

## TUI AG

### Resolution of the Annual General Meeting

13 February 2024

At the annual general meeting of TUI AG (the **Company**) held virtually at 10:00 a.m. GMT (11:00 hours CET) on Tuesday, 13 February 2024, the resolution set out below was duly passed by the majority required by applicable law.

**11. Resolution on the cancellation of admission of the TUI AG shares to the premium listing segment of the Official List maintained by the UK Financial Conduct Authority and to trading on the Main Market for listed securities of the London Stock Exchange in the United Kingdom**

All 507,431,033 no-par value TUI AG shares (“**TUI Shares**”) are currently admitted to (i) the premium listing segment of the Official List maintained by the UK Financial Conduct Authority (the “**FCA**”) and to trading on the Main Market for listed securities of the LSE (with trading occurring via Depositary Interests (“**DIs**”)) in the United Kingdom, (ii) the regulated market segment (*regulierter Markt*) of the Hanover Stock Exchange as well as (iii) the Open Market segment (*Freiverkehr*) of the stock exchange in Frankfurt in Germany.

On 6 December 2023, the Company announced that it was considering a proposal to cancel the admission of the TUI Shares to the Official List maintained by the FCA and to trading on the Main Market for listed securities of the LSE (with trading occurring via the DIs) in the United Kingdom (the “**UK Delisting**”) and considering applying for admission to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the Prime Standard market segment of the Frankfurt Stock Exchange, a sub-segment of the regulated market segment (*regulierter Markt*) having additional post admission obligations in Germany (the “**Admission**”). On 4 January 2024, the Company announced that, following shareholder feedback the UK Delisting Resolution will be proposed at the Company’s Annual General Meeting. It is anticipated that Admission will be granted by the Frankfurt Stock Exchange by 5 April 2024, that trading on the Prime Standard market segment of the Frankfurt Stock Exchange will start on or around 8 April 2024 and, subject to the UK Delisting Resolution being passed at the Annual General Meeting, that the effective date of the UK Delisting will be 24 June 2024. The admission to trading on the Hanover Stock Exchange in Germany will not be affected by the UK Delisting resolution under agenda item 11.

The Listing Rules made by the FCA pursuant to Part VI of the UK Financial Services and Markets Act 2000, as amended, (the “**Listing Rules**”) require that, amongst other things, if a company wishes to cancel its listing on the premium listing segment of the Official List maintained by the FCA, it must be approved by not less than 75 per cent. of the votes cast at the Annual General Meeting, whether personally or by proxy. Therefore, the Executive Board (*Vorstand*) requests from the Annual General Meeting the authorisation and approval of the UK Delisting with no less than 75 per cent. of the votes cast, whether personally or by proxy.

The Executive Board and Supervisory Board therefore propose that the following resolution be passed:

The Executive Board (*Vorstand*) is hereby authorized (*ermächtigt*) to apply for the cancellation of the admission of all 507,431,033 no-par value TUI AG shares to the premium listing segment of the Official List maintained by the UK Financial Conduct Authority and their removal from

trading (in the form of DIs) on the Main Market for listed securities of the London Stock Exchange and approval is hereby granted thereto.