



Invitation

TUI AG
ANNUAL GENERAL MEETING 2020

TUI Arena
11 February 2020, 10.00 a. m. (CET)

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TUI AG

Berlin/Hanover

registered with the commercial register of the Local Court of Berlin-Charlottenburg under HRB 321 as well as with the commercial register of the Local Court of Hanover under HRB 6580 with business address at: Karl-Wiechert-Allee 4, 30625 Hanover

Notice pursuant to the Listing Rules of the United Kingdom Financial Conduct Authority and for holders of depositary interests:

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION AND REQUIRES YOUR IMMEDIATE ATTENTION. If you, as holder of depositary interests issued by Link Market Services Trustees Limited relating to TUI AG shares, are in any doubt as to the action you should take, you should seek your own personal advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under applicable laws (in the United Kingdom under the Financial Services and Markets Act 2000). If you have sold or otherwise transferred all depositary interests relating to TUI AG shares, please forward this document and the accompanying documents (excluding any personalised forms) as soon as possible to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected and ask him/them to contact Link Market Services Trustees Limited in the event of any questions in a timely manner.

The notice of the Annual General Meeting of TUI AG, which is convened for Tuesday, 11 February 2020 at 10.00 a.m. (CET) at TUI Arena, Expo Plaza 7, 30539 Hanover, Germany, is set out in this document, starting on page 15. This document includes information on how shareholders can participate in the Annual General Meeting and how to appoint and give instructions to a proxy. This document is also available in German at www.tuigroup.com/de-de/investoren/hauptversammlungen.

Holders of depositary interests issued by Link Market Services Trustees Limited relating to TUI AG shares can, subject to certain conditions, participate in the Annual General Meeting themselves or via proxies and exercise the voting rights corresponding to the number of TUI AG shares underlying their depositary interests. Further information, including the relevant conditions, is included within the Form of Direction and/or the Form of Instruction which the holders of depositary interests will receive from Link Market Services Trustees Limited together with this invitation; the information can also be requested from Link Market Services Trustees Limited.

Dear shareholders

Actively shaping change and successfully tackling external factors and market challenges are two of TUI's strengths. We delivered double-digit growth for four consecutive years. In 2019, our planned growth was impossible to achieve. Nevertheless, we held up well in a very challenging market environment for tourism and aviation. The traditional tour operating business in Europe is still changing, the aviation sector is feeling the impact of overcapacity, in particular on short- and medium-haul routes, and our results for the completed financial year were affected in particular by the grounding of the Boeing 737 Max. This led us to update our guidance early on. Without the grounding of the 737 Max, we would have delivered earnings within the prior year's record levels. Taking account of all external factors, the performance we delivered this year reflects our updated guidance, but it is down 25.6 % year-on-year. A year like the one we have just witnessed demonstrates, in particular, that we adopted the right approach with our new strategic alignment in 2014, and that it has ensured TUI's financial and economic resilience.

Let me thank our many customers who again chose TUI and our brands, and you, our shareholders, for your loyalty to TUI. I would also like to thank all our employees who catered to the needs of our guests and made their holidays a unique experience last year. The Executive Board and the Supervisory Board will propose payment of a dividend of €0.54 per share to this year's Annual General Meeting.

TUI's strategy change launched more than five years ago marked the shift from a traditional tour operator, a trader in holiday tours, to an integrated tourism provider – with its own hotels, cruise ships and rapidly growing destination activities segment. Our Holiday Experiences business, consisting of our hotel, cruise and destination activities, again delivered a very positive performance. In 2019, we opened a record number of new hotels, increasing TUI's portfolio of own hotels to 411. Thanks to two newbuilds our cruise ship fleet now comprises 18 vessels. TUI Cruises maintains one of the world's youngest and most state-of-the-art fleets. With Hotels & Resorts and Cruises, we already operate two strong growth and earnings pillars. Both segments now form the backbone of our Group. Apart from successful joint ventures such as Riu and Atlantica, we are looking in our hotel business at a strong expansion of the TUI Blue brand, facilitating asset-light growth. In the next few years, TUI Blue will become the world's leading holiday hotel brand. It is setting standards and enables hoteliers outside our existing joint ventures to grow with us under the TUI umbrella.

For TUI, the future is digital. The transformation of the Group is consistently advancing, as today's business model will not guarantee tomorrow's success. We have launched the second stage of TUI's transformation. The way ahead will change TUI at least as much as the successful transformation pursued since 2014. We have done our homework, invested in people, teams and technology: TUI is becoming a digital company. Our 28 million customers and our global footprint in more than 100 countries around the world form the basis for the next chapter in TUI's history. We are developing digital solutions for ourselves and our companies, but also for other hoteliers and industry partners. This is what we call TUI's 'ecosystem', and it will be accessible for all those focusing – as we do – on unique holiday experiences, quality, service and innovation in tourism. The prerequisite was and remains a comprehensive digitalisation of our businesses. We are developing new markets and customers: our 'TUI 2022' programme is progressing well. We have created a pure-play online presence in six attractive markets and are tapping into countries such as India, Malaysia and Brazil through one single global platform. We are currently winning around 250,000 new customers a year, increasing the occupancy and profitability of our own hotels. Moreover, our destination activities business is becoming one of our strategic growth pillars. In autumn 2018, we acquired the Italian technology start-up Musement and can now offer around 150,000 activities. Since then we have more than doubled the volume of excursions sold through our platform. This business already contributes more than 50 million euros to our earnings. Our partnership with the leading Chinese company Ctrip demonstrates the potential for this segment in international growth markets. The TUI brand, the technology provided by Musement and our 28 million customers are the components that will enable us to build the largest digital marketplace for activities.

In tourism, growth and sustainability are not contradictory, but two sides to the same coin. Social, environmental and economic sustainability are inextricably linked. In many parts of the world, the tourism sector plays a crucial role in economic and social progress. Tourism goes hand in hand with investments in environmental standards, social standards, education and training. It also creates substantially better health care standards compared with places not visited by tourists. In today's highly complex world, travel creates better understanding of people and cultures: 'The most dangerous worldviews are the worldviews of those who have never viewed the world,' said Alexander von Humboldt. We

need more rather than less exchange and dialogue – not least in order to effectively address global challenges such as the carbon issue and to develop solutions that can be globally implemented. Companies have to invest in state-of-the-art technologies, and this is what TUI has done over the past few years with our investments in cutting-edge aircraft and ships. Our 2015–2020 Sustainability Strategy was ambitious and we have already delivered many of our goals. We are in the middle of our preparations for the 2020–2030 Strategy, which we will present next year. We refer to the enclosed magazine ‘moments’, where you can read more about the many initiatives we have launched to embrace our responsibility for global challenges effectively.

As you can see, dear shareholders, TUI is evolving and pressing vigorously ahead with its transformation as a digital group. I hope that we can continue to inspire you to support our Company and strategy. We will do our utmost to work towards that goal in 2020 in partnership with our Group Executive Committee, the global management team and around 70,000 employees with us around the world. I thank you, dear shareholders, for your loyalty, support and the trust you place in us.

Invitation to the Annual General Meeting

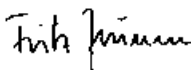
We are pleased to invite you to attend our 2020 Annual General Meeting, which will be held at TUI Arena, Expo Plaza 7, D-30539 Hanover, on Tuesday, 11 February 2020, starting at 10.00 a.m. (CET). In addition to our shareholders, in accordance with the conditions set out in the German Stock Corporation Act (Aktiengesetz; AktG), the Charter (and in line with the agreements on depositary interests; ‘DIs’), our DI holders are also entitled to participate in the AGM and to exercise the voting rights carried by the underlying TUI shares which their DIs represent.

You will find the invitation to the 2020 Annual General Meeting from page 15 of this document. The invitation includes the agenda with the resolutions proposed by the Executive Board and the Supervisory Board. It also provides information on participation, exercise of voting rights and submission of proxy instructions by shareholders, from page 44. The DI holders will receive information from Link Market Services Trustees Limited on how to exercise the rights carried by the underlying shares and participate in our Annual General Meeting. Both our shareholders and our DI holders will receive forms to register for the AGM, appoint proxies and submit voting instructions, if necessary, with the letter of invitation.

For shareholders and DI holders, we have compiled explanatory notes concerning the agenda items and the proposed resolutions on the pages below.

Recommendation regarding resolution proposals

The Executive Board and Supervisory Board believe that the proposed resolutions are in the best interest of the Company and its shareholders as a whole. We therefore ask you for your approval of the respective resolution proposals, including to the extent that members of the Executive Board and Supervisory Board and the shares held by them are not entitled to vote on some of these resolutions on account of the provisions of the German Stock Corporation Act.



Friedrich Jousen
CEO



Dr Dieter Zetsche
Chairman of the Supervisory Board

Notes on the agenda items and proposed resolutions

Agenda items 1 to 5 contain items that are regularly provided at an Annual General Meeting pursuant to the German Stock Corporation Act. Agenda item 6 addresses the authorisation to acquire and use own shares, which has also been requested annually by TUI AG in the past. Agenda item 7 concerns a proposal to amend the Charter of the Company to modernize it and to remove certain provisions that have become obsolete. Agenda item 8 covers the election of Vladimir Lukin as Supervisory Board Member representing the shareholders, following his appointment by court order. In addition, Mrs Coline McConville, Mrs María Garaña Corces and Mrs Ingrid-Helen Arnold shall be elected as members of the Supervisory Board representing the shareholders. Agenda item 9 concerns the approval of the remuneration arrangements of the Executive Board. Further details of each agenda item are set out below:

Agenda item 1 – Presentation of the approved annual financial statements as of 30 September 2019, the approved consolidated financial statements, the summarised management and group management report with a report explaining the information in accordance with section 289a (1) and section 315a (1) of the German Commercial Code (Handelsgesetzbuch; HGB) and the report of the Supervisory Board

As required by the German Stock Corporation Act (Aktiengesetz; AktG), the financial statements were prepared by the Executive Board, reviewed by the auditor and approved by the Supervisory Board. They will be made available to the General Meeting together with the additional documents described in the heading. In the General Meeting, the Executive Board will present and explain the financial statements and the Chairman of the Supervisory Board will present and explain the report of the Supervisory Board. A resolution of the General Meeting approving the financial statements is not required by the German Stock Corporation Act. Further information as to why a resolution of the General Meeting approving the financial statements is not required can be found under the corresponding agenda item. Additional information can also be found in the UK Corporate Governance Statement of TUI AG contained in the Annual Report 2019 as of page 117.

Agenda item 2 – Resolution on the use of the net profit available for distribution (resolution to approve the payment of the proposed dividend)

The Executive Board and the Supervisory Board propose, for the financial year that has ended on 30 September 2019, to pay a dividend

of € 0.54 per TUI AG share carrying dividend rights. If the resolution is approved by the General Meeting, the dividend will be paid on 14 February 2020 in accordance with section 58 (4) sentence 2 AktG.

The following time schedule for payment of the approved dividend will apply to DI holders:

Time schedule for DI holders

(i)	Final date for receipt by Link Market Services Trustees Limited of Forms of Direction/Instruction to guarantee that registrations and instructions can be processed on time	Monday 3 February 2020 at 4.30 p.m. (GMT)/5.30 p.m. (CET)
(ii)	Annual General Meeting	Tuesday 11 February 2020
(iii)	First day on which DIs are traded ex-dividend ('Ex Date')	Wednesday 12 February 2020
(iv)	Technical settlement date ('Record Date')	Thursday 13 February 2020
(v)	Dividend payment date (to shareholders)	Friday 14 February 2020
(vi)	Posting of dividend warrants and vouchers to DI holders	Tuesday 25 February 2020
(vii)	CREST credit date	Tuesday 25 February 2020

Link Market Services Trustees Limited will remit the dividend to the DI holders no later than 10 business days following its payment by TUI AG.

DI holders can elect to have their dividends paid directly to their bank accounts if they have not already elected for payments in CREST. Accordingly, DI holders are invited to register their bank or building society account for receipt of dividends electronically instead of by post by visiting the shareholder portal at www.tuishares.com. This allows for receipt of funds much quicker and without risk of loss or delay in the postal systems.

Agenda items 3 and 4 – Resolutions on the approval of the actions of the Executive Board and the Supervisory Board

The members of the Executive Board are appointed by the Supervisory Board. The members of the Supervisory Board who are not employee representatives or appointed by court are elected by the General Meeting. Their term of appointment was normally about five years; the Supervisory Board members elected at the 2020 Annual General

Meeting shall be appointed for a term of about four years. However, the German Stock Corporation Act provides that the shareholders should decide at the Annual General Meeting each year whether or not to approve the management of the Company by the members of the Executive Board and the Supervisory Board over the previous financial year. This approval of the management of the Company by the members of the Executive Board and the Supervisory Board does not constitute or include a waiver of claims for compensation; it is rather a vote of confidence for the past and the future.

A separate resolution on the approval of the actions in the financial year that has ended on 30 September 2019 will be proposed at the 2020 Annual General Meeting for each member of the Executive Board and the Supervisory Board. This is not required by German law, but is done in order to align more closely with the practice of electing each Board member individually on an annual basis, which is usual for companies on the premium listing segment on the London Stock Exchange following the recommendations of the UK Corporate Governance Code.

Additional important information can be found in the UK Corporate Governance Statement of TUI AG contained in the Annual Report 2019 as of page 117.

Agenda item 5 – Resolution on the appointment of the auditor

Agenda item 5 covers the appointment of the auditor. The Supervisory Board, which is responsible for submitting a nomination to the General Meeting pursuant to the German Stock Corporation Act, proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, be appointed as company auditor and group auditor for the current financial year and also for the audit review of the half-year financial report for the first half of the current financial year. As stipulated by law, the Supervisory Board bases its nomination for the auditor on a recommendation of its Audit Committee. The Supervisory Board further proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft be also appointed as auditor for a potential review of such additional interim financial information which meets the requirements for the half-year financial report.

Agenda item 6 – Resolution on a new authorisation to acquire and use own shares in accordance with section 71 (1) no. 8 AktG with potential disapplication of pre-emption rights and rights to tender shares and the option to cancel own shares, also while reducing the share capital

Insofar as the acquisition of own shares is not expressly permitted by law, the Company requires a special authorisation from the General Meeting. The resolution proposed under agenda item 6 will authorise the Executive Board to determine that the Company will buy back its own shares within the limits allowed under the German Stock Corporation Act and set out in the resolution. As in the past, the proposed authorisation not only permits a standard buy-back by submitting an offer to all shareholders, but also enables a buy-back of own shares via the stock exchange which also satisfies the principle of equal treatment in line with the express wording of applicable German law.

The authorisation to acquire own shares is limited to the lower of: (i) 5% of the share capital existing on the date of the resolution (i.e. the date of the Annual General Meeting); or (ii) 29,451,029 shares (being 5% of the issued share capital as of 2 January 2020, i.e. the date of the convocation of the Annual General Meeting). The new authorisation will remain valid up to and including 10 August 2021. However, any contract to purchase own shares based on this authorisation must be concluded before the 2021 Annual General Meeting.

The authorisation to acquire own shares provides for the same caps and floors applied in the past by TUI AG for consideration to be paid for the acquisition of own shares. These are all set out in the resolution and comply with the Listing Rules of the United Kingdom Financial Conduct Authority. The Company will, in any event, comply with the applicable capital markets and stock exchange rules, including the Listing Rules of the United Kingdom Financial Conduct Authority, when exercising the authorisations to acquire and use own shares.

Pursuant to the authorisations in the proposed resolution and in line with the German Stock Corporation Act, own shares acquired on the basis of this resolution may either be cancelled, sold by offering them to all shareholders or over the stock exchange or used for the purposes set out in the resolution subject to a disapplication of statutory shareholders' pre-emption rights. The volume of acquired shares that may be disposed of subject to a disapplication of shareholders' pre-emption rights – whether in return for contributions in cash or in kind – on the basis of the resolution is also limited to the lower of: (i) 5% of the issued share capital at the date of the resolution (i.e. the date of the

Annual General Meeting); or (ii) 29,451,029 shares, corresponding to 5% of the issued share capital as of 2 January 2020, i.e. the date of the convocation of the Annual General Meeting.

The Executive Board does not currently intend to make use of the authorisations to acquire and use own shares contained in the proposed resolution and has not made a decision as to the extent to which own shares acquired on the basis of the resolution should be cancelled. If the General Meeting approves the proposed resolution, the Executive Board will review the option contained in this resolution from time to time, however, and may decide to repurchase shares on the basis of this authorisation. However, 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 that it is in the interests of all shareholders. The Executive Board will only exercise the authorisations to use own shares subject to a disapplication of pre-emption rights if the strict requirements for the disapplication of pre-emption rights provided by the German Stock Corporation Act are met and, in particular, if the disapplication of pre-emption rights is considered to be in the best interest of the Company.

As of 2 January 2020 and thus at the time of the convocation of the Annual General Meeting, the authorisation to acquire granted by the 2019 Annual General Meeting has not been used, the Company does not hold any own shares and the Company has not granted any rights to subscribe for any shares.

Further information that is relevant for the proposed resolution under agenda item 6 is provided in the report prepared by the TUI AG Executive Board for the shareholders, a copy of which is attached to the agenda.

In addition to the authorisations proposed under agenda item 6, the Company has been granted other authorisations on the basis of which new shares may be issued in return for contributions in cash and/or kind without the shareholders being entitled to pre-emption rights to these shares. Those other authorisations have terms of several years as permissible under the German Stock Corporation Act. Therefore, they need not be granted once more or renewed in the Annual General Meeting on 11 February 2020.

The following is an overview of the scope of all authorisations that can be utilised including the resolution proposed under agenda item 6.

Scope of Individual Authorisations (Usable)

No. _____

Authority to allot shares

- | | |
|---|---|
| 1 | Maximum permissible scope of all authorisations existing after the General Meeting for the issue of new shares |
| 2 | Maximum permissible scope of the authorisations described in no. 1 together with the authorisation proposed under agenda item 6 to acquire and use own shares |
-

Disapplication of pre-emption rights

- | | |
|-------|---|
| 2.1 | Aggregate limit where shares or bonds are issued in return for contributions or benefits in kind or otherwise without pre-emption rights (excluding the granting of shares to employees) |
| 2.1.1 | – Limit where shares or bonds are issued in return for contributions or benefits in kind (without pre-emption rights) (Pre-emption rights apply to non-cash issues under German law, but, under English law, pre-emption rights would not apply.) |
| 2.1.2 | – Limit where shares are issued in return for cash without pre-emption rights (excluding the granting of shares to employees) |
-

Agenda item 7 – Amendment of the Charter

The Executive Board and the Supervisory Board propose an amendment of the Company's Charter. The amendment is aimed at modernizing the Charter. For example, the provisions on how to convene Supervisory Board meetings shall be adapted to facilitate the use of contemporary means of communication and to remove references to outdated communication media. In addition, certain provisions that have become obsolete as they do not have a scope of application anymore shall be removed.

Full details can be found at the respective agenda item.

Portion of share capital in €	Number of shares	% of the share capital existing as of 2 January 2020	
895,823,542.95	350,415,712	59.49 %	49.53 % authorised capital and 9.96 % conditional capital
971,113,904.07	379,866,741	64.49 %	49.53 % authorised capital and 9.96 % conditional capital and 5.00 % any acquired own shares
300,018,149.33	117,356,899	19.92 %	
300,018,149.33	117,356,899	19.92 %	
150,580,722.25	58,902,058	10.00 %	

Agenda item 8 – Election of Supervisory Board members

Agenda item 8 concerns the election of new Supervisory Board members. The background to this agenda item is that Mr Vladimir Lukin was officially appointed as a member of the Supervisory Board by the local court in June 2019 following the resignation of Prof. Klaus Mangold and that he shall now be elected by a resolution of the General Meeting in the interest of good corporate governance. In addition, the five-year terms of office of the Supervisory Board members Coline McConville, Janis Kong and Valerie Gooding will end at the close of the Annual General Meeting on 11 February 2020.

The Supervisory Board therefore recommends the appointment of Mr Vladimir Lukin, Mrs Coline McConville, Mrs María Garaña Corces and Mrs Ingrid-Helen Arnold as new members to the Supervisory Board. The election shall be for a term of office of four years in each case. As foreseen in the German Corporate Governance Code, the Supervisory Board relies on corresponding recommendations of the Nomination Committee, which is comprised of shareholders' representatives only.

Further details relevant for the election can be found at the respective agenda item.

Agenda item 9 – Resolution on the approval of the remuneration arrangements for the Executive Board

The remuneration of the members of the Executive Board is decided upon by the Supervisory Board. The Chairman of the Supervisory Board of TUI AG at that time had announced in a letter to shareholders dated 26 January 2018 that, in the forthcoming Annual General Meetings, TUI AG would be providing for a voluntary, legally non-binding vote on the remuneration scheme for the Executive Board in order to, in particular, accommodate the needs of TUI AG's international shareholders as far as possible. The ARUG II supplements the German Stock Corporation Act on the content of a remuneration scheme for the Executive Board and its presentation to the Annual General Meeting that are based on European law requirements. According to them, the Supervisory Board must in the future – starting with the Annual General Meeting in 2021 – necessarily resolve on a remuneration scheme for the Executive Board that is in line with the new requirements under stock corporation law and present it to the Annual General Meeting for approval on the new legal basis of section 120a of the German Stock Corporation Act in the version of the ARUG II. A corresponding duty will not exist before then. The Supervisory Board is of the opinion that it is in TUI AG's interest to wait and see which new requirements will be decisive for a remuneration scheme for the Executive Board in the future, in particular with regard to the German Corporate Governance Code, and whether a uniform practice for interpreting and implementing these requirements will evolve. In light of this, on 11 February 2020 the Supervisory Board and the Executive Board will voluntarily present to the Annual General Meeting for its legally non-binding approval a remuneration scheme for the Executive Board that complies fully with the requirements of the Stock Corporation Act in force until the ARUG II becomes effective and the recommendations of the German Corporate Governance Code, as amended on 7 February 2017, as well as individual new requirements of the draft of a new version of the German Corporate Governance Code resolved by the Government Commission on the German Corporate Governance Code on 9 May 2019. The presentation is not based on section 120a Stock Corporation Act, in the version of the Act Implementing the Shareholder Rights Directive II.

Further information about the components of the remuneration arrangements for the Executive Board can be found at the respective agenda item.

INVITATION

*We hereby invite our shareholders to the
2020 Annual General Meeting
on Tuesday, 11 February 2020
at 10.00 a.m. (CET) at
TUI Arena
Expo Plaza 7
30539 Hanover.*

**TUI AG
Berlin / Hanover
Karl-Wiechert-Allee 4
30625 Hanover
Germany**

The Company's share capital

is divided, at the time of convocation, into 589,020,588 no-par value shares carrying the same number of votes.

Securities identification numbers

Voting and participating shares:

ISIN-Code	WKN
DE 000 TUA G00 0	TUA G00

AGENDA

*for the Annual General Meeting of TUI AG on
11 February 2020*

1. Presentation of the approved annual financial statements as of 30 September 2019, the approved consolidated financial statements, the summarised management and group management report with a report explaining the information in accordance with section 289a (1) and section 315a (1) of the German Commercial Code (Handelsgesetzbuch; HGB) and the report of the Supervisory Board

The Supervisory Board approved the annual financial statements for TUI AG as at 30 September 2019, which were presented to it by the Executive Board, on 11 December 2019. The annual financial statements have thus been approved in accordance with section 172 of the German Stock Corporation Act (Aktiengesetz; AktG). No circumstances therefore exist that would necessitate oneoff approval of the annual financial statements by the General Meeting. No resolution will therefore be passed by the General Meeting on the annual financial statements. The consolidated financial statements for the financial year that ended on 30 September 2019 were also approved by the Supervisory Board on 11 December 2019. Pursuant to sections 172 sentence 1, 173 (1) AktG, the General Meeting is not required to pass a resolution in this regard either. Likewise, the other documents set out above are, pursuant to section 176 (1) sentence 1 AktG, merely to be made available for inspection at the Annual General Meeting, without any resolution being required in this respect.

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

The Executive Board and the Supervisory Board propose that an amount of € 318,071,117.52 from the reported net profit for the financial year that ended on 30 September 2019 of € 1,494,118,641.76 be applied towards the distribution of a dividend of € 0.54 per participating share and the remaining amount of € 1,176,047,524.24 be carried forward to new account.

Pursuant to section 58 (4) sentence 2 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 14 February 2020.

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 2019 be approved.

Due to the fact that TUI AG's shares are listed on the London Stock Exchange and in view of the corporate governance standards applicable there, 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: Friedrich Jousen (CEO), Birgit Conix, David Burling, Sebastian Ebel, Dr Elke Eller and Frank Rosenberger.

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 2019 be approved.

Due to the fact that TUI AG's shares are listed on the London Stock Exchange and in view of the corporate governance standards applicable there, 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), Peter Long (Deputy Chairman), Andreas Barczewski, Peter Bremme, Prof. Edgar Ernst, Wolfgang Flintermann, Angelika Gifford, Valerie Gooding, Dr Dierk Hirschel, Janis Kong, Vladimir Lukin, Prof. Klaus Mangold, Coline McConville, Alexey Mordashov, Michael Pönipp, Carmen Riu Güell, Carola Schwirn, Anette Stempel, Ortwin Strubelt, Joan Trían Riu and Mag. Stefan Weinhofer.

5. Resolution on the appointment of the auditor

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 2020 and also for the audit review of the half-year financial report for the first half of such financial year. The Supervisory Board 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 years that will end on 30 September 2020 and on 30 September 2021 up to the next General Meeting.

6. Resolution on a new authorisation to acquire and use own shares in accordance with section 71 (1) no. 8 AktG with 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 a special authorisation from the General Meeting, insofar as this is not expressly permitted by law. Since the authorisation resolved by the Annual General Meeting on 12 February 2019 will lapse on 11 August 2020, it is to be proposed to the Annual General Meeting that it once again grant the Company an authorisation to acquire own shares and that the existing authorisation be cancelled early. The new 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 new 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 furthermore be limited to a maximum of 5% 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 up to a maximum of 5% of the share capital existing at the time of the resolution, but no more than 29,451,029 shares. The shares acquired, 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 authorisation replaces the authorisation to acquire own shares resolved by the Annual General Meeting on 12 February 2019, which will be cancelled once the new authorisation comes into effect, and remains valid until 10 August 2021. However, any contract to purchase own shares based on this authorisation may only be concluded prior to the next Annual General Meeting, i.e. only in the period up and until the 2021 Annual General Meeting. 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) or the depository interests representing the shares at the London Stock Exchange on the respective stock exchange trading day. In addition, the share price paid by the Company (not including incidental acquisition costs) may in this case not exceed the higher of:
 - 105% of the average of the middle market quotations of the share or the depository interest representing the share derived from the London Stock Exchange Daily Official List for the five trading days directly preceding the day on which such share is contracted to be purchased;
 - an amount equal to the higher of the price of the last independent trade of a share or the depository interest representing the share and the highest current independent bid for a share or the depository interest representing the share on the trading venue where the purchase is carried out.

- 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) or the depositary interests representing the shares at the London Stock Exchange 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 5% of the share capital existing at the time of the resolution, but no more than 29,451,029 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 5 % 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 5 % 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 11 February 2020 subject to the disapplication of pre-emption rights in accordance with section 186 (3) sentence 4 AktG applied directly, analogously or mutatis mutandis; however, this reduction will only be made insofar as the respective amount exceeds 5 % of the share capital.
 - 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, profit-sharing 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 above-mentioned 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 under section 186 (3) sentence 4 AktG 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 11 February 2020 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.

7. Amendment of the Charter

Certain paragraphs of the Charter of the Company shall be amended to facilitate in particular the use of modern means of communication as well as to remove provisions that have become obsolete due to the lack of a scope of application.

- a) In Article 2 paragraph 2, the reference to the short financial year 2009 shall be deleted as it is not of relevance anymore. In its current form, the wording of Article 2 paragraph 2 is as follows:

'(2) The financial year begins on 1 October and ends on 30 September of the following year, the period from 1 January 2009 to 30 September 2009 forms a short financial year.'

Article 2 paragraph 2 shall be amended to read as follows:

'(2) The financial year begins on 1 October and ends on 30 September of the following year.'

- b) In Article 4 paragraph 5 sentence 1 and paragraph 7 sentence 1, the spelling of the reference to 'Euro' shall be amended. Instead of the '€' symbol, the abbreviation 'EUR', that is the commonly used designation, shall be used; where numbers are written in words, the currency shall be referred to as 'EURO' in capital letters. These amendments shall serve a harmonization with the remaining paragraphs of Article 4.
- c) Article 5, paragraph 1, which in its current form reads 'The Company shall be entitled to issue dividend warrants and certificates of renewal.' shall be removed, as the Company has not issued share certificates and share certificates that may still be in circulation have been declared invalid. However, dividend warrants and certificates of renewals are only of relevance for physical shares. For the same reason, in paragraph 2 the words 'as well as those of the dividend warrants and certificates of renewal' following the word 'share certificates' shall be removed. Due to the deletion of paragraph 1, the paragraphs of Article 5 shall be renumbered and the former paragraph 2 shall become paragraph 1. The same applies to the former paragraphs 3 and 4.

Article 5 shall be amended to read as follows:

'Article 5

'(1) Form and content of the share certificates shall be determined by the Executive Board.

(2) The Company is entitled to issue registered share documents incorporating one or several shares. The shareholders' right to have their shares confirmed in share certificates is excluded.

(3) In the event of a share capital increase, the profit sharing of the new shares issued may be regulated in a manner divergent from the provisions of the Stock Corporation Act (Aktiengesetz).'

- d) In Article 11 paragraph 2, an addition shall be made to set forth that members of the Supervisory Board can resign from their office not only by declaration to the chairman of the Supervisory Board, but also to the Executive Board. To this end, the words 'or to the Executive Board' shall be added. The addition shall provide a clarification for instances where the chairman of the Supervisory Board cannot be reached and in case of a resignation from office by the chairman of the Supervisory Board.

Article 11 paragraph 2 shall be amended to read as follows (additions underlined):

'(2) Each member of the Supervisory Board may resign at any time, even without important reasons, by declaring his intention to do so to the chairman of the Supervisory Board or to the Executive Board. Any public official who has been elected to become a member of the Supervisory Board shall on termination of the period of such public office forfeit his seat on the board at the closing of the next General or Extraordinary Meeting which follows such termination.'

- e) Article 14 shall be amended. In its current form, this Article reads:

'Any meeting of the Supervisory Board shall be convened by due notice in writing by its chairman or by the Executive Board acting on his instructions, indicating the agenda, place and time of the meeting. In urgent cases, convening may be verbally, by telephone, or by cable.'

A detailed explanation on the procedure for convening the Supervisory Board shall be reserved for the rules of procedure for the Supervisory Board, which will, in accordance with the recommendations of the German Corporate Governance Code, be published on the Company's website in the first six months of the year 2020. In addition, the reference to outdated means of communication such as the invitation 'by cable' shall be removed.

Article 14 shall be amended to read as follows:

'Article 14

Any meeting of the Supervisory Board shall be convened by its chairman or by the Executive Board acting on his instructions.'

- f) Pursuant to Article 15 paragraph 2, a member of the Supervisory Board that is absent from a meeting shall in the future be able to cast a vote not only by the provision of a written vote by another member of the Supervisory Board, but also by transmission of a vote by fax, e-mail or other electronic media. This addition constitutes an adaptation to common means of communication in today's times.

Article 15 paragraph 2 shall be amended to read as follows (additions underlined):

'(2) A member of the Supervisory Board who is unable to attend a board meeting is entitled, on certain items of the agenda, to submit his vote in writing, by fax, e-mail or via other electronic media through another member of the Supervisory Board.'

- g) Article 16 paragraph 1 shall be amended and paragraph 2 of this Article shall be removed. In its current form, Article 16 reads as follows:

'(1) The Supervisory Board may also pass resolutions by written, telegraphic or telephone votes or by votes cast by fax or e-mail if the chairman of the board so directs.

(2) The provisions for verbal voting shall be applied accordingly.'

The amendments shall serve the adaptation to common means of communication in use today and shall remove references to outdated forms to cast a vote, such as e. g. telegraphic votes.

Article 16 shall be amended to read as follows:

'Article 16

The Supervisory Board may also pass resolutions by votes cast in writing, by fax, e-mail, telephone or via any other electronic media if the chairman of the board so directs.'

- h) In Article 18 paragraph 1 sentence 1, the words 'for financial years commencing after 30 September 2015' shall be removed. The subsequent sentences of Article 18 paragraph 1 shall furthermore be removed completely. The removed sentences are obsolete by now, as they solely refer to financial years that lie in the past for which the variable remuneration of the Supervisory Board members, which was the subject of the provisions that shall now be removed, has been concluded in full.

Article 18 paragraph 1 in its current form reads as follows:

'(1) Apart from reimbursement of their expenses, which also include the turnover tax due on their emoluments, the members of the Supervisory Board shall each receive, for financial years commencing after 30 September 2015, fixed remuneration of EUR 90,000.00 payable at the end of the financial year.

The long-term variable remuneration payable to the members of the Supervisory Board for the 2013/2014 and 2014/2015 financial years in accordance with article 18 (1) (b) of the Charter in the version in force until registration of this new version will be paid after this new version is entered in the Commercial Register.

For the purpose of calculating the long-term variable remuneration for the 2013/2014 and 2014/2015 financial years, the budgeted profit per share of EUR 0.81 for the 2015/2016 financial year and the budgeted profit per share of EUR 1.11 for the 2016/2017 financial year will be used to calculate the average profit per share within the meaning of article 18 (1) (b) of the Charter in the version in force until this new version is registered. If the long-term variable remuneration payable for the 2013/2014 and/or 2014/2015 financial years in accordance with article 18 (1) (b) of the Charter in the version in force until this new version is registered is higher than it would be in accordance with the preceding sentence, the difference shall be payable after the close of the Annual General Meeting

resolving on the approval of the actions of the Supervisory Board for the 2015/2016 and/or 2016/2017 financial years.

If the remuneration payable for the 2015/2016 financial year in accordance with article 18 (1) (a) and (b) of the Charter in the version in force until this new version is registered is higher than EUR 90,000.00, the difference shall be payable after the close of the Annual General Meeting resolving on the approval of the actions of the Supervisory Board for the 2017/2018 financial year.'

Article 18 paragraph 1 shall be amended to read as follows:

'(1) Apart from reimbursement of their expenses, which also include the turnover tax due on their emoluments, the members of the Supervisory Board shall each receive a fixed remuneration of EUR 90,000.00 payable at the end of the financial year.'

In paragraph 3 and paragraph 5 of Article 18, the words 'the integration committee' which are included after 'the audit committee' shall furthermore be removed, as this committee does not exist anymore.

Article 18 paragraph 3 and paragraph 5 shall be amended to read as follows:

'(3) For their roles, the members of the presiding committee, the audit committee and the strategy committee shall receive – in addition to the remuneration pursuant to paragraphs (1) and (2) – a further remuneration of EUR 42,000.00, payable after the end of the financial year. The chairman of the audit committee shall receive three times and the chairman of the strategy committee twice this remuneration.'

'(5) The members of the Supervisory Board, the presiding committee, the nomination committee, the audit committee and the strategy committee shall receive a fee for attending meetings, irrespective of their form, of EUR 1,000.00 per meeting.'

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

The Charter of the Company is amended as follows:

- a) Article 2 paragraph 2 is amended to read as follows:

'(2) The financial year begins on 1 October and ends on 30 September of the following year.'

- b) Article 4 paragraph 5 sentence 1 is amended to read as follows:

'(5) The Executive Board is authorised, subject to the consent of the Supervisory Board, to increase the share capital of the Company once or several times until 8 February 2021 by an amount not to exceed EUR 150,000,000.00 (in words: EURO one hundred fifty million) in total (Authorised Capital 2016/I) by issuing new registered shares in return for contributions in cash.'

Article 4 paragraph 7 sentence 1 is amended to read as follows:

'(7) The Executive Board is authorised, subject to the consent of the Supervisory Board, to increase the Company's share capital once or several times until and including 8 February 2021 by issuing new registered shares against contributions in cash or in kind by an amount not to exceed EUR 570,000,000.00 (in words: EURO five hundred seventy million) in total (Authorised Capital 2016/II).'

- c) Article 5 is amended to read as follows:

'Article 5

'(1) Form and content of the share certificates shall be determined by the Executive Board.

(2) The Company is entitled to issue registered share documents incorporating one or several shares. The shareholders' right to have their shares confirmed in share certificates is excluded.

(3) In the event of a share capital increase, the profit sharing of the new shares issued may be regulated in a manner divergent from the provisions of the Stock Corporation Act (Aktiengesetz).'

- d) Article 11 paragraph 2 is amended to read as follows:

'(2) Each member of the Supervisory Board may resign at any time, even without important reasons, by declaring his intention to do so to the chairman of the Supervisory Board or to the Executive Board. Any public official who has been elected to become a member of the Supervisory Board shall on termination of the period of such public office forfeit his seat on the board at the closing of the next General or Extraordinary Meeting which follows such termination.'

- e) Article 14 is amended to read as follows:

'Article 14

Any meeting of the Supervisory Board shall be convened by its chairman or by the Executive Board acting on his instructions.'

- f) Article 15 paragraph 2 is amended to read as follows:

'(2) A member of the Supervisory Board who is unable to attend a board meeting is entitled, on certain items of the agenda, to submit his vote in writing, by fax, e-mail or via other electronic media through another member of the Supervisory Board.'

- g) Article 16 is amended to read as follows:

'Article 16

The Supervisory Board may also pass resolutions by votes cast in writing, by fax, e-mail, telephone or via any other electronic media if the chairman of the board so directs.'

- h) Article 18 paragraph 1 is amended to read as follows:

'(1) Apart from reimbursement of their expenses, which also include the turnover tax due on their emoluments, the members of the Supervisory Board shall each receive a fixed remuneration of EUR 90,000.00 payable at the end of the financial year.'

Article 18 paragraph 3 and paragraph 5 are amended to read as follows:

‘(3) For their roles, the members of the presiding committee, the audit committee and the strategy committee shall receive – in addition to the remuneration pursuant to paragraphs (1) and (2) – a further remuneration of EUR 42,000.00, payable after the end of the financial year. The chairman of the audit committee shall receive three times and the chairman of the strategy committee twice this remuneration.’

‘(5) The members of the Supervisory Board, the presiding committee, the nomination committee, the audit committee and the strategy committee shall receive a fee for attending meetings, irrespective of their form, of EUR 1,000.00 per meeting.’

On the website of the company at <https://www.tuigroup.com/en-en/investors/agm>, a reading version of the Charter is available which shows all of the suggested amendments.

8. Election of Supervisory Board members

Following Prof. Klaus Mangold’s resignation from the Supervisory Board, Mr Vladimir Lukin was officially appointed as a member of the Supervisory Board by the local court in June 2019. In the interest of good corporate governance, Mr Lukin is to be elected by the General Meeting.

In addition, at the close of the Annual General Meeting on 11 February 2020, the five-year terms of office of the Supervisory Board members Mrs Coline McConville, Mrs Janis Kong and Mrs Valerie Gooding will end.

As of that time, the term of office of the newly elected Supervisory Board member will begin.

The Supervisory Board of the Company is comprised of ten members representing the shareholders and ten employee representatives in accordance with sections 96 (1), 101 (1) AktG and section 7 (1) sentence 3, sentence 1 no. 3 of the German Co-Determination Act 1976 (Mitbestimmungsgesetz 1976; MitbestG) in connection with article 11 (1) sentence 1 of TUI AG’s Charter. Pursuant to section 96 (2) sentence 1 AktG, the Supervisory Board is furthermore comprised of at least 30% women and 30% men (minimum quota requirement). The overall compliance in accordance with section 96 (2)

sentence 3 AktG, pursuant to which the minimum quota of women and men of 30 % in each case is applied in consideration of the Supervisory Board as a whole, has not been objected. Hence, the Supervisory Board positions need to be filled by at least six women and at least six men to comply with the minimum quota requirement.

Not considering Coline McConville, Janis Kong and Valerie Gooding, the Supervisory Board is comprised of three women and fourteen men. The minimum quota requirement is thus not satisfied. These three open positions must therefore be filled with women.

Based on corresponding recommendations of the Nomination Committee and taking into consideration the aims published in the Corporate Governance Report concerning the composition of the body, the Supervisory Board proposes the election as new members of the Supervisory Board, representing the shareholders, of:

- a) Mr **Vladimir Lukin**, Special Advisor to CEO, OOO Severgroup, residing in Moscow (Russia), for the period until the close of the Annual General Meeting resolving on the approval of actions for the financial year ending on 30 September 2023.
- b) Mrs **Coline McConville**, Former CEO of Clear Channel International Ltd, residing in London (United Kingdom), for the period until the close of the Annual General Meeting resolving on the approval of actions for the financial year ending on 30 September 2023.
- c) Mrs **María Garaña Corces**, Managing Director, Google Professional Services EMEA, Google Global Sales & Operations (GBO), residing in London (United Kingdom), for the period until the close of the Annual General Meeting resolving on the approval of actions for the financial year ending on 30 September 2023.
- d) Mrs **Ingrid-Helen Arnold**, President, SAP Business Data Network, SAP, residing in Palo Alto (USA), for the period until the close of the Annual General Meeting resolving on the approval of actions for the financial year ending on 30 September 2023.

Information pursuant to section 125 (1) sentence 5 AktG and section 5.4.1 (5) to (8) of the German Corporate Governance Code:

Mr Vladimir Lukin has been a member of the Supervisory Board of TUI AG since his court appointment on 5 June 2019. Apart from this, he is not a member of any other Supervisory Board required by law or other comparable supervisory bodies in domestic or foreign commercial companies.

With respect to section 5.4.1 (6) to (8) of the German Corporate Governance Code the Supervisory Board declares the following: Mr Vladimir Lukin acts as a consultant for Mr Alexey Mordashov. Mr Mordashov has relinquished control over Unifirm Ltd, which holds 24.95 % of all shares in TUI AG; however, according to a notification dated 21 June 2019, he still owns a stake of 35 % in Unifirm Ltd and is a member of the Supervisory Board of TUI AG.

The Supervisory Board is – also after consultation with the candidate – convinced that he will be able to devote the expected amount of time to the Supervisory Board mandate.

Mrs Coline McConville is currently already a member of the Supervisory Board of TUI AG and will now be re-elected. She is not a member of any other Supervisory Board required by law. Mrs Coline McConville is a member of the following other comparable supervisory bodies in domestic or foreign commercial companies:

- Fevertree Drinks PLC;
- Trevis Perkins PLC; and
- 3i Group PLC.

With respect to section 5.4.1 (6) to (8) of the German Corporate Governance Code, the Supervisory Board declares that pursuant to its assessment, Mrs Coline McConville is not in a personal or business relationship with the Company, bodies of the Company or a shareholder with a significant shareholding in the Company which would be considered significant for an objective shareholder.

The Supervisory Board is – also after consultation with the candidate – convinced that she will be able to devote the expected amount of time to the Supervisory Board mandate.

Mrs María Garaña Corces is not a member of any other Supervisory Board required by law. Mrs Garaña Corces is a member of the following other comparable supervisory bodies in domestic or foreign commercial companies:

- Alantra Partners, S.A. and
- Liberbank S.A.

With respect to section 5.4.1 (6) to (8) of the German Corporate Governance Code, the Supervisory Board declares that pursuant to its assessment, Mrs Garaña Corces is not in a personal or business relationship with the Company, bodies of the Company or a shareholder with a significant shareholding in the Company which would be considered significant for an objective shareholder.

The Supervisory Board is – also after consultation with the candidate – convinced that she will be able to devote the expected amount of time to the Supervisory Board mandate.

Mrs Ingrid-Helen Arnold is not a member of any other Supervisory Board required by law. Mrs Arnold is a member of the following other comparable supervisory bodies in domestic or foreign commercial companies:

- Heineken N.V.

With respect to section 5.4.1 (6) to (8) of the German Corporate Governance Code, the Supervisory Board declares that pursuant to its assessment, Mrs Arnold is not in a personal or business relationship with the Company, bodies of the Company or a shareholder with a significant shareholding in the Company which would be considered significant for an objective shareholder.

The Supervisory Board is – also after consultation with the candidate – convinced that she will be able to devote the expected amount of time to the Supervisory Board mandate.

Further information on all candidates, in particular a CV, can be found on the website of the Company at <http://www.tuigroup.com/en-en/investors/aggm>.

9. Resolution on the approval of the remuneration arrangements for the Executive Board

On 11 December 2019, the Supervisory Board resolved to amend the remuneration scheme for the Executive Board. In amending the remuneration scheme for the Executive Board, the Supervisory Board was assisted by renowned, independent external remuneration advisors. The amended remuneration scheme for the Executive Board meets the requirements of the recommendations of the German Corporate Governance Code in the version of 7 February 2017 and also takes into account framework conditions arising from the law, the Corporate Governance Code as of July 2018 and the market practice of the United Kingdom. The amended remuneration scheme for the Executive Board also takes into account particular new requirements of the draft of a new version of the German Corporate Governance Code resolved on 9 May 2019 by the Government Commission on the German Corporate Governance Code. At present, however, it is not yet clear which new requirements for a remuneration scheme for the Executive Board will be decisive in the future according to the German Corporate Governance Code.

The Chairman of the Supervisory Board of TUI AG at that time had announced in a letter to shareholders dated 26 January 2018 that, in the forthcoming Annual General Meetings, TUI AG would be providing for a voluntary, legally non-binding vote on the remuneration scheme for the Executive Board in order to, in particular, accommodate the needs of TUI AG's international shareholders as far as possible. The ARUG II supplements the German Stock Corporation Act on the content of a remuneration scheme for the Executive Board and its presentation to the Annual General Meeting that are based on European law requirements. According to them, the Supervisory Board must in the future – starting with the Annual General Meeting in 2021 – necessarily resolve on a remuneration scheme for the Executive Board that is in line with the new requirements under stock corporation law and present it to the Annual General Meeting for approval on the new legal basis of section 120a of the German Stock Corporation Act in the version of the ARUG II. A corresponding duty will not exist before then. The Supervisory Board is of the opinion that it is in TUI AG's interest to wait and see which new requirements will be decisive for a remuneration scheme for the Executive Board in the future, in particular with regard to

the German Corporate Governance Code, and whether a uniform practice for interpreting and implementing these requirements will evolve. In light of this, on 11 February 2020 the Supervisory Board and the Executive Board will voluntarily present to the Annual General Meeting for its legally non-binding approval a remuneration scheme for the Executive Board that complies fully with the requirements of the Stock Corporation Act in force until the ARUG II becomes effective and the recommendations of the German Corporate Governance Code, as amended on 7 February 2017, as well as individual new requirements of the draft of a new version of the German Corporate Governance Code resolved by the Government Commission on the German Corporate Governance Code on 9 May 2019. The presentation is not based on section 120a Stock Corporation Act, in the version of the Act Implementing the Shareholder Rights Directive II.

Below is a description of the main changes to the presented, amended remuneration scheme for the Executive Board as compared to the current version of the remuneration scheme for the Executive Board. The details of the current version of the remuneration scheme for the Executive Board can be taken from the remuneration report (see the 2019 Annual Report, p. 132).

Like the current version of the remuneration scheme for the Executive Board, the amended remuneration scheme for the Executive Board consists of one fixed and two variable components. The amended remuneration scheme for the Executive Board sets performance targets for the short-term incentive (annual performance-based remuneration – ‘JEV’) effective 1 October 2019 that differ from those set in the current version of the remuneration scheme for the Executive Board: The current performance targets, namely earnings before taxes (‘EBT’) with a weighting of 50 %, return on invested capital (‘ROIC’) with a weighting of 25 % and cash flow with a weighting of 25 %, are being replaced by earnings before interest and taxes (‘EBIT’) with a weighting of 75 % and a target corridor of 75 % to 115 % and cash flow pre dividend with a weighting of 25 %. In addition, the requirements as to how the degree of achievement of the cash flow performance target is to be determined are being adjusted. The cash flow will be defined and cash flow pre dividend and will be reported in the annual report and not, as before, as cash flow to the firm. For the multi-year variable remuneration of the Executive Board members (Long Term Incentive Plan – ‘LTIP’) the ‘total shareholder return’ (‘TSR’) performance target that is in the current remuneration scheme for the Executive Board has been

dropped from the amended remuneration scheme for the Executive Board. In addition, the requirements as to how the degree of achievement of the remaining performance target, namely earnings per share ('EPS'), is to be determined are being adjusted. An average increase p.a. between 5% and 10% corresponds to a target achievement between 100% and 175% interpolates linearly. At an average EPS-figure of 50% or more of the absolute relevant EPS at the beginning of the granting period up to an average increase p.a. of 5% the target achievement interpolates linearly between 25% and 100%.

The amended remuneration scheme for the Executive Board also contains malus and clawback rules.

The fixed remuneration, the individual target amounts of JEV and LTI, the fringe benefits and the company pension have not been amended.

The conditions for the annual performance-based remuneration have been amended with effect as of 1 October 2019 and the conditions for the LTIP will apply to LTIP tranches beginning after 1 October 2019.

Executive Board report on agenda item 6

The proposal under agenda item 6 provides for an authorisation to acquire own shares in accordance with section 71 (1) no. 8 AktG representing up to 5 % of the share capital, but no more than 29,451,029 shares, which is restricted to a period of 18 months. However, any contract to purchase own shares based on this authorisation may only be entered into prior to the next Annual General Meeting, i. e. only in the period up and until the 2021 Annual General Meeting.

At the Annual General Meeting on 12 February 2019, TUI AG passed an authorisation resolution for the acquisition of own shares that is limited to a term ending on 11 August 2020. As this authorisation will lapse in the current financial year, this authorisation resolution is to be cancelled once the new authorisation that is to be resolved at this Annual General Meeting comes into effect. In addition to the requirements of the German Stock Corporation Act, the new authorisation is to take into account the requirements to be met by the Company on account of the listing of the TUI AG share on the London Stock Exchange and with a view to the UK corporate governance standards. The disapplication of pre-emption rights on 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, even when the potential exercise of other authorisations allowing for the disapplication of pre-emption rights is taken into account. These restrictions, together with the reasons for the potential disapplication of pre-emption and tender rights, are explained below.

Under the new 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) or the depositary interests representing the shares at the London Stock Exchange 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) or the depositary interests at the London Stock Exchange 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 5 % 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 11 February 2020, 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 5 % 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 require-

ments 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, although 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 disappplied 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 11 February 2020 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. The Company will in any event comply with the applicable capital market and stock exchange rules, in particular the Listing Rules and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (FCA).

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.

PARTICIPATION

Registration

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 in respect of whose shareholdings the shareholders themselves or their proxies have registered for attendance by the end of the registration period (midnight on 4 February 2020) are entitled to participate and vote in the Annual General Meeting. Pursuant to article 21 (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. We will send the convening notice, together with a personal cover letter, to all shareholders who are entered in the share register by the beginning of 28 January 2020 at the latest and such shareholders may then register themselves or their proxies in the following ways:

In writing to the following postal address:	By fax to:
TUI AG Aktionärsservice Postfach 1460 61365 Friedrichsdorf Germany	+49 (0) 69 22 22 34 29 4
Electronically via the following internet address (from 16 January 2020)	
www.tuigroup.com/en-en/investors/agm	

Shareholders of TUI AG will again have the opportunity at this Annual General Meeting to register themselves or a proxy and to order admission tickets for the Annual General Meeting or give authorisation and instructions to Company-appointed proxies electronically via the internet. This service will be available from 16 January 2020 at www.tuigroup.com/en-en/investors/agm. The shareholder number and individual access number required for access to the personal online service are printed on the reverse of the personal cover letter. Shareholders who have registered for e-mail correspondence should use their chosen user ID and password to access the online service. Authorisations and instructions to the Company-appointed proxies have to be received by the Company at the addresses set out above until midnight on 10 February 2020 unless they are given during the Annual General Meeting. This also applies to amendments to authorisations and instructions that have already been given as well as to the revocation of such authorisations. Admission tickets must have been ordered by midnight on 4 February 2020 at the latest.

Shareholders who have not already been entered in the share register by the beginning of 28 January 2020, but by the end of 4 February 2020 at the latest, can only register themselves or their proxies and order admission tickets in writing or by fax from the postal address or fax number listed above (such orders must be received by midnight on 4 February 2020 at the latest). Registration prior to receipt of the personal cover letter is also only possible in writing or by fax to the postal address or fax number listed above, unless the shareholder has registered for e-mail correspondence.

Notes on voting by proxy

Shareholders who are registered in the share register and have registered themselves or a proxy in respect of their shareholdings for the Annual General Meeting in time have the option to have their voting right exercised by a credit institution, a shareholder association, the Company-appointed proxies or another proxy of their choice at the Annual General Meeting. The proxy authorisation must be granted or revoked and proof of authorisation to be provided to the Company must be provided in text form. Authorisation forms can be found in the personal cover letter as well as at www.tuigroup.com/en-en/investors/agm. If shareholders' proxies are required to prove their authorisation to the Company, i. e. if they do not fall under the exception that applies to credit institutions, commercial agents and shareholder associations pursuant to section 135 AktG, the proof of a proxy's appointment may also be provided to the Company electronically by sending an e-mail to tui.hv@linkmarketservices.de. The special rules contained in section 135 AktG apply, in derogation from the above sentences, to the authorisation of and exercise of voting rights by credit institutions, commercial agents, shareholder associations and equivalent persons or entities. The following special provisions apply to the authorisation of proxies appointed by the Company.

Shareholders of TUI AG have the opportunity to have their voting rights represented at the Annual General Meeting by employees of the Company who are bound to comply with their instructions. Shareholders can grant authorisation and issue instructions to the Company-appointed proxies in writing using the response form included in the personal cover letter or alternatively using the authorisation and instruction form to be found under www.tuigroup.com/en-en/investors/agm, in writing, by fax or via the internet (as described in the section entitled 'Registration') using the above addresses or fax number. The Company-appointed proxies are obliged to vote in accordance with the instructions issued. If no instructions have been issued, the authorisation will not be exercised. If instructions are not clear, the Company-appointed proxies will abstain from voting on the corresponding agenda items. This always applies in the case of unforeseen motions. The Company-appointed proxies will not make use of authorisations given to them and not represent the respective shares to the extent the respective shares are represented by another person being present in the Annual General Meeting (the shareholder or its representative).

Notes on counter-motions and nominations pursuant to sections 126 and 127 AktG

Counter-motions relating to proposals made by the Executive Board and the Supervisory Board on a particular agenda item and nominations may be addressed to:

TUI AG
Board Office
Karl-Wiechert-Allee 4
30625 Hanover
Germany
Telefax: +49 (0)511 566-1996
Email: gegenantraege.hv@tui.com

Any motions and nominations sent to other addresses will not be published pursuant to sections 126 and 127 AktG. All motions and election proposals that are received from shareholders by midnight on Monday, 27 January 2020 at the latest and that require publication will be published, together with the relevant shareholder's name, the grounds cited (at least not required in case of election proposals) and any statement made by the management, at www.tuigroup.com/en-en/investors/aggm.

Holders of depositary interests ('DIs') issued by Link Market Services Trustees Limited relating to TUI AG shares who wish to submit counter-motions or nominations are requested to contact Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, or by e-mail to Nominee.Enquires@Linkgroup.co.uk by Monday, 27 January 2020, 5.30 p.m. (GMT), at the latest.

Notes on supplementary motions pursuant to section 122 (2) AktG

Shareholders whose combined stakes represent a total pro rata amount of € 500,000 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 by the Company by midnight on Saturday, 11 January 2020 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.

Notes on the shareholder's right to information

Pursuant to section 131 AktG, any shareholder must, on request, be given information by the Executive Board on the Company's affairs at the Annual General Meeting, provided such information is necessary in order to make an informed judgement on an agenda item. This right to information also extends to TUI AG's legal and commercial relations with affiliated companies, as well as the situation of the group as a whole and the companies included in the consolidated financial statements. Pursuant to article 22 (2) sentence 2 of the Company's Charter, the chairman may apply reasonable time limits to the question and answer rights of shareholders at the Annual General Meeting. The Executive Board may refuse to disclose information citing the grounds set out in section 131 (3) AktG, in particular if the information was continuously available on the Company's website for at least seven days prior to the beginning of the Annual General Meeting and is available at the Annual General Meeting. If a shareholder is refused information, that shareholder may, pursuant to section 131 (5) AktG, request that the question and the reason for such refusal be included in the notarial record of the Annual General Meeting and, if appropriate, apply to a court to rule on the right to information pursuant to section 132 AktG.

Information pursuant to section 124a AktG and other information on shareholder rights

The website of TUI AG via which information pursuant to section 124a AktG and further explanations relating to shareholder rights can be accessed is: www.tuigroup.com/en-en/investors/agm. For further information, the TUI shareholder AGM hotline is available under (0800) 56 00 841 (from within Germany) or +49 (0) 6196 8870 701 (from abroad) from 2 January 2020 to 15 January 2020 inclusive, Monday to Friday, between 9 a.m. and 5 p.m. (CET) and from 16 January 2020 to 12 February 2020 inclusive, Monday to Friday, between 8.00 a.m. and 6.00 p.m. (CET).

Data privacy information for shareholders pursuant to the EU GDPR

Pursuant to the EU General Data Protection Regulation, new data privacy rules apply since 25 May 2018. Detailed information on how TUI AG processes your personal data and what your rights are under the applicable data privacy laws can be accessed here: www.tuigroup.com/en-en/investors/share/data-privacy.

Further notes for holders of depositary interests

Holders of depositary interests ('DIs') issued by Link Market Services Trustees Limited relating to TUI AG shares can, subject to certain conditions, participate in the Annual General Meeting themselves or via proxies and exercise the voting rights corresponding to the number of TUI AG shares underlying their DIs. Detailed information, including the relevant conditions, is included in a Form of Direction / Form of Instruction which holders of DIs will receive together with this invitation from Link Market Services Trustees Limited.

Should you have any questions relating to your DIs, please contact the Depositary, Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, or by e-mail to Nominee.Enquires@Linkgroup.co.uk.

Berlin / Hanover, January 2020
The Executive Board

DIRECTIONS

How to get to the venue

By car

Address for your route guidance system: **EXPO Plaza, Gut Kronsberg**

From the north ↓

Motorway A7 direction Hamburg-Kassel to junction Hanover-Kirchhorst, exit the junction and follow the motorway A37/Messeschnellweg (direction Hanover), take the exit Messe Nord/Plaza

From the south ↑

Motorway A7 Kassel-Hamburg to junction Hanover-Süd, exit the junction and follow the motorway A37/Messeschnellweg (direction Messe), take the exit Messe Süd

From the west / east → ←

Motorway A2 Berlin-Dortmund to junction Hanover-Buchholz, exit the junction and follow the motorway A37/Messeschnellweg (direction Hanover Zentrum/Messe), take the exit Messe Nord/Plaza

Parking

The car-park routing system will route you to parking deck 'Parkhaus Süd 26' which is opened during the Annual General Meeting. The TUI Arena is a short walk away from this parking deck. Please note that only the parking deck 'Parkhaus Süd 26' is free of charge during the Annual General Meeting. By using other parking decks charges may incur.

By public transport

If you have ordered an entry ticket, you will receive a special ticket with your mail which entitles you to use the busses and city railways of the public transport in Hanover (GVH) free of charge. Schedules are available at: www.efa.de.

From Hanover Central Station

Take tram lines 1, 2, 3, 7, 8 or 9 and exit at the next stop 'Kröpcke' (about 3 minutes walk from the central station). Change for **tram line 6** and exit at the last stop 'Messe / Ost' (frequency: every 10 minutes; journey time: 23 minutes). Walk over the pedestrian bridge to TUI Arena.

From Hanover-Langenhagen airport

Take the S-Bahn (city railway) 'S5' to 'Hanover Hauptbahnhof' (Hanover Central Station) (frequency: every 30 minutes; journey time: 17 minutes). Read left for directions from here onwards.

Destination:
TUI Arena
EXPO Plaza 7
30539 Hanover
Germany



Financial highlights

€ million

Turnover

Underlying EBITA¹

Hotels & Resorts
Cruises
Destination Experiences
Holiday Experiences
Northern Region
Central Region
Western Region
Markets & Airlines
All other segments
TUI Group

EBITA^{2,3}

Underlying EBITDA^{3,4}

EBITDA^{3,4}

EBITDAR^{3,4,5}

Net profit for the period	
Earnings per share ³	in €
Equity ratio (30 Sept.) ⁶	%
Net capex and investments (30 Sept.)	
Net debt/net cash (30 Sept.)	
Employees (30 Sept.)	

Differences may occur due to rounding.

This overview of the TUI Group was prepared for the reporting period from 1 October 2018 to 30 September 2019.

The TUI Group applied IFRS 15 and IFRS 9 retrospectively from 1 October 2018. In contrast to IFRS 15, IFRS 9 was introduced without restating the previous year's figures.

¹ In order to explain and evaluate the operating performance by the segments, EBITA adjusted for one-off effects (underlying EBITA) is presented. Underlying EBITA has been adjusted for gains/losses on disposal of investments, restructuring costs according to IAS 37, ancillary acquisition costs and conditional purchase price payments under purchase price allocations and other expenses for and income from one-off items.

² EBITA comprises earnings before interest, income taxes and goodwill impairment. EBITA includes amortisation of other intangible assets. EBITA does not include measurement effects from interest hedges.

³ Continuing operations.

2018 / 19	2017 / 18	Var. %	Var. % at constant currency
18,928.1	18,468.7	+2.5	+2.7
451.5	420.0	+7.5	-4.9
366.0	323.9	+13.0	+13.2
55.7	45.6	+22.1	+20.4
873.2	789.5	+10.6	+3.6
56.8	278.2	-79.6	-77.1
102.0	94.9	+7.5	+7.0
-27.0	124.2	n.a.	n.a.
131.8	497.3	-73.5	-72.2
-111.7	-144.0	+22.4	+18.5
893.3	1,142.8	-21.8	-25.6
768.4	1,054.5	-27.1	
1,359.5	1,554.8	-12.6	
1,277.4	1,494.3	-14.5	
1,990.4	2,215.8	-10.2	
531.9	774.9	-31.4	
0.71	1.17	-39.3	
25.6	27.4	-1.8	
1,118.5	827.0	+35.2	
-909.6	123.6	n.a.	
71,473	69,546	+2.8	

⁴ EBITDA is defined as earnings before interest, income taxes, goodwill impairment and amortisation and write-ups of other intangible assets, depreciation and write-ups of property, plant and equipment, investments and current assets. The amounts of amortisation and depreciation represent the net balance including write-backs. Underlying EBITDA has been adjusted for gains/losses on disposal of investments, restructuring costs according to IAS 37, ancillary acquisition costs and conditional purchase price payments under purchase price allocations and other expenses for and income from one-off items.

⁵ For the reconciliation from EBITDA to the indicator EBITDAR, long-term leasing and rental expenses are eliminated.

⁶ Equity divided by balance sheet total in %, variance is given in percentage points.



TUI AG
Karl-Wiechert-Allee 4
30625 Hanover, Germany