

TUI AG

Hanover and Berlin

ISIN DE 000 TUA G50 5

WKN TUA G50

Announcement regarding the issue of new shares and the resolution to exclude shareholders' subscription rights in connection with a capital increase against contribution in kind pursuant to Section 49 para. 1 sentence 1 no. 2 of the German Securities Trading Act (WpHG)

The Executive Board of TUI AG, Hanover/Berlin (the "Company") is authorised pursuant to Section 4 para. 5 of the Company's Charter, with the approval of the Supervisory Board, to increase the Company's share capital by 10 February 2030 (inclusive) by issuing new registered shares against cash or non-cash contributions on one or more occasions, but by a maximum total amount of EUR 50,743,103.00 ("Authorised Capital 2025").

Shareholders shall generally be granted subscription rights when Authorised Capital 2025 is utilised. In the event that Authorised Capital 2025 is utilised by way of a capital increase through contributions in kind, the Executive Board may, with the approval of the Supervisory Board, exclude shareholders' subscription rights if a capital increase against contributions in kind is carried out for the purpose of acquiring companies, parts of companies, interests in companies or other assets (including receivables).

The number of new shares issued on the basis of this authorisation, together with the proportionate amount of the share capital to which conversion or option rights or obligations from bonds refer, which have been issued or sold since the resolution of the Annual General Meeting on this authorisation on 11 February 2025 (the "resolution date") until the date of their exercise, may not exceed the limit of 10% of the share capital at the time of the resolution or, if this value is lower, of the share capital existing at the time of issue of the new shares. Shares that are to be granted to creditors of the bonds on the basis of dilution protection (e.g. in the case of a cash capital increase with subscription rights during the term of the bonds after the bonds have been issued) in accordance with the terms and conditions of the bonds are not taken into account in the calculation of the aforementioned 10%.

Utilizing the Authorised Capital 2025, the Company's Executive Board resolved on 11 September 2025, with the approval of the Company's Supervisory Board of 18 September 2025, to increase the Company's share capital from currently EUR 507,431,033.00 by EUR 7,380,000.00 to EUR 514,811,033.00 by issuing 7,380,000 new registered ordinary no-par value shares of the Company ("New Shares"), each with a proportional amount of EUR 1.00 of the company's share capital plus a contractually agreed premium per share of EUR 8.50, against contribution in kind. Shareholders' subscription rights are excluded for the New Shares in accordance with the existing authorisation. The New Shares are entitled to dividends from the beginning of the financial year in which they are issued.

Oman Tourism Development Company SAOC ("OMRAN") is exclusively authorised to subscribe to the New Shares. OMRAN will establish a limited liability company under Omani law ("NewCo"),

provide it with equity capital equivalent to EUR 155.8 million, use these funds to acquire two plots of land in Salalah, Oman, and then contribute 45% of the shares in NewCo to the Company as a contribution in kind.

Hanover/Berlin, September 2025

TUI AG

The Executive Board