

[Non-binding translation from German, Allen & Overy LLP*]

TUI AG

Hanover and Berlin

Publication of the resolutions passed at the Annual General Meeting of TUI AG in respect of which registration in the Commercial Register has been applied for pursuant to section 7c sentence 2 of the German Economic Stabilisation Acceleration Act (WStBG)

A. Publication of the resolutions in respect of which registration in the Commercial Registers has been applied for

On 14 February 2023, the annual general meeting (the **Annual General Meeting**) of TUI AG (the **Company**) passed the following resolutions set out under B in respect of which registration in the Commercial Registers has been applied for on 16 February 2023 as follows:

I. Capital reduction I

- a) On 14 February 2023, the Annual General Meeting of the Company resolved to reduce the share capital of the Company in the amount of EUR 1,785,205,853.00, divided into 1,785,205,853 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, by EUR 3.00 to EUR 1,785,205,850.00, divided into 1,785,205,850 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, and thus by way of a capital reduction by redemption of shares pursuant to section 237 (1) sentence 1, 2nd scenario in conjunction with section 237 (3) point 1 AktG in conjunction with section 7 (6) WStBG.

The capital reduction shall be completed by redeeming three no-par value shares each representing a pro rata amount of the share capital of EUR 1.00 (thus a total of EUR 3.00), for which the issue price has been paid in full and which have been provided to the Company by a shareholder without any consideration being rendered in return and thus have been acquired by the Company.

The capital reduction is being completed in connection with a recapitalisation of the Company in accordance with section 22 StFG and serves the purpose of enabling a clean consolidation ratio (avoiding fractional amounts) for the following capital reduction by consolidation of shares.

- b) Article 4(1) and 4(2) of the Company's Charter shall be amended as follows to reflect the capital reduction:

"(1) The share capital of the Company amounts to EUR 1,785,205,850.00 (in words: one billion seven hundred and eighty-five million two hundred and five thousand eight hundred and fifty euros)."

"(2) The share capital is split into 1,785,205,850 no-par value shares."

- c) The capital reduction by redemption of own shares of the Company in the amount of EUR 1,785,205,853.00 by EUR 3.00 to EUR 1,785,205,850.00 pursuant to section 237 (1) sentence 1, 2nd scenario in conjunction with section 237 (3) point 1 AktG in conjunction with section 7 (6)

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WStBG, as resolved by the Annual General Meeting of the Company on 14 February 2023, is implemented.

In addition, registration in the Commercial Registers will be applied for provided that the following registration shall be made not before the resolution on and implementation of the capital reduction in accordance with clause 1 above of this commercial register application has been registered in the Commercial Registers.

II. Capital reduction II

- a) On 14 February 2023, the Annual General Meeting of the Company resolved to reduce the share capital of the Company in the amount of EUR 1,785,205,850.00, divided into 1,785,205,850 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, by 1,606,685,265.00 to EUR 178,520,585.00 in accordance with the provisions regarding capital reduction pursuant to sections 222 et seqq. AktG in conjunction with section 7 (6) WStBG for the purpose of allocating a portion of the share capital to the Company's capital reserve. The capital reduction shall be completed by consolidating all no-par value shares at a ratio of ten to one.

The capital reduction is in connection with a recapitalisation of the Company within the meaning of section 22 StFG. In accordance with section 7 (6) sentence 5 WStBG, the amount of the reduction, i.e. EUR 1,606,685,265.00, shall be allocated to the Company's non-distributable capital reserve.

- b) Article 4(1) and 4(2) of the Company's Charter shall be amended as follows to reflect the capital reduction:

"(1) The share capital amounts to EUR 178,520,585.00 (in words: one hundred and seventy-eight million five hundred and twenty thousand and five hundred and eighty-five euros)."

"(2) The share capital is split into 178,520,585 no-par value shares."

B. Summary of the resolutions

The application for registration in the Commercial Registers is based on the following resolutions of the Annual General Meeting of TUI AG on 14 February 2023:

1. Resolution on the reduction of share capital by means of the redemption of three shares by the Company pursuant to section 237 (1) sentence 1, 2nd scenario in conjunction with section 237 (3) point 1 AktG in conjunction with section 7 (6) WStBG; amendment to the Company's Charter

- a) The share capital of the Company in the amount of EUR 1,785,205,853.00, divided into 1,785,205,853 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, shall be reduced by EUR 3.00 to EUR 1,785,205,850.00, divided into 1,785,205,850 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, and thus by way of a capital reduction by redemption of shares pursuant to section 237 (1) sentence 1, 2nd scenario in conjunction with section 237 (3) point 1 AktG in conjunction with section 7 (6) WStBG.

The capital reduction shall be completed by redeeming three no-par value shares each representing a pro rata amount of the share capital of EUR 1.00 (thus a total of EUR 3.00), for which the issue price has been paid in full and which have been provided to the Company by a shareholder without any consideration being rendered in return and thus have been acquired by the Company. In accordance with section 237 (5) AktG in conjunction with section 7 (6) sentence 5 WStBG, the amount of share capital attributable to the redeemed shares that comes to a total of EUR 3.00 shall be placed in the Company's capital reserve.

The capital reduction is being implemented in connection with a recapitalisation of the Company in accordance with section 22 of the German Stabilisation Fund Act (StFG) and serves the purpose of enabling a clean consolidation ratio (avoiding fractional amounts) for the capital reduction by

consolidation of shares that is planned for resolution under agenda item 6.

The Executive Board shall be authorised to specify, with the approval of the Supervisory Board, the additional details of the capital decrease and its implementation.

b) Article 4(1) and 4(2) of the Company's Charter shall be amended as follows:

"(1) The share capital of the Company amounts to EUR 1,785,205,850.00 (in words: one billion seven hundred and eighty-five million two hundred and five thousand eight hundred and fifty euros)."

"(2) The share capital is split into 1,785,205,850 no-par value shares."

2. Resolution on the reduction of the share capital for the purpose of allocating a portion of the share capital to the capital reserve in accordance with sections 222 et seqq. AktG in conjunction with section 7 (6) WStBG by consolidating shares; amendment to the Company's Charter

a) The share capital of the Company existing after the preceding redemption of three shares (under item 5 of the agenda for the Company's Annual General Meeting on 14 February 2023) in the amount of EUR 1,785,205,850.00, divided into 1,785,205,850 registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, shall be reduced by 1,606,685,265.00 to EUR 178,520,585.00 in accordance with the provisions regarding capital reduction pursuant to sections 222 et seqq. AktG in conjunction with section 7 (6) WStBG for the purpose of allocating a portion of the share capital to the Company's capital reserve.

The reduction shall be completed by consolidating shares. The capital reduction shall be completed at a ratio of ten to one, meaning that in each case ten registered no-par value shares are combined to form one registered no-par value share.

The capital reduction is in connection with a recapitalisation of the Company within the meaning of section 22 StFG. In accordance with section 7 (6) sentence 5 WStBG, the amount of the reduction, i.e. EUR 1,606,685,265.00, shall be allocated to the Company's non-distributable capital reserve.

In the event that any fractional amounts arise from the fact that a shareholder holds a number of shares that is not divisible by ten, the Company shall arrange for the consolidation of these fractional amounts with other fractional amounts, which will then be sold by the Company for the account of the shareholders concerned.

The Executive Board shall be authorised to specify, with the approval of the Supervisory Board, the additional details of the capital decrease and its implementation.

b) Article 4(1) and 4(2) of the Company's Charter shall be amended as follows:

"(1) The share capital of the Company amounts to EUR 178,520,585.00 (in words: one hundred and seventy-eight million five hundred and twenty thousand and five hundred and eighty-five euros)."

"(2) The share capital is split into 178,520,585 no-par value shares."

c) The Executive Board is instructed to apply for registration of the capital reduction in the Commercial Register in such a way that the capital reduction is not entered in the Commercial Register until after the other capital reduction pursuant to agenda item 5 has first been entered in the Commercial Register and the redemption of the three shares has been completed.

TUI AG

The Executive Board