

TUI AG**Hanover and Berlin**

ISIN DE000TUAG000 WKN TUAG00

Announcement pursuant to Section 49(1) sentence 1 no. 2 German Securities Trading Act (WpHG) in relation to resolutions on the reductions of the share capital by way of a redemption of shares and by consolidating shares**1. Resolution on the capital reduction by redemption of shares pursuant to Section 237 (1) sentence 1, 2nd scenario in conjunction with Section 237 (3) point 1 German Stock Corporation Act (AktG) in conjunction with Section 7 (6) German Economic Stabilisation Acceleration Act (WStBG)**

The general shareholders' meeting of TUI AG (the **Company**) resolved on 14 February 2023 that 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, 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.

The reduction of the share capital 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 by way of a redemptions of shares resolved at the Company's annual general meeting on February 14, 2023 is implemented.

2. Resolution on the capital reduction pursuant to Sections 222 et seqq. AktG in conjunction with Section 7(6) WStBG

The general shareholders' meeting of TUI AG resolved on 14 February 2023 that the share capital of the Company existing after the preceding redemption of three shares in the amount of EUR1,785,205,850.00, 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 EUR 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 being implemented in connection with a recapitalisation of the Company for the purposes 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 reduction of the share capital 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 resolved at the Company's annual general meeting on February 14, 2023 is implemented.

Hanover/Berlin in February 2023

TUI AG

The Executive Board