

TUI AG
Hanover and Berlin

Subject: Announcement of the reference to the resolution of the Annual General Meeting and the declaration of the issue of convertible bonds in accordance with Section 221 (2) sentence 3 of the German Stock Corporation Act

The executive board of TUI AG (the “Company”) was authorized by the resolution of the Company's general shareholders' meeting held on 13 February 2024 under agenda item 7, subject to the consent of the supervisory board, to issue registered or bearer convertible bonds, bonds with warrants, profit-sharing rights or income bonds (or combinations thereof) (collectively, the “Bonds”) with a total nominal amount of up to EUR 1,500,000,000.00 once or several times and with or without a fixed maturity until and including 12 February 2029 and to grant holders and creditors of the bonds conversion or conversion or warrant rights to Company shares representing a pro rata amount of the share capital of up to EUR 50,743,103.00, in accordance with the terms and conditions of the Bonds or to attach conversion or warrant obligations to these Bonds (together, the “Authorization 2024”). Pursuant to the Authorization 2024, the executive board is also authorized, subject to the consent of the supervisory board, to exclude the shareholders' subscription rights to bonds issued against cash payment, in particular if the issue price is not substantially lower than the market value of the bonds, although this only applies insofar as the shares to be issued in order to service the conversion or warrant rights or obligations under the bonds do not exceed 10% of the share capital in total either at the time the authorization is resolved or at the time it is exercised, if this value is lower.

On the basis of the Authorization 2024, the Company has issued 4,870 convertible bonds with a nominal amount of EUR 100,000.00 each, thus with a total nominal amount of EUR 487,000,000.00 which grant conversion rights for up to 50,729,166 shares with a pro rata amount in the share capital of EUR 1.00 each.

The declaration of the issuance of the convertible bonds (including the corresponding resolutions by the executive board and the supervisory board) has been filed with the respective commercial register of the local courts of Berlin-Charlottenburg and Hanover.

Hanover, July 2024

The Executive Board