

TUI AG**Hanover and Berlin**

ISIN DE000TUAG505 / WKN TUAG50

Announcement of the issue of new shares and the exclusion of subscription rights for fractional shares in the context of a capital increase with subscription rights pursuant to Section 49(1) sentence 1 no. 2 German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*)

Pursuant to section 4 (5) of the articles of association of TUI AG (the **Company**), as registered with the Company's commercial registers on 21/22 March 2022, the executive board (*Vorstand*) of the Company is authorised, subject to the consent of the supervisory board (*Aufsichtsrat*) of the Company, to increase the share capital of the Company once or several times until 7 February 2027 by an amount not to exceed € 162,291,441.00 in total (**Authorised Capital 2022/I**) by issuing new registered shares in return for contributions in cash.

Further, pursuant to section 4 (7) of the Company's articles of association, as registered with the Company's commercial registers on 21/22 March 2022, the executive board (*Vorstand*) of the Company is authorised, subject to the consent of the Supervisory Board, to increase the Company's share capital once or several times until 7 February 2027 by issuing new registered shares against contributions in cash or in kind by an amount not to exceed EUR 626,907,236.00 in total (**Authorised Capital 2022/II**).

Based on section 4 (5) and (7) of the Company's articles of association, on 24 March 2023, the Company's executive Board (*Vorstand*), with the consent of the Company's supervisory board (*Aufsichtsrat*) of the same day, resolved to increase the registered share capital of the Company of € 178,520,585.00 in total by up to € 476,054,893.00 (that is € 140,358,663.00 from the Authorised Capital 2022/I and up to € 335,696,230.00 from the Authorised Capital 2022/II) to up to € 654,575,478.00 by issuing up to 476,054,893 new, no-par-value registered shares (that is up to 140,358,663 from Authorised Capital 2022/I and up to 335,696,230 from Authorised Capital 2022/II) with a proportionate amount of € 1.00 for each new share (the total amount of the new shares from the Capital Increases, including the portion of the new shares, which would be attributable to Unifirm Limited (**Unifirm**) and Severgroup LLC (**Severgroup**) and any other Major Shareholder Sanctioned Persons and Entities (as defined below) and which will therefore not be issued) of the registered share capital against cash consideration (together, the **Capital Increases**). Shareholders are, in principle, entitled to subscription rights (**Subscription Right**).

In connection with the subscription offer for the Capital Increases (the **Subscription Offer**), the existing shareholders of the Company (other than Unifirm and Severgroup or their ultimate beneficial owner Alexey Mordashov or Marina Mordashova or natural or legal persons, entities or bodies associated with them listed in Annex I of Council Regulation (EU) No 269/2014 concerning restrictive measures in respect of actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine or natural or legal persons, entities or bodies directly or indirectly controlled by any of them (together the **Major Shareholder Sanctioned Persons or Entities**)) will be granted indirect subscription rights to 328,910,448 new shares (that is 140,358,663 new shares from the capital increase I and 188,551,785 new shares from the capital increase II).

The (indirect) subscription is to be offered to the shareholders (other than Unifirm and Severgroup and other Major Shareholder Sanctioned Persons or Entities) at a subscription ratio of 8:3 (i.e. 8 New Shares



offered for every 3 existing shares, Subscription Ratio). Any fractional amount shall be excluded from the Subscription Right.

The Subscription Offer, is expected to be published in the German Federal Gazette (*Bundesanzeiger*) on 27 March 2023.

Hanover/Berlin in March 2023

TUI AG

The Executive Board