

TUI upsizes its April convertible bond through launch of a tap issue

Inside information pursuant to Article 17 MAR and Article 17 of UK MAR

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This announcement is an advertisement and is not a prospectus within the meaning of the Regulation (EU) 2017/1129 or otherwise.

Hanover, 28-Jun-2021, 17:33 CEST. The Management Board of TUI AG ("TUI") resolved today, with the consent of the Supervisory Board, to launch a tap offering (the "Offering") of senior un-secured bonds convertible as per their terms and conditions due 2028 in an aggregate principal amount up to € 190 million (the "New Bonds"). The Bonds will be convertible into new and/or existing no-par value ordinary registered shares of TUI (the "Shares") and be fully fungible with the € 400 million convertible bonds issued on 16 April 2021 under ISIN DE000A3E5KG2 (the "Existing Bonds").

TUI intends to use the proceeds from the Offering for refinancing in particular to further reduce drawings under the KfW facilities and towards a subsequent repayment of such facilities.

The New Bonds will be issued on the same terms (save for the issue price) as the Existing Bonds and will form a single series (Gesamtemission) with the Existing Bonds (together, the "Bonds"). The final issue price will be determined following an accelerated bookbuilding, expected today.

The New Bonds will be offered by way of an accelerated bookbuilding to institutional investors outside the United States of America as well as outside of Australia, Japan, South Africa and any other jurisdiction in which offers or sales of the New Bonds would be prohibited by applicable law (the "Offering"). In Canada, the Offering will only be made in the provinces of Ontario, Québec, British Columbia or Alberta, to institutional investors who are both an accredited investor and a Canadian permitted client under applicable Canadian securities laws. The existing shareholders' pre-emptive rights (Bezugsrechte) to the New Bonds will be excluded.

TUI has agreed not to offer any Shares or equity-linked securities within a period of 60 calendar days after the settlement of the Offering, and not to enter into any transaction having a similar economic effect, subject to customary exemptions.

Settlement is expected to take place on or around 6 July 2021. TUI intends to apply for the New Bonds to be included in the trading of the Existing Bonds on the unregulated Open Market Segment (Freiverkehr) of the Frankfurt Stock Exchange.

For further information, please contact:

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In the United Kingdom, this announcement is only directed at "qualified investors" within the meaning of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc. (all such persons together being referred to as "Relevant Persons")). This document must not be acted on, or relied upon, by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged only with Relevant Persons.

In member states of the European Economic Area, the placement of securities described in this announcement is directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturer's target market

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assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Bonds and/or the underlying shares. For the avoidance of doubt, the target market assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MIFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any action whatsoever with respect to the Bonds.

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The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom (the "UK"). For these purposes, a "retail investor" means (a) in the EEA, a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MIFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II, and (b) in the UK, a person who is one (or more) of (i) a retail client within the meaning of Regulation (EU) no 2017/565 as it forms part of UK domestic law by virtue of the EUWA or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 of the UK (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA.

Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "EU PRIIPs Regulation") or the EU PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the EU PRIIPs Regulation and/or the UK PRIIPs Regulation.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

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This announcement may contain forward-looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company ("forward-looking statements"). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "intends," "may," "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as of the date of this release. We undertake no obligation, and do not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. We accept no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.

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