Speech

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Chief Financial Officer (CFO) TUI AG

on the occasion of the Annual General Meeting

on February 13, 2024

- the spoken word prevails -

Slide 1: Title slide

Dear shareholders. I would also like to welcome you to our Annual General Meeting.

Sebastian Ebel has already said it in his speech: 2023 was a successful year of transition for TUI:

- We closed the financial year with a significantly improved operating result.
- Net debt was significantly reduced.
- With your support, a reverse stock split was resolved and a capital increase was successfully implemented.
- As a result, the remaining WSF financial aid from the federal government was repaid and the balance sheet was significantly strengthened.

On this basis, we would now like to continue working on the implementation of our strategy and further improve our balance sheet. TUI should also be an attractive investment for you in the long term.

Allow me at this point to say a few words about the performance of the TUI share:

First of all, we are very grateful that we were able to carry out the capital increase last year with your help. The share price performance in the months that followed was and is clearly unsatisfactory. The fact is that since the major shareholder at the time was not allowed to participate in the capital increase, many short-term investors came on board. These investors regularly used share price increases after the capital increase to realize profits. This has repeatedly weighed on the share price.

We achieved our targets in the 2023 financial year and gave a strong outlook for 2024 in December. Subsequently, the TUI share has developed positively. Nevertheless, this level has not been maintained and the current share price does not reflect the operating performance and outlook. TUI is well positioned, both strategically and operationally. We are confident that we will perform well again this year. This should then also be reflected in our share price. We can assure you of one thing: we will continue to do everything in our power to achieve our operational and strategic goals.

Now back to the agenda. Let me focus on three key points below:

1. business performance and key figures for 2023
2. the current development including the outlook for the 2024 financial year; and
3. the background to two topics on the agenda of today's Annual General Meeting (capital approvals and future listing structure)

future structure of the stock exchange listing).

Slide 2: FY 2023 - Strong operational & financial recovery

On the course of business in 2023:
In the past financial year, we successfully created the necessary financial flexibility for the further development of the Group.
- Around 19 million guests traveled with us on vacation, a significant increase compared to the previous year;
- Revenue rose by 25% to a new record level of more than 20 billion euros. Underlying EBIT improved significantly to 977 million euros. All segments contributed to this significant increase in earnings.

Net debt was reduced by 1.3 billion euros to 2.1 billion euros. Leverage ratios are already below the 2019 level. Our credit rating has also recovered further. Standard & Poor's has just raised the rating to "B+" with a positive outlook and Moody's already raised it to "B2" last year, also with a positive outlook.

Our goal remains the same: to return to pre-crisis rating levels. However, we must achieve this gradually and with the necessary financial discipline.

Slide 3: FY 2023 - income statement

A brief look at the details of the income statement: the adjusted operating result of just under EUR 1 billion for the year as a whole is the key figure.

Overall, the other items were in line with our expectations.

The resulting Group result was positive again for the first time since the pandemic, despite the high interest expense. A profit of 0.3 billion euros is attributable to the shareholders of TUI AG.

Slide 4: FY 2023 - cash flow, debt ratios

The Group's operating cash flow has also recovered significantly. In addition to the increase in earnings, another key driver was the strong development of working capital.

The very positive development of net debt was significantly supported by the net proceeds from the capital increase in April 2023. The WSF aid has been repaid in full and the remaining, unused KfW credit line has been significantly reduced; as planned, it serves purely as a safety buffer. To this end, we can now work on a structured repayment until maturity in 2026.

Slide 5: Q1 FY 2024 with record result - strong outlook for the year as a whole

Let me now turn to our performance and outlook for the new financial year. Sebastian Ebel has already presented our strategy to you: We want to grow faster and profitably.

As published a few hours ago, 3.5 million guests have already traveled with TUI in the first three months of the new financial year, an increase of around 6 percent. Revenue rose by 15 percent to another record level of over 4 billion euros.

As a result, the Group achieved a break-even operating result for the first time in the first quarter. Underlying EBIT improved by 159 million euros compared to the previous year.

Bookings for the current winter are also showing positive momentum, with an increase of 8% and higher average prices. We are also expecting a strong season for the summer, with a current increase of 8% compared to the previous year and higher average prices.

This shows that vacation travel remains a high priority for our customers. Our integrated business model ensures that this momentum is also translated into our own hotels, cruise ships and the sale of experiences.

Against this backdrop, we are aiming for revenue growth of at least 10% and an increase in adjusted EBIT of at least 25% in 2024, as announced in December.

In detail and as already strategically outlined by Sebastian Ebel:

- Our hotel division already achieved a record result in the past financial year. We expect moderate growth here.
- Our cruises have consistently increased their occupancy rates to pre-crisis levels in recent quarters. Together with the higher capacity, this will lead to a significant improvement in earnings despite the current challenges.
- At TUI Musement, we want to return to the earnings level of 2019 and continue to invest in growth.
- We expect the largest increase in earnings in the Markets and Airlines segment:
    - In particular, growth with dynamically packaged tours should contribute to a further increase in our guest numbers above the 2019 level.
    - We will also benefit significantly from the fact that we were able to secure the prices for our kerosene and foreign currency requirements before the season. This was not fully possible in the last financial year due to limited hedging lines.

We want to use these building blocks to achieve the targeted increase in earnings in 2024. As Sebastian Ebel summarized: we have not yet reached our goal. We want to become even more profitable, more efficient and stronger. And we are doing everything we can to achieve this goal.
In the coming years, we therefore expect further average growth in underlying EBIT of around 7% to 10%.

Now to the agenda for today's Annual General Meeting:

Slide 6: Agenda items 5 to 7

With regard to the agenda, let me first briefly explain items 5 to 7.

The proposed capitals serve to adjust our authorizations and make them fit for the future:
- The authorized capitals from 2022 are still linked to the repayment of the WSF financial aid and a reduction in the KfW credit lines.
- Furthermore, the unused conditional capital can no longer be used with sufficient flexibility.
- Against this background, these authorizations are therefore to be cancelled and replaced by new resolutions with a five-year term that are adjusted to the current share capital.

The proposed authorizations are therefore purely precautionary in nature and serve to maintain financial freedom of action. The use of these resolutions would in any case be subject to the

- the effect on our shareholders,
- the balance sheet ratios,
- the maturity profile of our financial liabilities
- and the clear objective of minimizing the total cost of capital.

For further details, please refer to the corresponding report by the Executive Board in the invitation to today's Annual General Meeting and I would ask you to approve these proposed resolutions.

Slide 7: Agenda item 11 - Cancellation of the admission of TUI AG shares to trading on the London Stock Exchange

As my last point: A special vote is still planned for today. You are asked to vote on the structure of the future stock exchange listing of our company.

Background:
Since the merger with TUI Travel in 2014, the TUI share has had its primary listing in the premium segment in London. We also have secondary listings on the regulated market of the Hanover Stock Exchange and on the open market in Frankfurt.

This structure offered important advantages for many investors: it was the only way to meet the requirements of the shareholder structure at the time - despite the additional expense and greater complexity.

In the meantime, however, share ownership and liquidity of the TUI share on the stock exchanges have increasingly shifted to Germany.
In recent months, we have also been increasingly approached by shareholders: is the current dual stock exchange listing still optimal?

Wouldn't a simplification combined with an inclusion in the MDAX be advantageous?

We have examined these aspects very carefully and have held extensive discussions. As a result, delisting from the London Stock Exchange appears to be in the best interests of shareholders and the company:

- Liquidity would be centralized in one trading venue.
- The investment profile would be clearer: one listing and, as expected, a more prominent position in the MDAX50.
- The EU requirements for ownership and control of our airlines would be supported. And
- Avoiding two parallel regulatory regimes would simplify structures and reduce costs.

Importantly, the UK market remains one of our core activities and this has no impact on our strategy of a broad shareholder base.
For good reason and in the best spirit of an AGM, UK stock exchange rules require shareholder approval for such a decision by a majority of at least 75 percent of votes cast. This vote is item 11 on the agenda for today's AGM.

If this is approved today, trading in the Prime Standard in Frankfurt would commence at the beginning of April.

The delisting in London would then probably take place in June. At the same time, admission to the MDAX would be planned.

As just described, this would offer understandable advantages for investors and the company. Against this background, we recommend that you approve the proposed resolution.

Slide 8: Summary

Dear shareholders, allow me to summarize:

- The 2023 financial year was a successful year of transition. We were able to achieve our targets both operationally and financially.
    - o Net debt was significantly reduced.
    - o The remaining financial assistance from the WSF has been repaid and the KfW credit line significantly reduced.
    - o The gearing ratio is already below the 2019 level.
- This strengthened position enables us to grow and further develop the Group.
- For the current financial year, we therefore expect sales growth of at least 10% and an increase in underlying EBIT of at least 25%; in the medium term, we expect an average increase of a further 7% to 10%.
- We are convinced that this will also be reflected positively in the development of our share price over time.

- At this Annual General Meeting, you can decide whether this should take place with a simplified structure with a full listing in Frankfurt.

I would like to thank you for attending today's Annual General Meeting and ask for your support for the items on the agenda and our path forward!
[further comment if necessary]

Thank you for your attention.