



**TUI AG**  
**Hanover and Berlin**

**Notification on the issue of convertible bonds with exclusion of subscription rights in  
accordance with Section 49 (1) sentence 1 no. 2 German Securities Trading Act  
(Wertpapierhandelsgesetz)**

The annual general meeting of TUI AG authorized the executive board by resolution dated 25 March 2021 under agenda item 7 to issue, with the consent of the supervisory board, bearer or registered convertible bonds, bonds with warrants, profit-participation rights or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as “Bonds”) once or several times with a total nominal amount of up to EUR 2,000,000,000.00 until and including 24 March 2026 and to grant holders and creditors of the Bonds conversion or warrant rights to shares in the Company 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 (hereinafter the “Authorization”).

As announced in the German Federal Gazette (Bundesanzeiger) on 14 April 2021, TUI AG issued – with partial use of this Authorization – 4,000 convertible bonds with a nominal amount of EUR 100,000.00 each, thus with a total nominal amount of EUR 400,000,000.00, the conversion rights grant up to 74,583,729 shares with a proportionate amount in the share capital of EUR 1.00 each (hereinafter the “Convertible Bond 2021”).

Again using this Authorization, the transaction committee of the executive board, authorized by the resolution of the executive board of 25 June 2021, resolved on 28 June 2021 with the approval of the supervisory board of 25 June 2021 a tap issuance of the Convertible Bond 2021 and to issue further 1,896 convertible bonds with a nominal amount of EUR 100,000.00 each, thus with a total nominal amount of EUR 189,600,000.00, granting conversion rights to up to 35,352,687 shares with a proportionate amount in the share capital of EUR 1.00 each, and that statutory subscription rights of the shareholders were excluded in compliance with the detailed provisions of the Authorization and with the legal requirements in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (Aktiengesetz).

**Hanover, June 2021**

*The Executive Board*