



[Non-binding translation from German*]

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 2021 -

ISIN-Code:
DE 000 TUA G000

Security Identification Number:
TUA G00

The Annual General Meeting of TUI AG, Hanover/Berlin (the "**Company**") resolved on 25 March 2021 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 EUR 2,000,000,000.00 once or several times until and including 24 March 2026 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 EUR 109,939,363.00 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 25 March 2021 to conditionally increase the share capital by up to EUR 109,939,363.00 by issuing up to 109,939.363 new registered shares with dividend rights from the beginning of the financial year in which they were issued. The conditional capital increase 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 conditional capital increase may only be effected to the extent that conversion or warrant rights under bonds issued for cash are exercised or conversion or warrant obligations under such bonds are fulfilled, providing no other forms of fulfilment are employed when servicing such obligations.

* This is a translation of the German document published in the German Federal Gazette (Bundesanzeiger) on 31 March 2021 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.

The resolution has not yet been registered in the commercial register.

For further details reference is made to the resolution proposal of the Executive Board and the Supervisory Board which was published in the German Federal Gazette (Bundesanzeiger) of 3 March 2021 under agenda item 7 in the invitation to the Company's General Meeting and which the General Meeting adopted without any changes.

Hanover/Berlin, March 2021

TUI AG

The Executive Board