10 February 2026, 11:00 a.m. (CET)

TUI AG

INVITATION

TUI hereby invites its shareholders to the Annual General Meeting on Tuesday, 10 February 2026 at 11:00 hours (CET) at HCC Hanover Congress Centrum, Theodor-Heuss-Platz 1-3, 30175 Hanover, Germany.

TUI AG
Berlin/Hanover
Karl-Wiechert-Allee 23
30625 Hanover
Germany

The Company's share capital

is divided, at the time of convocation, into 507,431,033 no-par value shares carrying the same number of votes. A ban of voting rights exists in relation to 55,179,167 shares under applicable sanctions laws. Hence, at the time of convocation, the total exercisable voting rights amount to 452,251,866. The Company does not hold any shares in treasury.

Securities identification numbers of voting and participating shares:

ISIN-Code	WKN
DE 000 TUA G50 5	TUA G50

Securities identification numbers of voting shares only:

ISIN-Code	WKN
DE 000 TUA G35 6	TUA G35

Unique identifier of the event: 850c74e3ff0df011b54000505696f23c

I. AGENDA

for the Annual General Meeting of TUI AG on 10 February 2026

1. Presentation of the approved annual financial statements and the approved consolidated financial statements, the summarised management and group management report with a report explaining the information in accordance with sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and the report of the Supervisory Board, each for the financial year ended 30 September 2025

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are therefore adopted. Therefore, in accordance with the statutory provisions, no resolution is planned on this item of the agenda.

The annual financial statements, the consolidated financial statements, the combined management report and group management report with the explanatory report on the disclosures pursuant to sections 289a and 315a HGB and the report of the Supervisory Board are available from the date of convocation and also during the Annual General Meeting at www.tuigroup.com/en/investors/annual-general-meeting.

2. Resolution on the use of the net profit available for distribution

The Executive Board and the Supervisory Board propose that an amount of EUR 50,743,104.30 from the reported net profit for the financial year that ended on 30 September 2025 of EUR 431,249,084.92 be applied towards the distribution of a dividend of EUR 0.10 per participating share and the remaining amount of EUR 380,505,981.62 be carried forward to new account. Pursuant to section 58 (4) sentence 2 of the German Stock Corporation Act (*Aktiengesetz*, "AktG"), the shareholders' claim to their dividend will fall due on the third business day after the resolution was passed by the Annual General Meeting. The dividend shall thus be paid on 13 February 2026.

3. Resolution on the approval of the actions of the Executive Board

The Supervisory Board and the Executive Board propose that the actions of the members of the Executive Board in the financial year that ended on 30 September 2025 be approved.

Approval is to take place on an individual basis, i.e. a separate resolution is to be passed for each member. The actions of the following members holding office on the Executive Board in the preceding financial year are to be approved: Sebastian Ebel (CEO), Mathias Kiep, Peter Krueger, Sybille Reiss and David Schelp.

4. Resolution on the approval of the actions of the Supervisory Board

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year that ended on 30 September 2025 be approved.

Approval is to take place on an individual basis, i.e. a separate resolution is to be passed for each member. The actions of the following members holding office on the Supervisory Board in the preceding financial year are to be approved: Dr Dieter Zetsche (Chairman), Frank Jakobi (Deputy Chairman), Ingrid-Helen Arnold, Sonja Austermühle, Christian Baier, Andreas Barczewski, Peter Bremme, María Garaña Corces, Dr Jutta A. Dönges, Prof. Dr Edgar Ernst, Wolfgang Flintermann, Stefan Heinemann, Janina Kugel, Johan Lundgren, Coline Lucille McConville, Helena Murano, Mark Muratovic, Pepijn Rijvers, Joan Trían Riu, Anette Stempel, Rainald Thannisch, Tanja Viehl and Stefan Weinhofer.

5. Resolution on the appointment of the auditor and the auditor of the sustainability report for the financial year that will end on 30 September 2026

5.1 Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the financial year that will end on 30 September 2026 and of the auditor of the audit review of the half-year financial report for the first half and of a potential review of additional interim financial information for the financial year that will end on 30 September 2026

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as auditor of the annual financial statements and the consolidated financial statements for the financial year that will end on 30 September 2026 and also for the audit review of the half-year financial report for the first half of such financial year.

The Supervisory Board, based on the recommendation of the Audit Committee, further proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as auditor for a potential review of additional interim financial information within the meaning of section 115 (7) of the German Securities Trading Act (*Wertpapierhandelsgesetz*, "WpHG") for the financial year that will end on 30 September 2026.

5.2 Resolution on the appointment of the auditor of the sustainability report

Based on the recommendation and in accordance with the preference of its Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as auditor of the sustainability report and the group sustainability report for the financial year that will end on 30 September 2026. The resolution will only be implemented if, in accordance with the CSRD Implementation Act yet to be adopted, a sustainability report to be prepared for the 2026 financial year is subject to audit by an auditor to be appointed by the Annual General Meeting.

According to Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, which entered into force on 5 January 2023, amending Regulation (EU) No 537/2014 ("EU Audit Regulation") and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting, as amended by Directive (EU) 2025/794 (*Corporate Sustainability Reporting Directive*, "CSRD") large capital market-oriented companies with more than 500 employees must expand their (consolidated) financial statements to include a (consolidated) sustainability report for fiscal years beginning after 31 December 2024. This sustainability report must be externally audited by the auditor or, at the discretion of the respective member state, by another (statutory) auditor or an independent provider of auditing services.

TUI AG is already subject to non-financial reporting within the meaning of sections 289b (1) and 315b (1) HGB and is therefore obliged to prepare a sustainability report for the Company and the Group and have it audited externally. EU member states were obliged to implement the CSRD into national law by 6 July 2024. However, since implementation by the German legislator through a CSRD implementation law did not take place in 2024, the German government, which has taken over the governmental responsibilities in spring 2025, submitted a revised draft law for the CSRD Implementation Act to the parliament (*Bundestag*) in September 2025. At the time of convocation, it is still unclear when the draft law is expected to be implemented. In order to avoid another General Meeting of the Company to elect an auditor for the sustainability report for the 2026 financial year after implementation of the CSRD Implementation Act, it is proposed to appoint an auditor in the Annual General Meeting already on 10 February 2026. The resolution is only to be implemented if the CSRD Implementation Act provides for a corresponding appointment by the General Meeting.

The Audit Committee declared in accordance with Article 16 (2) subparagraph 3 of the EU Audit Regulation, that its recommendation was free from undue influence by third parties and that no clause

restricting its options within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed on it.

6. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the financial year that will end on 30 September 2027 and of the auditor of the audit review of the half-year financial report for the first half and of a potential review of additional interim financial information for the financial year that will end on 30 September 2027 and until the ordinary Annual General Meeting 2028

On the recommendation and in accordance with the preference of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as auditor of the annual financial statements and the consolidated financial statements for the financial year that will end on 30 September 2027, for the audit review of the half-year financial report for the first half of such financial year, and for a potential review of additional interim financial information within the meaning of section 115 (7) WpHG for such financial year.

Furthermore, on the recommendation and in accordance with the preference of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as auditor for a potential review of additional interim financial information within the meaning of section 115 (7) WpHG for the financial year ending 30 September 2028 until the ordinary Annual General Meeting 2028.

Under the EU Audit Regulation, the Company is obliged to change its auditor at regular intervals – generally at least every ten years. Due to these requirements, the Company is required to change its auditor for the 2026/2027 financial year.

The election of the new auditor and group auditor for the 2026/2027 financial year is to take place at the Annual General Meeting on 10 February 2026. This serves to provide legal and planning certainty for both the Company and the future auditor. The transfer of the audit mandate to a new auditor requires extensive preparations on the part of both the Company and the auditor in a globally positioned group. The election by the Annual General Meeting on 10 February 2026 is intended to ensure that the new auditor can carry out the necessary further preparatory measures as the auditor elected by the Annual General Meeting on a secure legal basis.

The recommendation of the Audit Committee was preceded by a selection process conducted in accordance with Article 16 of the EU Audit Regulation. Subsequently, the Audit Committee recommended KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, and Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hanover, to the Supervisory Board for the advertised audit mandate, stating its reasons, and communicated a justified preference for KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover. In addition, in accordance with Article 16 (2) subparagraph 3 of the EU Audit Regulation, the Audit Committee declared that its recommendation was free from undue influence by third parties and that no clause restricting its options within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed on it.

7. Resolution on an authorisation to acquire and use own shares in accordance with section 71 (1) no. 8 AktG with a potential disapplication of pre-emption rights and rights to tender shares and the option to cancel own shares, also while reducing the share capital

In order to acquire own shares, the Company requires special authorisation from the General Meeting, insofar as this is not expressly permitted by law. The Company currently has no such authorisation to acquire and use own shares. In order to be able to react flexibly to capital market developments in the future, to open up strategic options for corporate financing and, if necessary, to use own shares as

acquisition currency or for employee participation, the Annual General Meeting is to resolve on a corresponding authorisation. This measure serves to strengthen the Company's ability to act and to create sustainable value for shareholders.

The authorisation to acquire and use own shares is also intended to authorise the Executive Board to use own shares subject to the disapplication of shareholders' pre-emption rights or to cancel them, also while reducing the share capital. At the same time, it is to be ensured that the disposal of own shares acquired on the basis of the authorisation with pre-emption rights being disappplied is only permitted if and to the extent that, after the granting of the authorisation, this does not result in the disapplication of pre-emption rights in respect of a share volume of more than 10% of the share capital in aggregate, even when the potential exercise of other authorisations allowing for the disapplication of pre-emption rights is taken into account. The volume for the right to acquire shares shall also be limited to a maximum of 10% of the share capital.

The Executive Board and the Supervisory Board therefore propose that the following resolution be passed:

- a) The Executive Board is authorised to acquire own shares until 9 February 2031 in a volume of up to a maximum of 10% of the share capital existing at the time of the resolution or, if this value is lower, at the time of exercising the authorisation, i.e. a maximum of 50.743.103 shares. The shares acquired on the basis of this authorisation, together with other own shares held by the Company or attributable to the Company in accordance with sections 71a et seq. AktG, must at no time exceed 10% of the share capital. In addition, the requirements of section 71 (2) sentences 2 and 3 AktG must be complied with. The authorisation must not be used for the purposes of trading in own shares.
- b) The authorisation may be used in whole or in part, once or several times, and in pursuit of one or several objectives. The acquisition may be effected by the Company, by dependent companies or companies that are majority-owned by the Company, or by third parties acting for their account or for the account of the Company. The acquisition will be effected, depending on the preference of the Executive Board, either on the stock exchange or by means of a public offer to buy or a public call to shareholders to submit an offer to sell (together "public tender offer").
 - If the shares are acquired on the stock exchange, the share price paid by the Company (not including incidental acquisition costs) must not be more than 10% above or below the market price determined during the opening auction on the Frankfurt Stock Exchange (Xetra trading) on the respective stock exchange trading day.
 - If the shares are acquired by means of a public tender offer to all shareholders, the offer price per share paid by the Company (not including incidental acquisition costs) must not be more than 10% above or below the price for the Company's shares determined during the closing auction on the Frankfurt Stock Exchange (Xetra trading) on the last stock exchange trading day before the decision of the Executive Board on the tender offer. If, following the announcement of a public offer to buy or a public call to shareholders to submit an offer to sell, there are significant variations in the relevant price, the offer or the call to shareholders to submit an offer to sell may be adjusted. In this case, the average price during the three stock exchange trading days prior to the decision of the Executive Board on any such adjustment will be used. If the total number of shares tendered in response to a public tender offer exceeds the volume of the latter, the acquisition may be effected in accordance with the ratio of shares tendered (tender ratio); in addition, preference may be given to accepting small quantities (up to 50 shares per shareholder) and rounding in accordance with common business practice may be allowed in order to avoid fractions of shares. Any further-reaching tender right on the part of shareholders is disappplied in this context.
- c) Company shares that have been acquired on the basis of this authorisation (up to 10% of the share capital existing at the time of the resolution, but no more than 50.743.103 shares) may be sold through the stock exchange or by offering them to the shareholders in accordance with the principle of equal treatment. Furthermore, the Executive Board is authorised to use these shares for the following

purposes instead:

- The shares may be cancelled, with the consent of the Supervisory Board, without such cancellation or the execution of such cancellation requiring any further resolution by the General Meeting. They may also be cancelled without a capital reduction by adjusting the calculated pro rata amount of the Company's share capital attributable to the remaining shares. The cancellation may be restricted to only a portion of the shares acquired. If cancellation takes place without a capital reduction, the Executive Board is authorised to modify the number of the shares in the Charter accordingly.
 - The shares may, with the consent of the Supervisory Board, also be sold by means other than a sale on the stock exchange or an offer to shareholders provided that the shares are sold for cash at a price that is not significantly below the market price (at the time of the sale) of shares of the Company that are subject to the same terms. In this case, the total number of shares to be sold is limited to 10% of the share capital existing at the time the resolution concerning the authorisation is passed by the General Meeting or – if lower – at the time the authorisation is exercised. The above authorisation volume of 10% of the share capital is reduced by the portion of the share capital attributable to shares or relating to bonds carrying warrant and / or conversion rights or obligations that were issued or sold after 10 February 2026 subject to the disapplication of pre-emption rights in accordance with section 186 (3) sentence 4 AktG applied directly, analogously or mutatis mutandis.
 - The shares may, with the consent of the Supervisory Board, also be sold against contributions in kind, in particular in connection with the acquisition of companies, parts of companies, interests in companies (including an increase of participation) or other assets (including receivables) and within the context of mergers.
 - The shares may also be used in connection with the exercise of conversion or warrant conversion or warrant rights or for the purpose of fulfilling conversion or warrant conversion or warrant obligations under convertible bonds, bonds with warrants, profitsharing rights and / or income bonds (or combinations thereof) issued by the Company or by group companies and carrying conversion or warrant conversion or warrant rights or obligations.
- d) The authorisation under c) bullet points 2 to 4 also relates to the use of Company shares acquired on the basis of section 71d sentence 5 AktG.
- e) The authorisations under c) may be exercised once or several times, in full or in part, and individually or together, while the authorisations under c) bullet points 2 to 4 may additionally be exercised by dependent companies or companies that are majority-owned by the Company, or by third parties acting for their account or for the account of the Company.
- f) Shareholders' pre-emption rights to own shares are disapplied insofar as these shares are used in accordance with the abovementioned authorisations under c) bullet points 2 to 4. In the event that the own shares are sold by means of an offer to the shareholders, the Executive Board will be authorised, subject to the consent of the Supervisory Board, to disapply shareholders' pre-emption rights for fractional amounts. However – in addition to the other restrictions under this resolution – the total portion of the share capital attributable to own shares for which pre-emption rights have been disapplied under this authorisation or through the exercise of the authorisations under c) bullet points 2 to 4 must not, together with the portion of share capital attributable to own shares or new shares from authorised capital issued under disapplication of pre-emption rights or to own or new shares relating to conversion or warrant conversion or warrant rights or obligations from bonds that were sold or issued after 10 February 2026 subject to the disapplication of pre-emption rights under an analogous application of section 186 (3) sentence 4 AktG, exceed 10% of the share capital. This threshold is to be calculated on the basis of the amount of share capital existing at the time of the

effectiveness of the authorisation or sale of own shares, whichever is lower.

8. Resolution on the election of a Supervisory Board member

With effect as of 24 June 2025, Mr Johan Lundgren was appointed a member of TUI AG's Supervisory Board by court. In line with recommendation C.15 sentence 2 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*, "DCGK"), the Executive Board has applied for the term of Mr Lundgren's appointment by court to be limited until the close of the next Annual General Meeting. To meet the standards of good corporate governance, therefore, the Supervisory Board proposes that Mr Lundgren be elected a member of the Company's Supervisory Board by resolution of the Annual General Meeting with effect from the close of the Annual General Meeting on 10 February 2026.

In accordance with sections 96 (1), 101 (1) AktG and section 7 (1) sentence 3, sentence 1 no. 2 and no. 3 of the German Codetermination Act 1976 (*Mitbestimmungsgesetz*) in conjunction with Article 11 (1) sentence 1 of the Charter of TUI AG, the Supervisory Board of the Company is made up of ten shareholder representatives and ten employee representatives until the close of the Annual General Meeting 2026, and of eight shareholder representatives and eight employee representatives thereafter. In accordance with section 96 (2) sentence 1 AktG, the Supervisory Board is moreover made up of at least 30% women and at least 30% men (required minimum proportion).

Neither the shareholder representatives nor the employee representatives have previously objected to the overall fulfilment pursuant to section 96 (2) sentence 3 AktG, according to which the minimum proportion of 30% women and 30% men is to be fulfilled by the Supervisory Board overall. Therefore, the Supervisory Board had to be filled with a total of at least six women and at least six men in order to fulfil the required minimum proportion. That was the case until now.

Pursuant to section 96 (2) sentence 3 AktG, the shareholder representatives have now objected to the overall fulfilment. Accordingly, the shareholder representatives must now include at least two women and at least two men, as must the employee representatives. For the shareholder representatives, the required minimum proportion will still be fulfilled if Mr Lundgren is elected a member of the Company's Supervisory Board, since in this case the shareholder representatives will include four women and four men. The employee representatives will include eight men from the close of the Annual General Meeting on 10 February 2026. In this respect, therefore, the required minimum proportion will no longer be fulfilled from the close of the Annual General Meeting on 10 February 2026. When employee representatives are appointed in future, however, the required minimum proportion will need to be fulfilled for employee representatives as well.

Based on the corresponding proposal of the nomination committee and taking into account the Supervisory Board's aims published in the Declaration on Corporate Governance regarding its composition, the profile of required skills and expertise as well as the diversity concept (*Diversitätskonzept*), the Supervisory Board proposes that Mr Johan Lundgren, Member of the Supervisory Board and Advisor, residing in London, UK, be elected to the Supervisory Board as shareholder representative from the close of the Annual General Meeting 2026 until the close of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for the financial year ending 30 September 2029, i.e. until the Annual General Meeting 2030.

Information pursuant to section 125 (1) sentence 5 AktG and pursuant to recommendation C.13 DCGK:

Mr Johan Lundgren has been a member of TUI AG's Supervisory Board since being appointed by court as of 24 June 2025. He is not a member of any other Supervisory Board required by law. Mr Lundgren is a member of comparable supervisory bodies of the foreign commercial companies Palma Music Studios S.L., Palma de Mallorca, Spain (not listed), JPL Consulting Limited, Okehampton, Devon, UK (not listed) and Kingsmere Music Limited, Okehampton, Devon, UK (not listed).

With regard to recommendation C.13 DCGK, it is stated that, in the opinion of the Supervisory Board, Mr Johan Lundgren has no personal or business relationship with companies of the TUI Group, the Company, bodies of the Company or a shareholder with a material interest in the Company whose disclosure is recommended by C.13 DGCK.

The shareholder representatives on the Supervisory Board consider Mr Johan Lundgren to be independent within the meaning of recommendation C.6 DCGK.

Further information on Mr Johan Lundgren, in particular his curriculum vitae, can be found on the Company's website at www.tuigroup.com/en/investors/annual-general-meeting. The curriculum vitae also reflects, among other things, the extent to which Mr Lundgren contributes to fulfilling the Supervisory Board's profile of required skills and expertise. The Supervisory Board's profile of required skills and expertise is also published at www.tuigroup.com/en/investors/corporate-governance/management-information. A qualification matrix of the Supervisory Board can be found in the Company's Annual Report beginning on page 192.

9. Resolution on amendments to the Charter

9.1 Resolution on the authorisation of the Executive Board to decide on virtual General Meetings, Article 21 (8) of the Charter – amendment to the Charter

In accordance with section 118a AktG, the Charter may stipulate, or authorise the Executive Board to stipulate, that the General Meeting be held without the physical presence of shareholders or their proxies at the location of the meeting (virtual General Meeting). Such authorisation must be limited in time pursuant to section 118a (3) AktG and may be granted for a maximum of five years following its registration.

The authorisation of the Executive Board to conduct virtual general meetings, as resolved by the company's General Meeting on 14 February 2023, expired at the end of 28 February 2025. Although the required majority for renewing the authorisation was not reached when voting at the general meeting on 11 February 2025, more than 66% of TUI's shareholders supported the proposal. This vote highlights the strong support for the virtual format among a large number of shareholders and shows that it is considered as a contemporary format for General Meetings. The Executive Board and the Supervisory Board remain convinced that the virtual format represents a viable and appropriate alternative to physical General Meetings. Both formats enable shareholders to exercise their rights – particularly the rights to speak, ask questions, and submit motions – in an adequate manner, with the virtual format offering the additional benefit of not having to travel. Experiences from the General Meetings held in 2023, 2024 and 2025 confirm the high level of acceptance of the virtual format among shareholders: Participation through speeches during these years was as high or even higher than typically observed at previous in-person meetings. Moreover, the virtual format contributes to sustainability by reducing personnel, resource, and cost expenditures for the Company – an aspect that serves the interests of both the Company and its shareholders. In light of potential geopolitical uncertainties and the possibility of another pandemic, it seems advisable to retain the option of holding General Meetings virtually in the future. The legislator has established a permanent framework through the provisions of sections 118a et seq. AktG and may no longer see the need for separate, newly enacted special regulations.

Prior to each General Meeting, the Executive Board will decide on the format of the meeting in the best interest of the Company and its shareholders, taking into account the specific circumstances and past experiences. The proposed amendment to the Charter under agenda item 9.1 further stipulates that any future decision by the Executive Board to hold the General Meeting in virtual form will require the approval of the Supervisory Board.

Should the Executive Board decide to conduct a virtual General Meeting in the future, its structure and procedures will closely follow the process and workflows of the General Meetings held over the past three years, and will, in particular, not require the prior submission of questions.

The Executive Board shall not be granted authorisation for the maximum period of five years permitted by law for holding virtual General Meetings, but instead for a period of approximately two years following the registration of the amendment to the Charter. Furthermore, in order to accommodate the interests of shareholders who prefer in-person meetings, the Executive Board undertakes to hold the General Meeting as a physical event at least once during the term of the authorisation period.

The Executive Board and the Supervisory Board propose that Article 21 (8) of the Charter shall be amended to read as follows:

“(8) The Executive Board is authorised, subject to the consent of the Supervisory Board, until 28 February 2028 to decide that the meeting may be held without the physical presence of the shareholders or their proxies at the location of the General Meeting (virtual General Meeting). Any use of this procedure and the provisions made in this respect shall be announced when the General Meeting is convened.”

9.2 Resolution on the amendment of the formal requirements for registration for the Annual General Meeting, Article 21 (2) Sentence 1 of the Charter, and for granting proxies to the Company-appointed proxy, Article 21 (5) sentence 2 of the Charter – amendments to the Charter

The Company's Charter currently stipulates that registration for the Annual General Meeting as well as granting authorisation to the proxy appointed by the Company can be made, among other means, by fax. This option is to be removed for reasons of legal certainty and practicability. The use of fax has largely been replaced by electronic forms of communication in today's business transactions and is no longer supported by the Company with the necessary reliability.

Under the proposed amendment, registration for the Annual General Meeting as well as granting authorisation to the proxy appointed by the Company will continue to be possible in writing or by electronic means. This provides shareholders with a simple and secure registration option, while at the same time reducing the technical and organisational effort involved.

This change does not put shareholders at a disadvantage, as the communication channels that remain permissible are state-of-the-art and also ensure timely registration. The change thus serves to modernise and provide legal certainty in the registration process and in granting of authorisations to the Company-appointed proxies.

The Executive Board and Supervisory Board propose that Article 21 (2) sentence 1 and Article 21 (5) sentence 2 of the Charter shall be amended to read as follows:

“(2) ¹Registration to attend shall be addressed to the Executive Board at the Company's registered office or at another location specified in the invitation in writing, or, if so resolved by the Executive Board, by electronic means to be specified by the Executive Board, no later than seven days before the Annual General Meeting.”

“(5) ²Proxies issued to the Company-appointed proxy can be given in writing or via an electronic medium in a form to be defined in more detail by the Executive Board.”

9.3 Resolution to remove the requirement for Supervisory Board approval for the appointment of an authorised officer (*Prokurist*), Article 10 (2) of the Charter – amendment to the Charter

According to Article 10 (2) of the Company's Charter, granting authorisation as an authorised officer (*Prokurist*) for the Company requires the approval of the Supervisory Board. This approval requirement represents an additional formal hurdle in the context of day-to-day management, without creating any discernible added value for the control or risk management of the Company.

Granting authorisation as an authorised officer (*Prokurist*) regularly concerns operational processes and is one of the usual tasks of the ordinary management of the Executive Board within the meaning of section 76 (1) AktG. Approval by the Supervisory Board is therefore not required and is also not provided for in the basic legal concept.

The proposed amendment to the Charter brings responsibility in line with the statutory provision and simplifies the decision-making process. The Supervisory Board retains its general supervisory function in accordance with section 111 AktG, while operational responsibility for the appointment of an authorised officer (*Prokurist*) remains with the Executive Board. This does not give rise to any risks, as the power of representation of the authorised signatories can still only be exercised jointly with a member of the Executive Board or another authorised signatory.

The Executive Board and Supervisory Board propose that Article 10 (2) of the Charter be amended to read as follows:

“(2) The authorisation as an authorised officer (Prokurist) shall be conferred by the Executive Board in such a manner that the authorised officer (Prokurist) will be empowered to represent the Company jointly with a member of the Executive Board or with another authorised officer (Prokurist).”

10. Resolution on the approval of the remuneration report for the financial year that ended on 30 September 2025 prepared and audited pursuant to section 162 AktG

According to section 162 AktG the Executive Board and the Supervisory Board must prepare a remuneration report on an annual basis. The remuneration report explains the remuneration of the members of the Executive Board of TUI AG and the remuneration of the members of the Supervisory Board in accordance with the Charter. The remuneration systems underlying the remuneration presented are based in particular on the recommendations of the German Corporate Governance Code, the requirements of the German Commercial Code and the German Stock Corporation Act. The auditor is required to audit if the remuneration report contains all the information required by law and to issue an audit report on this. Pursuant to section 120a (4) AktG the audited remuneration report needs to be submitted to the General Meeting for approval by shareholders. The decision of the General Meeting relating to the approval of the remuneration report is non-binding.

The remuneration report for the financial year that ended on 30 September 2025 is available on the Company's website at www.tuigroup.com/en/investors/annual-general-meeting, together with the auditor's audit report.

The Executive Board and Supervisory Board propose that the Annual General Meeting approve the remuneration report for the financial year that ended on 30 September 2025, which is published at www.tuigroup.com/en/investors/annual-general-meeting together with the auditor's report.

II. REPORT OF THE EXECUTIVE BOARD CONCERNING AGENDA ITEM 7 - AUTHORISATION OF THE EXECUTIVE BOARD TO ACQUIRE AND USE OWN SHARES

The proposal under agenda item 7 provides for an authorisation to acquire own shares in accordance with section 71 (1) no. 8 AktG representing up to 10% of the share capital, but no more than 50,743,103 shares, until 9 February 2031.

The disapplication of pre-emption rights in case of a disposal of own shares acquired on the basis of the new authorisation shall only be permitted within strict volume limits, which must not exceed 10% of the share capital, also taking into account the potential exercise of other authorisations allowing for the disapplication of pre-emption rights. These restrictions, together with the reasons for the potential disapplication of pre-emption and tender rights, are explained below.

Under the authorisation, the Company, in addition to being able to acquire own shares on the stock exchange, is also to be able to acquire own shares by means of a public tender offer to buy or a public call to submit an offer to sell to all shareholders. The principle of equal treatment, as specified under German stock corporation law, must be observed regardless of the manner by which the acquisition is effected. In the case of a public tender offer to buy or a public call to submit an offer to sell, shareholders can decide how many shares they wish to offer to the Company and – where a price range is specified – at what price. In the event that the volume offered at the specified price exceeds the number of shares the Company wishes to acquire, it must be possible for the acquisition to be effected in accordance with the ratio of shares tendered (tender ratios). Only where an acquisition is made according to tender ratios rather than participation ratios will it be possible to handle the acquisition process effectively in technical terms. It must also be possible for preference to be given to accepting small offers or small parts of offers up to a maximum of 50 shares per shareholder. This makes it possible to avoid small, generally uneconomical residual amounts, thereby preventing the risk of small shareholders being put at a de facto disadvantage. It also serves to simplify the technical handling of the acquisition process. It must be possible, in all cases, to permit rounding in accordance with common business practice in order to avoid fractions of shares. This also serves to simplify the technical handling as it allows to ensure that only whole shares are acquired. In all of these cases, the disapplication of any further-reaching tender rights of shareholders is necessary and is considered by the Executive Board and the Supervisory Board to be justified and appropriate vis-à-vis the shareholders. The purchase price or the upper and lower limits of the purchase price range offered for each share (not including incidental acquisition costs) must not be more than 10% above or below the price for the Company's shares determined during the closing auction at the Frankfurt Stock Exchange (Xetra trading) on the last trading day before the Executive Board's decision on the publication of the tender offer. If, following the announcement of a public tender offer to buy or a public call to submit an offer to sell, there are significant variations in the relevant price, the offer or the call to submit an offer to sell may be adjusted. In this case, the average price during the three trading days prior to the Executive Board's decision on the public announcement of any such adjustment will be used.

The authorisation may be used in whole or in part, once or several times, and in pursuit of one or several objectives. The acquisition may be effected by the Company, by dependent companies or companies that are majority-owned by the Company, or by third parties acting for their account or for the account of the Company. The own shares acquired may be sold on the stock exchange. In this case, shareholders have no pre-emption rights. In accordance with section 71 (1) no. 8 sentence 4 AktG, the sale of own shares on the stock exchange – as well as the acquisition of such shares on the stock exchange – complies with the principle of equal treatment as defined in section 53a AktG. However, the acquired own shares may also be sold by way of an offer to shareholders in compliance with the principle of equal treatment. Furthermore, the Executive Board is authorised to sell the acquired own shares in another way or to cancel them. In detail:

The proposed resolution authorises the Executive Board to sell the acquired own shares, subject to the consent of the Supervisory Board, by means other than a sale on the stock exchange or an offer to shareholders for cash. For this to take place, the shares must be sold at a price that is not significantly below the market price (at the time of the sale) of shares of the Company that are subject to the same terms. This authorisation makes use of the option of a simplified disapplication of pre-emption rights permitted under section 71 (1) no. 8 sentence 5 AktG and section 186 (3) sentence 4 AktG, applied analogously. The need to protect shareholders against dilution is accounted for by the fact that the shares may only be sold at a price that is not significantly below the relevant market price. The sales price for the own shares will be finally determined shortly before the sale takes place. The Executive Board will set any discount from the market price as low as possible, taking into account the market conditions at the time of placement. The discount from the market price at the time this authorisation is exercised is not expected to be more than 3% and will definitely not exceed 5% of the current market price (closing price for the Company's shares determined on the Frankfurt Stock Exchange (Xetra trading) on the trading day before the placement of the shares). The authorisation is granted on the condition that the own shares sold subject to the disapplication of pre-emption rights pursuant to section 186 (3) sentence 4 AktG in aggregate do not exceed 10% of the share capital, either at the time the resolution on this authorisation is passed or at the time this authorisation is exercised. If the issued share capital at the time the authorisation is exercised is lower than on 10 February 2026, the lower share capital will be relevant. Any exercise of other authorisations to disapply pre-emption rights in accordance with section 186 (3) sentence 4 AktG applied analogously or *mutatis mutandis* has to be taken into account and will reduce the permitted authorisation volume, to the extent that it exceeds the limit of 10% of the share capital.

Shareholders generally have the option to maintain their proportion of shareholdings by purchasing TUI shares on the stock exchange. This option to disapply pre-emption rights helps the Company to secure the best possible price when selling own shares. It enables the Company to take advantage of any opportunities offered by the relevant stock exchange conditions quickly, flexibly and cost-effectively. The sale proceeds that can be achieved by way of fixing a price that is near market generally result in a substantially higher cash inflow per share sold than in the case of a share placement with pre-emption rights. Furthermore, by forgoing the lengthy and expensive pre-emption rights process, capital requirements can be met quickly by utilising market opportunities that arise in the short term. Although section 186 (2) sentence 2 AktG allows the purchase price to be published three days before the expiry of the subscription period at the latest, the volatility of the stock markets means that a market risk – namely a pricechange risk – nonetheless exists for a period of several days, resulting in the possibility of haircuts during the determination of the sales price, and thus in terms that are not near-market. In addition, if pre-emption rights are granted, the Company will be unable to react quickly to favourable market conditions owing to the length of the subscription period. Although the authorised capital also serves the above purpose, the Company should be given the option, after a repurchase of the own shares, to achieve this end in suitable cases without having to perform a capital increase, which is a substantially slower and in some cases more expensive process due to the time required to update the commercial register.

Own shares may, subject to the consent of the Supervisory Board, also be sold against contributions in kind subject to the disapplication of shareholders' pre-emption rights. The proposed authorisation is to place the Company in a position to offer own shares directly or indirectly as consideration in connection with mergers or acquisitions of companies, parts of companies, interests in companies or other assets (e.g. hotels, ships / aircrafts or receivables). As the Company is exposed to national and global competition, it must be in a position to act quickly and flexibly on the national and international markets at all times. This also includes the possibility to improve its competitive position by merging with other companies or by acquiring companies, parts of companies, interests in companies or other assets. The ideal way to implement this possibility is to carry out a merger or an acquisition in such a way that shares in the acquiring company are granted. Practical experience also shows that, on both national and international markets, shares in the acquiring company are often demanded in return for attractive acquisition targets. In addition, it can be more advantageous to deliver own shares than to sell these shares in order to generate the funds required for an acquisition, as selling shares can have the effect of pushing down prices. The authorisation proposed here is to create the necessary leeway permitting the Company to quickly and

flexibly take advantage of opportunities in terms of mergers or acquisitions of companies, parts of companies, interests in companies or other assets that may arise both nationally and on international markets. For this to be possible, the proposed disapplication of pre-emption rights is essential. By contrast, if pre-emption rights are granted, it is not possible to deliver own shares as consideration for a merger with other companies or for the acquisition of companies, parts of companies or interests in companies so that the Company would have to forgo the related benefits. Although the authorised capital also serves the above purposes, the Company should be given the option, after a repurchase of own shares, to achieve these ends in suitable cases without having to perform a capital increase, which is a substantially slower and in some cases more expensive process due to the time required to update the commercial register. At present, there are no specific plans to exercise this authorisation. Should the opportunity to merge with other companies or to acquire companies, parts of companies, interests in companies or other assets arise, the Executive Board will examine carefully whether or not to make use of the option to grant own shares. The Executive Board will only do so, however, if it firmly believes that the delivery of TUI AG shares as consideration is in the best interest of the Company. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are suitably accommodated. When assessing the value of the shares granted as compensation, the Executive Board will base its decision-making on the market price of the TUI AG shares. A formal link to a market price is not intended, largely in order to prevent the results of negotiations being put in question by variations in the market price. The Executive Board will report on the details of the exercise of this authorisation at the General Meeting following any merger or acquisition in return for which TUI AG shares were delivered.

The authorisation furthermore allows that own shares be used, subject to the disapplication of shareholders' pre-emption rights, in order to fulfil conversion or pre-emption rights of holders of convertible bonds, bonds with warrants, profit-sharing rights and / or income bonds (or combinations thereof) issued by the Company or other group companies and carrying conversion or warrant rights or obligations. It can make sense to use own shares, either in whole or in part, instead of new shares from a capital increase in order to fulfil conversion rights as this is a suitable means of countering a dilution of shareholders' capital holdings and voting rights, which can occur to a certain extent if these rights are fulfilled by delivering newly created shares.

The above options for use may be exercised not only in respect of shares that were acquired on the basis of this authorisation resolution. Rather, the authorisation also covers shares acquired pursuant to section 71d sentence 5 AktG. Transferring these own shares in the same way as the shares acquired on the basis of the authorisation resolution is advantageous and can create additional flexibility. Furthermore, it is intended that the aforementioned options for use should be available not only directly to the Company itself but also to dependent companies or companies that are majority-owned by the Company, or to third parties acting for their account or for the account of the Company.

According to the proposal, the own shares acquired on the basis of this authorisation resolution may also be cancelled by the Company, subject to the consent of the Supervisory Board, without a new resolution by the General Meeting being required. According to section 237 (3) no. 3 AktG, the resolution of the General Meeting may provide for the possibility to cancel fully paid-in no par-value shares without a reduction in the Company's share capital being required. In addition to a cancellation of shares with a capital reduction, the proposed authorisation expressly provides for this alternative; this too is intended to no longer require a new resolution by the General Meeting. If own shares are cancelled without a capital reduction, the calculated pro rata share in the Company's share capital represented by the remaining no par-value shares will be increased automatically. The Executive Board therefore is also to be authorised to make the necessary amendment to the Charter with regard to the change in the number of no par-value shares that will result from any cancellation.

Finally, the Executive Board is to be authorised, subject to the consent of the Supervisory Board, to disapply shareholders' pre-emption rights for fractional amounts if the own shares are sold by offering them to shareholders. The disapplication of pre-emption rights for fractional amounts serves to achieve a technically feasible subscription ratio. The shares that are subject to the disapplication of shareholders'

pre-emption rights as unallotted fractional shares will be utilised on the best possible terms for the Company by selling them on the stock exchange or in any other way. Due to the restriction to fractional amounts, the possible dilutive effect will be small.

In all cases where a disapplication of pre-emption rights is envisaged for the options for use contained in the proposed authorisation resolution, the resolution provides for an additional restriction regarding scope which also takes disapplications of those pre-emption rights into account which are provided for in other authorisations. According to this resolution, the total portion of the share capital attributable to own shares for which pre-emption rights have been disapplied under the proposed authorisation resolution must not – together with the portion of the share capital attributable to own shares or new shares from authorised capital or relating to conversion or warrant rights or obligations from bonds that were sold or issued after 10 February 2026 subject to the disapplication of pre-emption rights – exceed 10% of the share capital, namely either at the time the authorisation is resolved or at the time it is exercised.

Having given due consideration to all the above factors, the Executive Board and the Supervisory Board regard the disapplication of pre-emption rights as justified and appropriate vis-à-vis the shareholders in those cases for the stated reasons, also taking into account the possible dilutive effects suffered by shareholders.

If this authorisation is exercised, the Executive Board will notify the next General Meeting accordingly. The Executive Board does not currently intend to make use of the authorisation to acquire own shares. The Executive Board will review this option from time to time, however, and may then decide to repurchase shares on the basis of this authorisation. In any case, the Executive Board will only exercise the authorisation to repurchase shares if it believes that this will result in an improvement in the earnings per share and is in the interests of all shareholders.

III. FURTHER INFORMATION AND INSTRUCTIONS

The Annual General Meeting of TUI AG will be held as an in-person meeting. Shareholders and their proxies may only attend in person.

In addition, the Company offers the use of certain digital elements on a voluntary basis. In particular, the Company offers shareholders the opportunity to follow the Annual General Meeting in full by video and audio transmission via the Investor Portal, as well as – in advance – to exercise their voting rights by means of electronic postal voting or to authorise the Company-appointed proxies and issue them with instructions by means of electronic communication. However, the exercise of other shareholder rights, such as the right to information, is reserved exclusively for participants attending in person.

1. Participation and exercise of voting rights

Pursuant to Article 21 (1) of the Charter, all shareholders of the Company who are entered in the Company's share register on the day of the Annual General Meeting and who have registered for the exercise of voting rights by the end of the registration period on **3 February 2026, 24:00 hours (CET)**, are entitled to exercise their voting rights.

Pursuant to section 67 (2) sentence 1 AktG, rights and obligations in relation to the Company arising from shares only exist for and against the person entered in the share register. Pursuant to Article 21 (2) sentence 2 of the Charter, no entries will be deleted from and no new entries made in the share register on the day of the Annual General Meeting and in the six days prior to it.

Shareholders who are entered in the share register by the **beginning of 20 January 2026** at the latest will be sent a personal cover letter or a personal e-mail with reference to the agenda and such shareholders may then register themselves and order admission tickets by **3 February 2026, 24:00 hours (CET)** at the latest in the following ways:

In writing to the postal address	By fax to:
TUI AG c/o Computershare Operations Centre D-80249 Munich	+49 (0) 89 30903 73907
Electronically via the password-protected investor portal (expected from 13 January 2026)	
www.tuigroup.com/en/investors/annual-general-meeting	
Electronically by e-mail at the e-mail address	
anmeldestelle@computershare.de	
Only for intermediaries according to section 67c (1) and (2) sentence 3 AktG in connection with Article 2 paragraphs 1 and 3 and Article 9 paragraph 4 of the Commission Implementing Regulation (EU) 2018/1212 ("Implementing Regulation")	
SWIFT: CMDHDEMMXXX; instructions according to ISO 20022; Authorisation via SWIFT Relationship Management Application (RMA) required	

Shareholders who have not already been entered in the share register by the beginning of 20 January 2026 (CET), but by **3 February 2026, 24:00 hours (CET)**, at the latest, can only register themselves and

order admission tickets for the Annual General Meeting in writing or by fax to the postal address or fax number specified above, or by e-mail to the e-mail-address specified above (such orders must be received by **3 February 2026, 24:00 hours (CET)**).

At the Annual General Meeting, shareholders of the Company have the opportunity to order admission tickets for themselves or for a proxy and to exercise their voting rights on site, to exercise their voting rights in advance by absentee vote or to give authorisation and instructions to the Company-appointed proxies. If an intermediary is registered in the share register, such intermediary may exercise voting rights attached to shares which it does not own only on the basis of an authorisation of the shareholder.

The password-protected Investor Portal is available to shareholders all year round and can be accessed at **www.tuigroup.com/en/investors/annual-general-meeting**. The shareholder's own access data, consisting of shareholder number and the individual password, required for access to the password-protected investor portal are included in the personal cover letter. Shareholders who have registered for e-mail correspondence use the self-assigned password from previous year or create an individual password by following the instructions provided by e-mail. Shareholders who were not yet registered in the share register at the time the invitation was sent out and have therefore not received any personal access data can contact the shareholder service mentioned under Section III.9. When ordering admission tickets, shareholders can download their tickets via a download button or receive them by email.

2. Submitting absentee votes (Briefwahl)

Shareholders may exercise their voting rights by way of absentee voting. In this case entry of the registered shares in the share register by **3 February 2026, 24:00 hours (CET)**, and timely registration for the Annual General Meeting, i.e. by no later than **3 February 2026, 24:00 hours (CET)**, are required.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or by way of electronic communication (by entering their vote in the password-protected investor portal, via e-mail or by an intermediary pursuant to section 67c (1) and (2) sentence 3 AktG in connection with Article 2 paragraphs 1 and 3 and Article 9 paragraph 4 of the Implementing Regulation). For exercising their voting rights in written form or by e-mail, a corresponding form can be used, which will be sent out with the personal cover letter and which will be made available on the Company's website.

The issuance, amendments and revocations of absentee votes must be submitted to the Company in text form (section 126b of the German Civil Code, *BGB*) or via the password-protected investor portal, at the latest by **9 February 2026, 18:00 hours (CET)**, at one of the addresses specified in Section III.1 above.

If shareholders wish to exercise their voting rights at the Annual General Meeting in person or through a proxy although having already exercised their voting rights by absentee vote, this is possible but will be deemed a revocation of the exercise of voting rights by absentee vote.

3. Exercise of voting rights by proxies

Shareholders who are registered in the share register and have duly registered for the Annual General Meeting have the option to have their voting rights exercised by a proxy – for example an intermediary, a shareholders' association, a proxy advisor within the meaning of section 134a (1) no. 3, (2) no. 3 AktG or the Company-appointed proxies. If the shareholder authorises more than one person, the Company may reject one or more of them.

Subject to the following special cases, granting of a proxy, its revocation and proof of authorisation to the Company must be made in text form (section 126b BGB) in accordance with section 134 (3) sentence 3 AktG. Authorisation may be granted and revoked in particular by using the password-protected investor portal.

In the event that a proxy is granted to an intermediary, a shareholders' association, a proxy advisor within the meaning of section 134a (1) no. 3, (2) no. 3 AktG or another person treated as an intermediary in accordance with section 135 (8) AktG, or if the granting of the proxy is otherwise subject to the scope of application of section 135 AktG, neither section 134 (3) sentence 3 AktG requires text form nor does the Charter contain a special provision for this case. However, the proxy concerned may stipulate special regulations for their own authorisation. Shareholders are therefore requested to consult with the relevant proxies in good time regarding the respective form and procedure of authorisation. Reference is made to the special procedure pursuant to section 135 (1) sentence 5 AktG.

The granting, amendment and revocation of proxy authorisation must be received by the Company in written form (by letter or fax), via e-mail or the password-protected investor portal in text form (section 126b BGB) by no later than **3 February 2026, 24:00 (CET)**, at one of the addresses specified in Section III.1.

Shareholders who wish to make use of the option to appoint a proxy are requested to do so in good time and to observe the instructions under Section III.1.

4. Special provisions for the authorisation of proxies appointed by the Company

If the Company-appointed proxies are authorised, they will only exercise voting rights if they have been given express instructions to do so. The Company-appointed proxies will not accept instructions to make statements at the Annual General Meeting, to file objections of resolutions passed by the Annual General Meeting, or to submit questions or motions.

Shareholders may grant authorisation and issue instructions to the Company-appointed proxies using the password-protected investor portal, using the response form included in the personal cover letter, or alternatively using the authorisation and instruction form available at www.tuigroup.com/en/investors/annual-general-meeting, in writing, by fax or by e-mail or by an intermediary pursuant to section 67c (1) and (2) sentence 3 AktG in connection with Article 2 paragraphs 1 and 3 and Article 9 paragraph 4 of the Implementing Regulation using the addresses specified above in Section III.1.

The granting, amendment or revocation of authorisation and instructions to the Company-appointed proxies using the response form or the password-protected investor portal must be submitted to the Company in text form (section 126b BGB) by **9 February 2026, 18:00 hours (CET)** at one of the addresses specified under Section III.1. On the day of the Annual General Meeting, authorisations and instructions to the proxies appointed by the Company may still be issued, amended or revoked until the time to be determined by the chairman of the Annual General Meeting.

If shareholders wish to exercise their voting rights at the Annual General Meeting themselves or through a representative despite having already authorised and instructed the Company-appointed proxies, this is possible but is deemed to be a revocation of the authorisation and instructions issued to the Company-appointed proxies.

5. Counter-motions and election proposals pursuant to sections 126, 127, AktG

Shareholders will have the opportunity to submit counter-motions and election proposals (acceptable in German only) to the Company prior to the Annual General Meeting in line with section 126 (1) and section 127 AktG. The Company will publish any counter-motions and election proposals on the Company's website at www.tuigroup.com/en/investors/annual-general-meeting provided the relevant statutory provisions are met. The Executive Board and the Supervisory Board reserve the right to comment before and/or during the Annual General Meeting on counter-motions and election proposals that meet the requirements set out below.

If counter-motions to proposals of the Executive Board and the Supervisory Board to a specific agenda item and election proposals are to be published in advance in accordance with sections 126 and 127 AktG, they must be sent exclusively to the following postal address or fax number or e-mail address by no later than **26 January 2026, 24:00 hours (CET)**:

TUI AG
Board Office
Karl-Wiechert-Allee 23
30625 Hanover
Germany
Fax: + 49 (0)511 566-1996
E-mail: gegenantraege.hv@tui.com

Any motions or election proposals sent to other addresses will not be published pursuant to sections 126 and 127 AktG. All motions that are received from shareholders timely and properly that require publication will be published, together with the relevant shareholder's name, the grounds cited and any potential statement made by the management at www.tuigroup.com/en/investors/annual-general-meeting.

Except in cases of section 137 AktG, the right of the chairman of the meeting to put to the vote first the proposal made by the management remains unaffected. If the proposals made by the management are accepted with the necessary majority, the counter-motions or (deviating) election proposals will be rendered obsolete.

6. Supplementary requests pursuant to section 122 (2) AktG

Shareholders whose combined stakes represent a total pro rata amount of EUR 500,000.00 of the Company's share capital may request, analogous to section 122 (1) AktG, that items are included in the agenda and published. Each new item must be accompanied by the pertinent grounds or a resolution proposal. The request for an addition to the agenda must be addressed to the Executive Board and must have been received in writing (acceptable in German only) by the Company at least 30 days prior to the Annual General Meeting, that is by **10 January 2026, 24:00 hours (CET)**, at the latest. The applicants must prove that they have held the relevant shares for at least 90 days prior to the date on which the request was received by the Company and that they will continue to hold these shares until a decision on the request for an addition to the agenda has been taken by the Executive Board. If the request is denied, applicants may have recourse to the courts pursuant to section 122 (3) AktG.

Any request to have items added to the agenda is to be sent to the following address:

TUI AG
Executive Board
Karl-Wiechert-Allee 23
30625 Hanover
Germany

Any requests to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the Annual General Meeting – will be announced in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request. In addition, they will be published on the internet at www.tuigroup.com/en/investors/annual-general-meeting.

7. Right to information pursuant to section 131 AktG

Pursuant to section 131 AktG, each shareholder shall, upon request, be provided with information by the Executive Board at the Annual General Meeting regarding the Company's affairs, to the extent that such

information is necessary to permit a proper evaluation of the agenda items and to the extent that there is no right to refuse to provide such information. The duty to provide information also extends to the Company's legal and business relations with an affiliated company and the situation of the group and the companies included in the consolidated financial statements.

Pursuant to Article 22 (2) sentence 2 of the Company's Charter, the chairperson may impose reasonable time limits on the shareholder's right to ask questions, follow-up questions and right to speak at the Annual General Meeting. The Executive Board may refuse to provide information for the reasons set forth in section 131 (3) AktG, in particular to the extent that the information is continuously accessible on the Company's website for at least seven days prior to the beginning and during the Annual General Meeting. If a shareholder is refused information, he may, pursuant to section 131 (5) AktG, demand that the question and the reason for the refusal to provide information be recorded in the notarial record of the Annual General Meeting and, if necessary, apply for a court ruling on the right to information pursuant to section 132 AktG.

If a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information shall be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the agenda item (cf. section 131 (4) sentence 1 AktG).

8. Video and audio transmission of the Annual General Meeting

The Company's Annual General Meeting can be followed live by the public via the website www.tuigroup.com/en/investors/annual-general-meeting until the end of the speeches by the Chairman of the Supervisory Board, the CEO and the CFO. A recording of these speeches will be available at www.tuigroup.com/en/investors/annual-general-meeting after the Annual General Meeting.

Shareholders of the Company can follow the entire Annual General Meeting via the password-protected Investor Portal. It is not possible to exercise shareholder rights via the Investor Portal during the Annual General Meeting.

9. Information pursuant to section 124a AktG and further explanations on shareholder rights

The website of the Company via which information pursuant to section 124a AktG and further explanations relating to shareholder rights can be accessed is: www.tuigroup.com/en/investors/annual-general-meeting.

For further information, the TUI AG shareholder service is available under + 49 (0)89 30903-6367 from 22 December 2025 to 12 March 2026 (inclusive), Monday to Friday, between 9:00 a.m. and 5:00 p.m. (CET), except on public holidays.

10. Data privacy information for shareholders

Detailed information on how the Company processes the shareholders' personal data and on the shareholders' rights under the applicable data privacy laws can be accessed on the following website: www.tuigroup.com/en/investors/annual-general-meeting.

Berlin/Hanover, December 2025
The Executive Board