

INVITATION

We hereby invite our shareholders to the virtual extraordinary General Meeting on Tuesday, 5 January 2021 at 11:00 a.m. (CET) (= 10:00 hours UTC (coordinated universal time)).

Owing to the COVID-19 pandemic and on the basis of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*; the **COVID-19 Act**)¹, published as Article 2 of the Law for the Mitigation of the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) of 27 March 2020 published in the German Federal Law Gazette (*Bundesgesetzblatt*), part I, on 27 March 2020, the General Meeting will be held as a virtual General Meeting. This results in certain modifications to meeting procedures and regarding shareholders' rights.

The General Meeting will be held without physical presence of the shareholders or their proxies at the registered office of TUI AG, Karl-Wiechert-Allee 4, 30625 Hanover, Germany. Shareholders may follow the General Meeting via live video and audio transmission on the internet. Shareholders who have duly registered for the General Meeting can exercise their voting rights by way of absentee voting (*Briefwahl*) (in writing or electronically) as well as through proxy authorisation granted and may ask questions in advance of the General Meeting. They must submit their questions in German to the Company electronically via the password-protected GM online-service by Saturday, 2 January 2021, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), available at www.tuigroup.com/en-en/investors/agm. A participation by way of electronic communication within the meaning of section 118 (1) sentence 2 of the German Stock Corporation Act (*Aktiengesetz*; **AktG**) is excluded. Objections to items on the agenda of the General Meeting must be submitted electronically via the password-protected GM online-service to the notary instructed to keep the record of the General Meeting.

We would like to ask our shareholders to pay particular attention to the information and notices regarding the General Meeting.

TUI AG

Berlin/Hanover
Karl-Wiechert-Allee 4
30625 Hanover
Germany

The Company's share capital

is divided, at the time of convocation, into 590,415,100 no-par value shares carrying the same number of votes.

¹ Extended until 31 December 2021 by the Regulation for the Extension of Measures in Corporate, Cooperative, Association and Foundation Law to Combat the Effects of the COVID-19 Pandemic, German Federal Law Gazette (*Bundesgesetzblatt*), part I, no. 48, on 28 October 2020.

Securities identification numbers
Voting and participating shares:

ISIN-Code	WKN
DE 000 TUA G00 0	TUA G00

I. AGENDA

of the General Meeting of TUI AG on 5 January 2021

On 2 December 2020, the Economic Support Fund Committee (the **WSF Committee**) established under section 20 (1) sentence 2 of the German Support Fund Act (*Stabilisierungsfondgesetz – StFG*) decided that the Economic Support Fund within the meaning of section 15 StFG (*Wirtschaftsstabilisierungsfonds – WSF*) will participate in the recapitalisation of TUI AG (the **Company**) under certain conditions in order to further stabilise and strengthen the liquidity and capital base of the Company (section 22 (1) sentence 1 StFG). This recapitalisation is an important element of a comprehensive financing package of about EUR 1,800,000,000.00 agreed with the shareholder Unifirm Limited, with its registered seat in Limassol, Cyprus (**Unifirm**), a banking consortium, KfW and the WSF and announced in an ad-hoc notification of 2 December 2020.

The recapitalisation is to take the form of two silent partnerships in the Company by the WSF as a silent partner with a total contribution of EUR 691,021,466.00 pursuant to section 22 (1) sentence 2 variant 4 StFG in conjunction with section 10 of the Economic Stabilisation Acceleration Act (*Wirtschaftsstabilisierungsbeschleunigungsgesetz – WStBG*) (the **Silent Participations**). Essential requirements for the grant of the Silent Participations are cumulatively (i) the capital reduction to be resolved under agenda item 1 (hereinafter (a)), (ii) the capital increase to be resolved under agenda item 2 (hereinafter (b)), and (iii) the WSF's conversion right to be resolved under agenda item 3 (hereinafter (c)). The resolutions on the capital reduction, the capital increase and the conversion right are therefore related to the recapitalisation of the Company within the meaning of sections 7, 7a and 7e WStBG.

The terms and conditions on which the Silent Participations are granted are set out in a binding term sheet concluded between the Company and the WSF (represented by the Bundesrepublik Deutschland - Finanzagentur GmbH) on 2 December 2020.

(a) **Agenda item 1: Capital reduction**

As a requirement for recapitalisation, it is intended to reduce the share capital of the Company in accordance with sections 222 et seqq. of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with section 7 (6) WStBG in order to facilitate the implementation of the capital increase immediately thereafter on the basis of the resolution to be passed under agenda item 2 and to enable the grant of the conversion right of the WSF to be resolved under agenda item 3.

The capital reduction will be of a purely accounting nature and, as such, will only result in a transfer of an amount on the liabilities side of the Company's commercial balance sheet from the "subscribed capital" to the non-distributable "capital reserve" (section 266 (3) A II of the German Commercial Code (*Handelsgesetzbuch – HGB*)). It will not result in any change to the number of shares or the percentage of shares held by the existing shareholders, nor will it change the equity structure or value of the Company. It will merely result in a reduction of the pro rata amount of the share capital attributable to each no-par value share from currently approximately EUR 2.56 to precisely EUR 1.00 after the implementation of the resolution. This will increase the difference between the stock market price of the existing shares and the lowest pro rata amount of the share capital attributable to each no-par value share pursuant to section 9 (1) AktG, i.e. the minimum issue price in a capital increase, and will thus enable the implementation of the capital increase to be resolved under agenda item 2. It will also provide the Company with more flexibility for potential future capital measures.

(b) Agenda item 2: Capital increase against cash contributions with subscription right

It is intended to increase the share capital to be reduced under agenda item 1 by way of a capital increase against cash contributions by EUR 508,978,534.00 by issuing 508,978,534 new shares pursuant to section 7 WStBG as a requirement for the Company's recapitalisation and in order to further strengthen the liquidity and equity base of the Company. The new shares will be initially offered to the existing shareholders by way of a so-called indirect subscription right at a fixed subscription price in the amount of EUR 1.07 (the **Subscription Price**). The shareholder Unifirm, which currently holds approximately 24.89% of the share capital, will be permitted to subscribe and acquire the new shares at the Subscription Price directly with the Company in the amount of the statutory subscription right to which it is entitled (direct subscription right instead of indirect subscription right).

Unifirm has undertaken vis-à-vis the Company, in a contract containing the undertakings and commitments of Unifirm, (the **Unifirm Commitment and Backstop Agreement**) to exercise in full all statutory subscription rights to which it is entitled (the so-called confirmed subscription declaration) (the Unifirm Irrevocable Undertaking). In the event that not all other shareholders exercise their subscription rights in full, the corresponding unsubscribed new shares (the **Rump Shares**) are to be sold by way of a private placement. In the event that not all of the Rump Shares are sold in such private placement, Unifirm has undertaken pursuant to the Unifirm Commitment and Backstop Agreement and a syndicate consisting of Barclays Bank Ireland PLC, BofA Securities Europe SA, Citigroup Global Markets Europe AG and Deutsche Bank Aktiengesellschaft (the **Managers**) have each undertaken vis-à-vis the Company to purchase the following volumes of the corresponding Rump Shares not privately placed (the **Unplaced Rump Shares**) at the Subscription Price:

Pursuant to the Unifirm Commitment and Backstop Agreement, Unifirm has undertaken to acquire all Unplaced Rump Shares up to such maximum volume that the resulting aggregated Unifirm shareholdings (including shares already held) will not exceed a maximum of 36% of the Company's increased share capital after the implementation of the capital increase to be resolved under agenda item 2 (the **Unifirm Conditional Underwriting Commitment**). Against this backdrop, Unifirm has filed an application with the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – **BaFin**) pursuant to section 37 (1) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – **WpÜG**) for an exemption from the obligation to make an offer pursuant to section 35 WpÜG in the event that Unifirm reaches or exceeds the control threshold of 30% of the voting rights in the Company (section 29 (2) WpÜG) as a result of acquiring further Unplaced Rump Shares. Should BaFin not approve this application, the Unifirm Conditional Underwriting Commitment and thus the corresponding obligation to acquire Unplaced Rump Shares will decrease to 29.9% of the Company's increased share capital (the **Unifirm Unconditional Underwriting Commitment**).

The Managers have agreed, pursuant to an underwriting agreement, to subscribe or acquire those Unplaced Rump Shares that are not already subscribed or acquired by Unifirm according to the above on the basis of the Unifirm Commitment and Backstop Agreement (the **Managers' Underwriting Commitment**). Thus, the Unifirm Commitment and Backstop Agreement and the Managers' Underwriting Commitment guarantee the implementation of the capital increase to its full extent (EUR 508,978,534.00) and thus ensure the corresponding liquidity inflow to the Company.

(c) Agenda item 3: Conversion right regarding the Convertible Silent Participation and conditional capital increase

On 2 December 2020, the WSF Committee decided that the WSF will acquire an interest in the Company as a silent partner within the meaning of section 22 (1) sentence 2 variant 4 StFG in conjunction with section 10 WStBG in order to further stabilise and strengthen the liquidity and capital base of the Company. This shall be done by means of the establishment of two silent partnerships with (i) a capital contribution of EUR 420,000,000.00 (the **Convertible Silent Participation**) and (ii) a capital contribution of EUR 271,021,466.00 (the **Non-Convertible Silent Participation**) (with the nominal amount of the Non-Convertible Silent Participation able to increase by up to EUR 400,000,000.00 under certain conditions in order to replace a state guarantee of the same amount which was intended to have priority). The establishment of the two silent partnerships does not require the approval of the General Meeting (section 10 (1) sentences 1 and 2 WStBG). At the time of this convocation notice, the granting of the Silent Participations – and thereby the implementation of the financing package – is, inter alia, still subject to the approval of the European Commission under state aid rules.

Pursuant to section 10 (2) WStBG, the WSF as a silent partner may be granted a conversion or subscription right to shares of the Company with regard to the capital contribution made by it. In this regard, the shareholders' subscription right is excluded pursuant to section 10 (2) sentence 2 WStBG. Pursuant to section 10 (2) sentence 3 WStBG, such a conversion right requires the consent of or authorisation by the General Meeting. A special conditional capital can be created to service such conversion rights in accordance with section 7a (1) sentence 1 and 3 WStBG. A prerequisite for the grant of the Silent Participations is the granting of such a conversion right in respect of the Convertible Silent Participation. This possibility of granting such a conversion or subscription right for the WSF and of creating special conditional capital to service it shall be used by means of passing the resolution proposed under agenda item 3.

Specifically, the WSF is to be given the opportunity to convert the Convertible Silent Participation to up to 420,000,000 new shares in the Company at an exchange ratio of 1:1, this is to say that the WSF will receive one share in the Company for each EUR 1.00 of the nominal amount of the Convertible Silent Participation that is to be converted. The WSF shall be entitled to exercise this conversion right at any time and for part or for the whole of the contribution. However, the conversion right is to be limited in its scope in such a way that the WSF can only ever convert the Convertible Silent Participation to new shares to the extent that the WSF's total participation (including all other shares held by the WSF) in the Company's increased share capital does not at any time exceed 25% plus one share after the conversion has been carried out. The Non-Convertible Silent Participation is not convertible to shares. To enable the WSF to maintain, if applicable, a participation of up to 25% plus one share, the WSF may use, under certain conditions and for the purpose of dilution protection, the Non-Convertible Silent Participation as contribution in kind in the context of the issuance of new shares.

With regard to the WSF exercising the conversion right and shares in the Company being granted to the WSF, it was agreed for the new shares created by the conversion of the Convertible Share Participation that the issue price would amount to EUR 1.00 per share. This price corresponds to the proportion of the Company's share capital held by the shares after the capital reduction agreed in agenda item 1 has been carried out and thus to the minimum issue price pursuant to section 9 (1) AktG. This price is below the current market price of the Company's shares at the time of the resolution by the Executive Board and the Supervisory Board on the proposed resolution to the Company's extraordinary General Meeting of 5 January 2021. From the perspective of the Company's Executive Board, the agreed issue price is nevertheless reasonable.

The current market price of the shares does not accurately reflect the current, intrinsic value of the Company i.e. which exists following deduction of the financing package as announced in the ad-hoc

notification of 2 December 2020, since this price already takes the receipt of additional financing, in particular by the WSF, into account. The market price therefore already includes a premium on the intrinsic value of the Company in comparison to the situation without a comparable financing package. This is because, due to COVID-19 pandemic and the associated travel restrictions as well as infection rates increasing again and the associated shorter-term booking behaviour of many customers, the Company has had to again largely suspend a significant part of its business operations (such as package holidays, cruises and hotel operations). This situation means the Company has financing needs which the Company can no longer cover with its own resources.

The Executive Board considers there to be no alternative to the WSF stabilisation measures as an essential component of the financing package necessary for continued financing of the Company's business operations.

As part of negotiating the financing package with the WSF, the Company proposed alternative models with a higher issue price and lower shareholding. However, efforts to push through these alternatives in the negotiations were unsuccessful. Therefore, the alternative to granting a conversion right at the minimum issue price of EUR 1.00 per share would have been the failure of the financing package as a whole and consequently an existential threat to the Company, that is to say a potential total loss for shareholders.

In light of this, the Company's Executive Board deems the issue price of EUR 1.00 per share to be reasonable in terms of the overall interests of the Company. In this regard, the Executive Board also considered that shareholders would be granted the possibility of acquiring new shares in the Company at a similar Subscription Price by virtue of the capital increase to be agreed in agenda item 2. In this regard, the Subscription Price for shareholders was set at EUR 1.07 for legal reasons in order to ensure net inflow of at least EUR 1.00 per new share following the deduction of standard market costs and fees of the capital increase.

1. Resolution on the ordinary reduction of the share capital for the purpose of allocating a portion of the share capital to the capital reserve in accordance with sections 222 et seqq. AktG in conjunction with section 7 (6) WStBG by reduction of the pro rata amount of the share capital attributable to each no-par value share, amendment to the Charter

The Executive Board and the Supervisory Board propose to resolve as follows:

- (a) The share capital of the Company in the amount of EUR 1,509,372,235.83, divided into 590,415,100 registered no-par value shares, each representing a pro rata amount of the share capital of currently approximately EUR 2.56, shall be reduced by EUR 918,957,135.83 to EUR 590,415,100.00 in accordance with the provisions regarding ordinary capital reduction pursuant to sections 222 et seqq. AktG in conjunction with section 7 (6) WStBG for the purpose of allocating a portion of the share capital to the Company's capital reserve. The capital reduction shall be implemented by a corresponding reduction of the nominal share capital as a result of which the pro rata amount of the share capital attributable to each no-par value share will be reduced to EUR 1.00. The amount of the reduction, i.e. EUR 918,957,135.83, shall be allocated to the Company's non-distributable capital reserve in accordance with section 7 (6) sentence 5 WStBG. No shares will be consolidated.

The capital reduction shall be implemented in connection with a recapitalisation of the Company by the WSF in accordance with section 22 StFG.

The Executive Board shall be authorised, subject to the approval of the Supervisory Board, to determine the further details of the implementation of the capital reduction.

- (b) Section 4 (1) of the Company's Charter is amended to read as follows:

“(1) The share capital of the Company amounts to EUR 590,415,100.00 (in words: Euro five hundred and ninety million, four hundred and fifteen thousand and one hundred).”

2. Resolution on the increase of the share capital pursuant to section 7 WStBG against cash contributions by EUR 508,978,534.00 with subscription rights, amendment to the Charter

The Executive Board and the Supervisory Board propose to resolve as follows:

- (a) The share capital of the Company, which will be reduced to EUR 590,415,100.00 when the resolution under agenda item 1 becomes effective, shall be increased in accordance with section 7 WStBG against cash contributions by EUR 508,978,534.00 to EUR 1,099,393,634.00 by issuing 508,978,534 new registered no-par value shares, each presenting a pro rata amount of the share capital of EUR 1.00. The issue price corresponds to the minimum issue price (section 9 (1) AktG) of EUR 1.00 per new no-par value share (the **Issue Price**). The new no-par value shares shall be entitled to dividends as from 1 October 2019.

The statutory subscription right shall be granted to all shareholders, except for shareholder Unifirm, in such manner that the new shares will be subscribed to and acquired by one or several credit institution(s) (or one or several enterprises engaged in activities in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (*Gesetz über das Kreditwesen*)) at the Issue Price with the obligation (i) to offer the new shares to the shareholders of the Company for subscription at a fixed subscription price in the amount of EUR 1.07 (the **Subscription Price**), (ii) to deliver the shares in accordance with the exercised subscription rights when the implementation of the capital increase has become effective, and (iii) to pay the difference between the Issue Price and the Subscription Price – after deduction of a reasonable commission as well as the costs and disbursements – to the Company (indirect subscription right within the meaning of section 186 (5) sentence 1 AktG).

Shareholder Unifirm shall be granted the statutory subscription right in such manner that Unifirm will be permitted to subscribe for and acquire – in accordance with the amount of statutory subscription rights it is entitled to – the new shares allotted to said amount of subscription rights at the Subscription Price directly with the Company (direct subscription right in the sense of section 186 (1) sentence 1 AktG).

The (direct or indirect) subscription is to be offered to the shareholders at a subscription ratio of 25:29 (25 new shares offered for every 29 existing shares). The subscription ratio is to be rounded down to two decimal places. Any fractional amount shall be excluded from the subscription right.

Shares which are not subscribed for under the (indirect or direct) subscription right may be sold in accordance with the instructions of the Executive Board of the Company subject to the approval of the Supervisory Board.

The capital increase shall be implemented in connection with a recapitalisation of the Company by the WSF in accordance with section 22 StFG.

The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation, in particular the further terms and conditions for the issuance of the new shares.

The costs of the capital increase and its implementation shall be borne by the Company.

- (b) The Supervisory Board is authorised to amend the wording of Article 4 (1) and (2) of the Charter in accordance with the implementation of the capital increase.
- (c) The Executive Board is instructed to apply for registration of the capital increase and of its implementation in the commercial registers with the proviso that it shall be registered in the commercial registers only after registration of the capital reduction to be resolved under agenda item 1. The resolution on the increase of the share capital shall become invalid if an application for registration of the implementation of the capital increase in the commercial registers is not filed within six months after the date of the general meeting.

Report by the Executive Board to the General Meeting regarding agenda item 2 concerning the exclusion of subscription rights pursuant to section 186 (4) sentence 2 AktG:

Fractional amounts can result from a subscription ratio and no longer be equally distributed to all shareholders. The proposed exclusion of subscription rights for fractional amounts enables the capital increase to be implemented at a manageable subscription ratio. This facilitates the execution of the shareholders' subscription rights. Moreover, the partial amounts to be excluded from the subscription rights are only of a less important size. Overall, the proposed – very minor – exclusion of subscription rights is thus suitable, necessary and appropriate for facilitating the practical implementation of the capital increase with subscription rights in the interests of the Company in a substantial manner. The shares not subscribed for on the grounds of indirect subscription rights as well as the shares excluded from the shareholders' subscription rights due to being fractional amounts shall be sold at the Subscription Price.

3. Granting of a conversion right in favour of the WSF for the Convertible Silent Participation and conditional increase of share capital pursuant to section 7a WStBG, amendment of the Charter

The Executive Board and the Supervisory Board propose to resolve as follows:

- (a) Authorisation to grant conversion or subscription rights to the WSF as silent partner of the Company for the Convertible Silent Participation

The WSF (or its legal successor, e.g., following an assignment) shall be granted the right to convert the capital contribution of the WSF in the form of a silent participation in the Company in the amount of EUR 420,000,000.00 granted by the established WSF Committee pursuant to section 20 (1) sentence 2 StFG in its meeting on 2 December 2020 (the **Convertible Silent Participation**) completely or in part to up to 420,000,000 new registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00, at any time (once or several times) (conversion right within the meaning of section 10 (2), section 7a (1) sentence 1 WStBG). The new shares shall be issued at the minimum issue price (section 9 (1) AktG) of EUR 1.00. The exchange ratio shall be 1:1, this is to say one new no-par value share will be issued for each EUR 1.00 of the nominal amount of the Convertible Silent Participation to be converted.

The conversion right referred to above is limited in such a way that the WSF (or its legal successor, e.g., following an assignment) may only ever convert the Convertible Silent Participation to new shares to such an extent that the WSF's total participation (including all further shares held by the WSF) in the Company's increased share capital does not at any time exceed 25% plus one share after the conversion has been carried out.

(b) Creation of conditional capital

The share capital of the Company shall be conditionally increased in accordance with section 7a WStBG by up to EUR 420,000,000.00 by issuing up to 420,000,000 new registered no-par value shares, each representing a pro rata amount of the share capital of EUR 1.00. The conditional capital increase serves to grant no-par value shares upon the relevant exercise of the conversion right granted to the WSF (or its legal successor, e.g., following an assignment) in accordance with the resolution of the General Meeting of 5 January 2021 under agenda item 3 in respect of the Convertible Silent Participation as described there.

The new shares shall be issued at the minimum issue price (section 9 (1) AktG) of EUR 1.00. The new no-par value shares are entitled to receive dividends from the beginning of the financial year in which they are issued; to the extent permitted by law, the Executive Board may determine the profit participation of new no-par value shares in derogation therefrom and from section 60 (2) AktG, even for a financial year already ended.

The exchange ratio shall be 1:1, this is to say one new no-par value share will be issued for each EUR 1.00 of the nominal amount of Convertible Silent Participation to be converted. The conditional capital increase is only implemented to the extent that the WSF (or its legal successor, e.g., following an assignment) makes use of its conversion right.

With the approval of the Supervisory Board, the Executive Board shall be empowered to stipulate further details of the conditional capital increase and their implementation.

(c) Authorisation to amend the Charter

The Supervisory Board shall be authorised to amend the wording of Article 4 (1) and (8) of the Charter to reflect the extent of the capital increase from the conditional capital.

(d) Amendment to the Charter

The following new paragraph (8) shall be added to Article 4 of the Charter of the Company:

“The share capital of the Company is conditionally increased in accordance with section 7a WStBG by up to EUR 420,000,000.00 by issuing up to 420,000,000 new registered no-par value shares, each presenting a pro rata amount of the share capital of EUR 1.00. The conditional capital increase serves to grant no-par value shares upon the relevant exercise of the conversion right granted to the Economic Support Fund within the meaning of section 15 StFG (WSF) in accordance with the resolution of the Extraordinary General Meeting of 5 January 2021 under agenda item 3 in respect of the Convertible Silent Participation as described there. The new shares shall be issued at the minimum issue price (section 9 (1) AktG) of EUR 1.00. The new no-par value shares are entitled to receive dividends from the beginning of the financial year in which they are issued; to the extent permitted by law, the Executive Board may determine the profit participation of new no-par value shares in derogation therefrom as well as from section 60 (2) AktG, even for a financial year already ended. The exchange ratio shall be 1:1, this is to say one new no-par value share will be issued for each EUR 1.00 of the nominal amount of the Convertible Silent Participation to be converted. The conditional capital increase is only implemented to the extent that the WSF (or

its legal successor, e.g., following an assignment) makes use of its conversion right. With the approval of the Supervisory Board, the Executive Board shall be empowered to stipulate further details of the conditional capital increase and its implementation. The Supervisory Board is authorised to amend the wording of Article 4 (1) and (8) of the Charter in accordance with the implementation of the conditional capital increase.”

(e) Filing with the commercial registers

The Executive Board is instructed to apply for registration of the conditional capital increase in the commercial registers with the proviso that it shall be registered in the commercial registers only after registration of the capital reduction to be resolved under agenda item 1.

II. FURTHER INFORMATION AND INSTRUCTIONS

On the basis of section 1 (2) and (6) of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*; the **COVID-19 Act**)², published as Article 2 of the Law for the Mitigation of the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) of 27 March 2020, published in the German Federal Law Gazette (*Bundesgesetzblatt*), part I, on 27 March 2020, the Executive Board has decided with the consent of the Supervisory Board to hold the General Meeting as a virtual General Meeting without physical presence of the shareholders or their proxies. The General Meeting will be held in the physical presence of the chairman of the meeting, members of the Executive Board and the notary instructed to keep the record of the meeting as well as the Company-appointed proxies at the registered office of TUI AG, Karl-Wiechert-Allee 4, 30625 Hanover, Germany. Upon a resolution passed by the Executive Board with the consent of the Supervisory Board, the members of the Supervisory Board will, if appropriate, participate in the virtual General Meeting only by means of video and audio transmission, in line with the statutory provisions of the COVID-19 Act, with the exception of the Supervisory Board member chairing the meeting.

As holding the General Meeting in the form of a virtual meeting under the COVID-19 Act results in certain modifications to meeting procedures and the rights of shareholders, we would like to ask our shareholders to pay particular attention to the following information.

1. Registration

Pursuant to Article 21 (1) of the Charter, all shareholders of the Company who are entered in the Company's share register on the day of the General Meeting and in respect of whose shareholdings the shareholders themselves or their proxies have registered for the exercise of voting rights by the end of the registration period on 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), are entitled to exercise their voting rights. Pursuant to Article 21 (2) sentence 2 of the Charter, no entries will be deleted from and no new entries made in the share register on the day of the General Meeting and in the six days prior to it. We will send a personal cover letter with reference to the agenda, to all shareholders who are entered in the share register by the beginning of 24 December 2020 (CET) at the latest and such shareholders may then register themselves or their proxies in the following ways:

In writing to the following postal address:	By fax to:
TUI AG Aktionärsservice Postfach 1460 61365 Friedrichsdorf Germany	+49 (0) 69 22 22 34 29 4
Electronically via the following internet address (from 15 December 2020) (password-protected GM online-service)	
www.tuigroup.com/en-en/investors/agm	

² Extended until 31 December 2021 by the Regulation for the Extension of Measures in Corporate, Cooperative, Association and Foundation Law to Combat the Effects of the COVID-19 Pandemic, German Federal Law Gazette (*Bundesgesetzblatt*), part I, no. 48, on 28 October 2020.

Shareholders of TUI AG will have the opportunity at this General Meeting to register themselves or a proxy, exercise their voting rights by absentee vote or give authorisation and instructions to the Company-appointed proxies electronically via the internet.

This password-protected GM online-service will be available from 15 December 2020 at www.tuigroup.com/en-en/investors/agm. The shareholder number and individual access number required for access to the password-protected GM online-service are printed on the reverse of the personal cover letter. Shareholders who have registered for e-mail correspondence should use their chosen user ID and password to access the password-protected GM online-service.

Shareholders who have not already been entered in the share register by the beginning of 24 December 2020 (CET), but by 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), at the latest, can only register themselves or their proxies for the General Meeting in writing or by fax to the postal address or fax number specified above (such orders must be received by 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), at the latest). Registration prior to receipt of the personal cover letter is also only possible in writing or by fax to the postal address or fax number specified above, unless the shareholder has registered for e-mail correspondence.

If an intermediary is registered in the share register, such intermediary may exercise voting rights attached to shares which it does not own only on the basis of an authorisation of that shareholder.

2. Video and audio transmission of the General Meeting

Shareholders who are registered in the share register can follow the entire General Meeting via video and audio transmission on the internet by using the password-protected GM online-service for shareholders of TUI AG. The password-protected GM online-service for shareholders can be accessed at the following internet address:

www.tuigroup.com/en-en/investors/agm

Shareholders who are registered in the share register will be able to log in on this website by using their access data, consisting of their shareholder number and their individual access number or, for shareholders that have already registered for e-mail correspondence, consisting of their chosen user ID and password, and access the video and audio transmission of the General Meeting on the date of the General Meeting from 11:00 a.m. (CET) (= 10:00 hours UTC (coordinated universal time)).

The virtual General Meeting does not allow for participation in the General Meeting within the meaning of section 118 (1) sentence 2 AktG (participation by way of electronic communication).

3. Submitting absentee votes (*Briefwahl*)

Shareholders may exercise their voting rights by way of absentee voting. In this case registration of the registered shares in the share register by 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)) and timely registration to the General Meeting, i.e. by no later than 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), are required.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or by way of electronic communication (by entering their vote in the password-protected GM online-service).

Voting rights must be exercised, if in written form, by using the form provided to the shareholders together with the invitation and by sending it to the postal address or fax number specified in section II.1 above by no later than 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)).

Voting rights must be exercised, if by way of electronic communication, by using the password-protected GM online-service under www.tuigroup.com/en-en/investors/agm.

If shareholders register for the General Meeting via the password-protected GM online-service by way of absentee voting without exercising their voting rights, this will be deemed an abstention as long as and to the extent that such shareholders do not exercise their voting rights. The initial submission and any change of votes via the password-protected GM online-service remain possible after registration and choice of the form of voting in compliance with applicable deadlines at any time on the day of the General Meeting until the chairman of the meeting – after prior announcement – has concluded the voting on the agenda items.

Intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 (8) AktG that have been authorised by shareholders may also make use of absentee voting in accordance with the rules specified above and in compliance with the deadlines stated.

4. Exercise of voting rights by proxies

Shareholders who are registered in the share register and have registered themselves or a proxy in respect of their shareholdings in time have the option to have their voting rights exercised by an intermediary, a shareholders' association, a proxy advisor, the Company-appointed proxies or another proxy of their choice. Intermediaries, shareholders' associations or proxy advisors, too, may exercise their voting rights exclusively on the basis of proxy authorisations and instructions to the Company-appointed proxies or by way of absentee voting.

The proxy authorisation must be granted or revoked and the proof of authorisation to be provided to the Company must be provided in text form and must be sent to the postal address or fax number specified above in section II.1 by no later than 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)). A change in the form of voting to a personal absentee vote or to the authorisation of the Company-appointed proxies can only be executed by the shareholder by no later than 2 January 2021, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)).

Authorisation forms can be found in the personal cover letter and on the internet at www.tuigroup.com/en-en/investors/agm. If shareholders' proxies are required to prove their authorisation to the Company, i.e. if they do not fall under the exemption that applies to intermediaries, commercial agents and shareholders' associations pursuant to section 135 AktG, the proof of a proxy's appointment may also be provided to the Company electronically by sending an e-mail to tui.hv@linkmarketservices.de. The special rules contained in section 135 AktG apply, in derogation from the above sentences, to the authorisation of and exercise of voting rights by intermediaries, commercial agents, shareholders' associations, proxy advisors and equivalent persons or entities.

Those intermediaries, shareholders' associations, proxy advisors or equivalent persons or entities which participate in the password-protected GM online-service of the Company can also be authorised by making use of the procedure specified by the Company at www.tuigroup.com/en-en/investors/agm.

Use of the password-protected GM online-service by a proxy is predicated on the proxy having received the access data from the principal. Use of the personal access data by the proxy simultaneously qualifies as proof of authorisation.

The following special provisions apply to the authorisation of the proxies appointed by the Company.

Shareholders of TUI AG, who timely register for the General Meeting, have the opportunity to have their voting rights represented by employees of the Company who are bound to comply with their instructions. Shareholders may grant authorisation and issue instructions to the Company-appointed proxies in writing using the response form included in the personal cover letter or alternatively using the authorisation and instruction form available at www.tuigroup.com/en-en/investors/agm, in writing or by fax using the postal address or fax number specified above (see section II.1). Authorisations and instructions issued in writing or by fax to the Company-appointed proxies must be received by the Company by no later than 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), at the postal address or fax number specified in section II.1. A change in the form of voting from an authorisation of the Company-appointed proxies to a personal absentee vote or to an authorisation of a third party can only be performed by the shareholder by no later than 2 January 2021, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)).

Authorisations and instructions may be issued after timely registration by no later than 29 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)) to the proxies appointed by the Company via the password-protected GM online-service at www.tuigroup.com/en-en/investors/agm (as described in section II.1). Instructions or changes to instructions to the Company-appointed proxies may be electronically issued both in advance and during the General Meeting on 5 January 2021 at any time until the chairman of the meeting on the day of the General Meeting— after prior announcement – begins with the voting on the agenda items. For this purpose, shareholders must have duly registered for the General Meeting.

The Company-appointed proxies are obliged to vote in accordance with the instructions issued. If no instructions have been issued, the authorisation will not be exercised; this will be deemed an abstention. If instructions are not clear, the Company-appointed proxies will abstain from voting on the corresponding agenda items. Should any agenda item require individual voting, any instruction issued in this respect will apply mutatis mutandis to each individual sub-item. The Company-appointed proxies will not accept any instructions to address the General Meeting, to object to resolutions passed by the General Meeting, to ask questions or to submit motions.

5. Notes on counter-motions pursuant to section 126 AktG

In view of the fact that the General Meeting is held as a virtual General Meeting without presence of the shareholders and their proxies, without participation of the shareholders by way of electronic communication, the right of shareholders to submit motions in the General Meeting is legally excluded in line with the concept stipulated by the COVID-19 Act. It will therefore not be possible to submit counter-motions within the meaning of section 126 (1) AktG as well as procedural motions during the General Meeting; neither are the Company-appointed proxies able to fulfill this role.

However, shareholders will be given the opportunity to submit counter-motions to the Company prior to the General Meeting in line with section 126 (1) AktG. The Company will publish any counter-motions on the Company's website provided the relevant statutory provisions are met. Submitted counter-motions made available by the Company will be treated as if they had been filed at the General Meeting.

If counter-motions to proposals of the Executive Board and the Supervisory Board to a specific agenda item are to be published in advance by TUI AG in accordance with section 126 AktG, they must be sent exclusively to the following postal address or fax number or e-mail address by no later than Monday, 21 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)):

TUI AG
Board Office
Karl-Wiechert-Allee 4
30625 Hanover
Germany
Fax: + 49 (0)511 566-1996
E-mail: gegenantraege.hv@tui.com

Any motions sent to other addresses will not be published pursuant to section 126 AktG. All motions that are received from shareholders timely and properly that require publication will be published, together with the relevant shareholder's name, the grounds cited and any statement made by the management at www.tuigroup.com/en-en/investors/agm.

6. Notes on supplementary motions pursuant to section 122 (2) AktG

Shareholders whose combined stakes represent a total pro rata amount of EUR 500,000 of the Company's share capital may request, analogous to section 122 (1) AktG, that items are included in the agenda and published. Each new item must be accompanied by the pertinent grounds or a resolution proposal. The request for an addition to the agenda must be addressed to the Executive Board and must have been received in writing by the Company in accordance with section 1 (3) sentence 4 COVID-19 Act at least 14 days prior to the General Meeting, that is by Tuesday, 22 December 2020, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)), at the latest. The applicants must prove that they have held the relevant shares for at least 90 days prior to the date on which the request was received by the Company and that they will continue to hold these shares until a decision on the request for an addition to the agenda has been taken by the Executive Board. If the request is denied, applicants may have recourse to the courts pursuant to section 122 (3) AktG.

Any request to have items added to the agenda is to be sent to the following address:

TUI AG
Executive Board
Karl-Wiechert-Allee 4
30625 Hanover
Germany

Any request to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the General Meeting – will be announced in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request. In addition, they will be published on the internet at www.tuigroup.com/en-en/investors/agm.

7. Opportunity to ask questions – section 1 (2) sentence 1 no. 3 and sentence 2 COVID-19 Act

Shareholders are given the opportunity to ask questions pursuant to section 1 (2) sentence 1 no. 3 COVID-19 Act. Based on section 1 (2) sentence 1 no. 3 and sentence 2 half-sentence 2 COVID-19 Act, the Executive Board has decided with the consent of the Supervisory Board that shareholders must submit their questions in German via the password-protected GM online-service for shareholders to the Company by no later than Saturday, 2 January 2021, 24:00 hours (CET) (= 23:00 hours UTC (coordinated universal time)).

Only those shareholders who have duly registered for the General Meeting will be able to submit their questions via the password-protected GM online-service in line with the procedure laid down therein by TUI AG at www.tuigroup.com/en-en/investors/agm.

Where questions are answered during the General Meeting, the name of the shareholder submitting the question will be disclosed only (insofar as individual questions are answered) if the shareholder expressed his/her consent to and desire for a disclosure of his/her name when submitting the question. The same applies to any advance publication of questions and, if applicable, answers on the Company's website prior to the General Meeting. In this case, too, the name of the questioner will be disclosed only if he/she expressed his/her consent to and wish for a disclosure of his/her name when submitting the question.

8. Right of objection – section 1 (2) sentence 1 no. 4 COVID-19 Act

Shareholders exercising their voting rights by way of absentee voting (in writing or electronically) or by way of proxy authorisation may object to the resolutions passed by the General Meeting by submitting their objection to the notary instructed to keep the record of the General Meeting via the password-protected GM online-service for shareholders in line with the procedure laid down therein by TUI AG. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the meeting.

9. Confirmation of the receipt of votes in accordance with section 118 (1) sentence 3 to 5, (2) sentence 2 AktG and/or confirmation of the recording and counting of votes in accordance with section 129 (5) AktG

Pursuant to section 118 (1) sentence 3, (2) sentence 2 AktG, the Company must electronically confirm receipt of the votes cast electronically to the party exercising their right to vote by means of electronic communication in accordance with the requirements set out in Art. 7 (1) and Art. 9 (5) subparagraph 1 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder in accordance with section 118 (1) sentence 4 AktG. Moreover, within a period of one month commencing the day after the General Meeting, and in line with section 129 (5) sentence 1 AktG, the party casting the vote may request that the Company confirms whether and how his/her vote was recorded and counted. The Company must issue this confirmation pursuant to the requirements set out in Art. 7 (2) and Art. 9 (5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder in accordance with section 129 (5) sentence 3 AktG.

10. Information pursuant to section 124a AktG and other information on shareholder rights, other information on the financing package of the Company and report by the Executive Board on the utilization of the authorisation to issue a bond with warrant

The website of TUI AG via which information pursuant to section 124a AktG and further explanations relating to shareholder rights can be accessed is: www.tuigroup.com/en-en/investors/agm. For further information, the TUI shareholder service is available under (0800) 56 00 841 (from within Germany) or + 49 (0) 6196 8870 701 (from abroad) from 14 December 2020 to 5 January 2021 inclusive, Monday to Friday, between 8:00 a.m. and 6:00 p.m. (CET) (= between 7:00 hours and 17:00 hours UTC (coordinated universal time)), except on public holidays.

In addition, other information on the financing package of the Company are available on the website of TUI AG in the ad-hoc notification of the Company of 2 December 2020, available under www.tuigroup.com/en-en/investors/news/2020/ad-hoc-announcements/20201202, as well as under www.tuigroup.com/en-en/investors/agm.

Also the report by the Executive Board on the utilization of the authorisation to issue a bond with warrant is available under www.tuigroup.com/en-en/investors/agm.

11. Data privacy information for shareholders pursuant to the EU GDPR

Pursuant to the EU General Data Protection Regulation, new data privacy rules apply since 25 May 2018. Detailed information on how TUI AG processes your personal data and what your rights are under the applicable data privacy laws can be accessed here: www.tuigroup.com/en-en/investors/share/data-privacy.

12. Notes for holders of depositary interests

Holders of depositary interests (**DIs**) issued by Link Market Services Trustees Limited relating to TUI AG shares can, subject to certain conditions, themselves or via proxies exercise the voting rights corresponding to the number of TUI AG shares underlying their DIs. Detailed information, including the relevant conditions, is included in a Form of Direction which holders of DIs (**DI Holders**) will receive from Link Market Services Trustees Limited.

DI Holders wishing to follow the virtual General Meeting via the webcast should contact Link Market Services Trustees Limited via the dedicated virtual meeting telephone number +44 (0) 371 277 1020 (during office hours Monday to Friday 8:30 a.m. to 5:30 p.m. (GMT) (= 8:30 hours to 17:30 hours UTC (coordinated universal time)) or by e-mail to Nominee.Enquiries@linkgroup.co.uk by no later than 5:30 p.m. (GMT) (= 17:30 hours UTC (coordinated universal time)) on Wednesday, 23 December 2020.

DI Holders who wish to submit counter-motions and/or supplementary motions are requested to contact Link Market Services Trustees Limited by post to The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, or by e-mail to Nominee.Enquiries@Linkgroup.co.uk by 4:30 p.m. (GMT) (= 16:30 hours UTC (coordinated universal time)), Friday, 18 December 2020, at the latest.

DI Holders wishing to submit questions for the General Meeting may do so by sending them directly by e-mail to Link Market Services Trustees Limited at Nominee.Enquiries@linkgroup.co.uk by no later than 4:30 p.m. (GMT) (=16:30 hours UTC (coordinated universal time)) on Wednesday, 23 December 2020.

Should you have any questions relating to your DIs, please contact the Depositary, Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, or by e-mail to Nominee.Enquiries@Linkgroup.co.uk by 4:30 p.m. (GMT) (= 16:30 hours UTC (coordinated universal time)) on Wednesday, 23 December 2020.

Berlin/Hanover, December 2020
The Executive Board