



TUI AG

Hanover and Berlin

ISIN DE000TUAG000WKN TUAG00

Announcement of the issue of new shares and the exclusion of subscription rights in the context of a cash capital increase pursuant to Section 49 (1) Sentence 1 No. 2 German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*)

Pursuant to Article 4 (12) of the Charta of TUI AG, Hanover/Berlin ("**Company**"), registered in the commercial registers of the Company on 21 March 2022/22 March 2022, the Executive Board is authorised, subject to the consent of the Supervisory Board, to increase until 7 February 2027 the Company's share capital in connection with the agreed recapitalisation pursuant to Section 22 of the Stabilisation Fund Act (*Stabilisierungsfondsgesetz – "StFG"*) by up to EUR 671,000,000.00 through the issue, once or several times, of up to 671,000,000 new registered no-par value shares against contributions in cash and in kind in order to use the net issue proceeds primarily to repay the capital made available to the Company by the Economic Stabilisation Fund ("**ESF**") in connection with the silent participation II, i.e. the silent partnership of the ESF within the meaning of Section 22 (1) Sentence 2 4th Alternative StFG with an asset contribution in the amount of EUR 671,000,000.00 (*Silent Participation II*) ("**Authorised Capital 2022/III**").

When the Authorised Capital 2022/III is utilised, shareholders are, in principle, entitled to subscription rights. Where Authorised Capital 2022/III is utilised by way of a cash capital increase, the Executive Board may, subject to the consent of the Supervisory Board, disapply the shareholders' subscription rights if the issue amount of the new shares is not significantly lower than the market price for previously issued shares with the same terms. The number of new shares issued on the basis of this authorisation, plus the shares issued or sold on the basis of an authorisation to sell pursuant to Section 71 (1) no. 8 Sentence 5 and 186 (3) Sentence 4 AktG after the General Meeting has passed the resolution on this authorisation on 8 February 2022 ("**Date of Resolution**") until such time as the authorisation has been exercised, must not exceed the limit specified in Section 186 (3) Sentence 4 AktG of 10% of the share capital existing on the Date of Resolution or (if lower) the share capital existing on the date of issue of the new shares. Further, shares that are issued or to be issued on the basis of bonds with conversion or warrant rights or conversion obligations issued in accordance with Section 186 (3) Sentence 4 AktG after the Date of Resolution until such time as the authorisation has been exercised must be taken into account when calculating this limit.

Making use of the Authorised Capital 2022/III, the Executive Board of the Company resolved on 17 May 2022, with the consent of the Supervisory Board of the Company on the same day, to increase the share capital of the Company from currently EUR 1,622,914,412.00 by up to EUR 162,291,441.00 to EUR 1,785,205,853.00 by issuing up to 162,291,441 new registered no-par value shares of the Company ("**New Shares**"), each with a pro rata amount of EUR 1.00 of the share capital of the Company and carrying full dividend rights from 1 October 2021, against cash contributions. The shareholders' subscription rights were excluded for the New Shares in accordance with the existing authorisation and in accordance with Section 203 (1) and 186 (3) Sentence 4 of the AktG.

Hanover/Berlin in May 2022

TUI AG

The Executive Board