



TUI AG

Hanover/Berlin

ISIN-Code DE000TUAG000

SID TUAG00

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 2022/I as well as Conditional Capital 2022/II)

The Annual General Meeting of TUI AG, Hanover/Berlin (the "**Company**") resolved on 8 February 2022 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 7 February 2027 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 162,291,441.00 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 8 February 2022 to conditionally increase the share capital, firstly, by up to EUR 162,291,441.00 by issuing up to 162,291,441 new registered shares (Conditional Capital 2022/I) and, secondly, by up to EUR 81,145,720.00 by issuing up to 81,145,720 new registered shares (Conditional Capital 2022/II), each with dividend rights from the beginning of the financial year in which they are issued. Both conditional capitals allow 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 2022/I furthermore serves to grant shares to the creditors of the EUR 589,600,000.00 convertible bonds due 2028 (ISIN DE000A3E5KG2), provided the Conditional Capital 2021 pursuant to article 4 (9) of the Charter of TUI AG has been utilised in full and no other forms of fulfilment are employed when servicing such rights. The conditional capital increases 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, provided no other forms of fulfilment are employed when servicing such obligations.

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 2022 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 29 December 2021 under agenda items 7 and 8 in the invitation to the Company's General Meeting and which the General Meeting adopted without any changes.

Hanover/Berlin, February 2022

TUI AG

The Executive Board