



**TUI AG**

**Hanover/Berlin**

ISIN-Code DE000TUAG505;

SID TUAG50

**Notice pursuant to section 49 (1) sentence 1 no. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz; WpHG) and publication of information pursuant to section 221 (2) sentence 3 of the German Stock Corporation Act (Aktiengesetz; AktG) (resolution on granting a new authorisation to issue convertible bonds/bonds with warrants, to disapply pre-emption rights and to create Conditional Capital 2024)**

The Annual General Meeting of TUI AG, Hanover/Berlin (the "**Company**") resolved on 13 February 2024 to authorise the Executive Board, subject to the consent of the Supervisory Board, to issue registered or bearer convertible bonds, bonds with warrants, profit-sharing rights or income bonds (or combinations thereof) (hereinafter collectively referred to as "bonds") with a total nominal amount of up to € 1,500,000,000.00 once or several times until and including 12 February 2029 and to grant holders or creditors of the bonds conversion or warrant rights to Company shares representing a pro rata amount of the share capital of up to € 50,743,103.00 in accordance with the terms and conditions of the bonds or to attach conversion or warrant obligations to these bonds. Shareholders are, in principle, entitled to pre-emption rights in respect of the bonds. Such pre-emption rights may also be granted indirectly in that bonds may be subscribed by one or several credit institutions or equivalent entities as defined in section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription. The Executive Board is, however, authorised to disapply shareholders' pre-emption rights to the bonds, subject to the consent of the Supervisory Board, in certain cases as provided for in the authorisation resolution.

The resolution will be filed with the commercial registers of the Local Courts (Amtsgerichte) of Berlin-Charlottenburg (under HRB 321) and Hanover (under HRB 6580).

The General Meeting further resolved on 13 February 2024 to conditionally increase the share capital by up to € 50,743,103.00 by issuing up to 50,743,103 new registered shares (Conditional Capital 2024) with dividend rights from the beginning of the financial year in which they are issued. The conditional capital allows shares to be granted to holders or creditors of convertible bonds, bonds with warrants, profit-sharing rights or income bonds (or combinations thereof) with conversion or warrant rights or obligations issued on the basis of the above authorisation, insofar as they were issued for cash. The new shares will be issued at the conversion or warrant price to be determined on the basis of the above authorisation.

The resolutions have not yet been registered in the commercial registers.

\* This is a translation of the German document published in the German Federal Gazette (Bundesanzeiger) on 14 February 2024 into English. It was taken reasonable care to ensure that it is accurate. However, you should be aware that words and legal concepts used in one language may not have exact equivalents in another.

For further details reference is made to the resolution proposals of the Executive Board and the Supervisory Board which were published in the German Federal Gazette (Bundesanzeiger) of 4 January 2024 under agenda item 7 in the invitation to the Company's General Meeting and which the General Meeting adopted without any changes.

**Hanover/Berlin, February 2024**

**TUI AG**

**The Executive Board**

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