

TUI AG
Hanover and Berlin

Subject: 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

The executive board of TUI AG (the “Company”) was authorized by the resolution of the Company's general shareholders' meeting held on 13 February 2024 under agenda item 7, 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) (collectively, the “Bonds”) with a total nominal amount of up to EUR 1,500,000,000.00 once or several times and with or without a fixed maturity until and including 12 February 2029 and to grant holders and creditors of the bonds conversion or conversion or warrant rights to Company shares representing a pro rata amount of the share capital of up to EUR 50,743,103.00, in accordance with the terms and conditions of the Bonds or to attach conversion or warrant obligations to these Bonds (together, the “Authorization 2024”). Pursuant to the Authorization 2024, the executive board is also authorized, subject to the consent of the supervisory board, to exclude the shareholders' subscription rights to bonds issued against cash payment, in particular if the issue price is not substantially lower than the market value of the bonds, although this only applies insofar as the shares to be issued in order to service the conversion or warrant rights or obligations under the bonds do not exceed 10% of the share capital in total either at the time the authorization is resolved or at the time it is exercised, if this value is lower.

Utilizing this Authorization 2024, the transaction committee of the executive board, authorized by the resolution of the executive board on 30 May 2024, resolved on 19 July 2024 with the approval of the transaction committee of the supervisory board on 19 July 2024, authorized by the resolution of the supervisory board on 30 May 2024, to (i) issue 4,870 convertible bonds with a nominal amount of EUR 100,000.00 each, thus with a total nominal amount of EUR 487,000,000, granting conversion rights to up to 50,729,166 shares with a proportionate amount in the share capital of EUR 1.00 each, and (ii) exclude statutory subscription rights of the shareholders in compliance with the detailed provisions of the Authorization 2024 and with the legal requirements in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (*Aktiengesetz*).

Hanover, July 2024

The Executive Board