

Power of Attorney and Instructions

Extraordinary General Meeting of TUI AG, 5 January 2021

[The voting rights must be exercised in accordance with the statutory provisions and the Articles of Association and in accordance with the following power of attorney and instructions. Please make your choice with an „X“ in the proper box.]

Granted by:

Name	First name	Name (Co-Shareholder, if any)	First name
Street		Number	
Postal Code	Place		
Date of birth	Number of shares		

1. POWER OF ATTORNEY and INSTRUCTIONS for the company-appointed proxies of TUI AG

- ☐ I/We hereby grant power of attorney to the company-appointed proxies Maren Richter and Andreas Schillig and instruct them to vote **on all topics as proposed by the management.**
- ☐ I/We hereby grant power of attorney to the company-appointed proxies Maren Richter and Andreas Schillig and instruct them to vote **in accordance with the individual instructions (see following page).**

OR

2. POWER OF ATTORNEY and INSTRUCTIONS for a credit intermediary/shareholders' association/proxy advisor or other persons specified in section 135(8) AktG

[We would like to ask you to inform yourselves **before** transferring the voting rights whether the intermediary, the shareholders' association, proxy advisor or other persons specified in section 135(8) AktG will accept your voting rights as proxy. If you have not already registered yourselves for the General Meeting, please send this power of attorney in time to the intermediary, shareholders' association, proxy advisor or other persons specified in section 135(8) AktG of your choice so that the registration through the authorised institution is possible **29 December 2020, 24:00 hours (CET) – date of delivery.**]

- ☐ I/We hereby grant power of attorney to the following the intermediary, shareholders' association, proxy advisor or other persons specified in section 135(8) AktG and instruct them to vote **on all topics as proposed by the management.**
- ☐ I/We hereby grant power of attorney to the following the intermediary, shareholders' association, proxy advisor or other persons specified in section 135(8) AktG and instruct them to vote **in accordance with their voting proposals.**
- ☐ I/We hereby grant power of attorney to the following the intermediary, shareholders' association, proxy advisor or other persons specified in section 135(8) AktG and instruct them to vote **in accordance with the individual instructions (see following page).**

BIC (Business Identifier Code) (if any)

Name and potentially head office of intermediary/shareholders' association/proxy advisor or other persons specified in section 135(8) AktG

INSTRUCTIONS

Agenda (Please find the complete version of the agenda of the Extraordinary General Meeting at www.tuigroup.com/en-en/investors/agm)			
	YES	NO	ABSTENTION
1 Resolution on the ordinary reduction of the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Resolution on the increase of the share capital with subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Resolution on the granting of a conversion right in favour of the Economic Support Fund and conditional increase of the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The instructions relate to management's resolution proposals published in the Federal Gazette on 14 December 2020.

Supplementary agenda items at the request of shareholders – if submitted –

Any supplementary agenda items, which are to be published, submitted before **22 December 2020, 24:00 hours (CET)** will be exclusively published online at: www.tuigroup.com/en-en/investors/agm.

If you wish to approve or reject any supplementary agenda items submitted by shareholders in combination with a motion to supplement the agenda, please enter your vote under the respective supplementary agenda item.

	YES	NO	ABSTAIN		YES	NO	ABSTAIN
4 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Counter-motions by shareholders – if submitted –

Any counter-motions by shareholders made accessible and received by no later than **21 December 2020, 24:00 hours (CET)** will be exclusively available online at: www.tuigroup.com/en-en/investors/agm.

Any counter-motions requiring an independent resolution are marked there with a capital letter. If you wish to support or reject motions marked in this way, please enter your vote under the respective motion.

	YES	NO	ABSTAIN		YES	NO	ABSTAIN
A _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	F _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I /We hereby authorise the above-mentioned person/ institution to exercise the voting rights at the Extraordinary General Meeting in accordance with the instructions – in the case of 1 without disclosing my/our name(s), i.e. in the name of whom it may concern. This power of attorney comprises the right to grant sub-power of attorney. The company-appointed proxies of the company are each individually authorised. This power of attorney is completely filled out and contains no other statements.

Place, Date

Name(s) of the declarant(s) or signature(s)

(required field)

Please indicate your telephone number here for any further questions: _____