

TUI AG

Execution of Agreements relating to Financing Package

5 January 2021

TUI AG (the **Company**) announced on 2 December 2020 that it had agreed a €1.8 billion financing package (the **Financing Package**) with the German Economic Support Fund (*Wirtschaftsstabilisierungsfonds*) (the **WSF**), Unifirm Limited, a syndicate of underwriting banks (the **Underwriting Banks**) and KfW.

The Company is pleased to announce that the formal written agreements relating to the Financing Package with the WSF, KfW and various commercial banks have been executed by the relevant parties. The terms of the Financing Package provided for in the executed agreements are substantially as described in the circular which the Company published on 14 December 2020 (the **Circular**).

The Financing Package comprises the following measures:

- (a) an increase in the share capital of TUI by way of a fully underwritten rights issue to raise net proceeds of approximately €509 million (the **Rights Issue**);
- (b) German law 'silent participation' (*stille Beteiligung*) private instruments issued by the Company to the WSF in an aggregate amount of approximately €1,091 million, divided into:
 - (i) a €420 million convertible silent participation (the **Convertible Silent Participation**); and
 - (ii) an €671 million non-convertible silent participation (the **Non-Convertible Silent Participation**) which may be subsequently decreased if and to the extent that a further funding instrument in an amount of up to €400 million (but, most likely, not exceeding €200 million) (the **Additional Funding Instrument**) is provided by one or more than one German federal states (*Länder*) (the **Länder**) by way of a full or partial guarantee of a guarantee facility agreement concluded by the Company with certain commercial banks;
- (c) a €200 million revolving credit facility provided by KfW and a syndicate of commercial banks (the **New Loan Facility**) on a secured basis; and
- (d) a waiver by KfW (the **KfW Waiver**) pursuant to which KfW agrees to the waiver of an automatic cancellation of commitments in the amount of €500 million under an existing €2.85 billion revolving credit facility provided by KfW to the Company until the maturity of that facility subject to the payment of the Convertible Silent Participation and the signing of the New Loan Facility (the **Existing Loan Facility**).

A prospectus (the **Prospectus**) setting out the full details of the Rights Issue, including a full timetable of key dates, has been published on the Company's website (<https://www.tuigroup.com/en/en/investors/capital-increase>).

In addition to the Standby Underwriting Agreement and the Unifirm Commitment and Backstop Agreement, which were signed in early December 2020 and discussed in the Circular, the following agreements relating to the Financing Package have now been executed by the relevant parties:

- (a) an umbrella agreement (*Rahmenvertrag*) dated 4 January 2021 between the Company and the WSF, which sets out general terms relating to the Convertible Silent Participation, the

Non-Convertible Silent Participation and certain stabilisation measures previously provided by the WSF ;

- (b) an agreement dated 4 January 2021 between the Company and the WSF providing for the creation of the Convertible Silent Participation;
- (c) an agreement dated 4 January 2021 between the Company and the WSF providing for the creation of the Non-Convertible Silent Participation;
- (d) the New Loan Facility dated 4 January 2021 between the Company, KfW, certain other financial institutions named therein as lenders and Deutsche Bank Luxembourg S.A. as facility agent and security agent;
- (e) the KfW Waiver dated 4 January 2021 executed by UniCredit Bank AG as facility agent under the Existing Loan Facility pursuant to which KfW agreed to the waiver of an automatic cancellation of commitments in the amount of €500 million under an existing €2.85 billion revolving credit facility provided by KfW to the Company prior to the conditions precedent set out above; and
- (f) the Underwriting Agreement dated 29 December 2020 between the Company and the Underwriting Banks.

Any capitalised terms used but not otherwise defined in this announcement have the meaning set out in the Circular.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. The securities referred to herein have not been and will not be registered under the Securities Act. No public offering of securities is being made in the United States.