TUI GROUP

2025 ANNUAL REPORT

“2025 was a successful year for TUI. In a highly competitive market environment, we achieved the best result in the company’s history and exceeded the EBIT forecast for the full year 2025. The TUI ecosystem with strong proprietary brands such as RIU, Robinson, TUI Blue, and TUI Cruises, and growing global distribution through our well-known tour operators are our strengths.”

Sebastian Ebel, CEO of TUI AG

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The Annual Report of TUI Group and the financial statements of TUI AG are available in German and in English: https://annualreport.tuigroup.com/2025/

The German version is legally binding. The Company cannot be held responsible for any misunderstandings or misinterpretations arising from this translation.

The components subject to publication requirements are also published in the German company registry and also in XHTML /iXBRL format, taking into account the requirements of the European Single Format (ESEF) Regulation.

This version does not comply with the statutory XHTML /iXBRL format, taking into account the requirements of the European Single Format (ESEF) Regulation.

This report was published on 10 December 2025.

All changes refer to the same period in the previous year, unless otherwise stated.

To make it easier to navigate, we have added blue-marked links to this annual report. Cross-references required by law or audited by the auditor as part of the annual audit are additionally marked with a preceding '>'. All other cross-references are not subject of an auditor's review as they are not required by law or by German Accounting Standard (DRS) No. 20.

01

FINANCIAL YEAR 2025

FINANCIAL YEAR 2025

FINANCIAL HIGHLIGHTS[1]

TUI Group - financial highlights

€ million	2025	2024	Var. %	Var. % at constant currency
Revenue	**24,178.7**	**23,167.3**	**+ 4.4**	**+ 4.4**
Underlying EBIT[1]				
Hotels & Resorts	735.0	668.4	+ 10.0	+ 13.5
Cruises	481.1	374.3	+ 28.5	+ 28.8
TUI Musement	67.2	49.2	+ 36.7	+ 44.3
Holiday Experiences	1,283.2	1,091.9	+ 17.5	+ 20.2
Northern Region	123.2	165.4	- 25.5	- 15.2
Central Region	98.3	128.1	- 23.3	- 23.7
Western Region	- 21.6	10.3	n. a.	n. a.
Markets + Airline	199.9	303.9	- 34.2	- 28.7
All other segments	- 70.0	- 99.6	+ 29.7	+ 29.9
TUI Group	**1,413.1**	**1,296.2**	**+ 9.0**	**+ 12.6**
Underlying EBIT TUI Group at constant currency	**1,458.9**	**1,296.2**	**+ 12.6**	
EBIT[1]	**1,368.9**	**1,275.3**	**+ 7.3**	
Underlying EBITDA	**2,271.6**	**2,119.7**	**+ 7.2**	
EBITDA[2]	**2,248.6**	**2,121.9**	**+ 6.0**	
Group profit	**841.8**	**707.4**	**+ 19.0**	
Basic earnings per share (€)	1.25	1.00	+ 25.0	
Net capex and investment	675.7	602.2	+ 12.2	
Equity ratio (30 Sep, in %)[3]	14.8	10.2	+ 4.6	
Net debt (30 Sep)	1,304.9	1,640.5	- 20.5	
Employees (30 Sep)	66,854	66,845	+ 0,0	

Due to rounding, some of the figures may not add up precisely to the stated totals, and percentages may not precisely reflect the absolute figures. All change figures refer to the previous year, unless otherwise stated.
This Annual Report 2025 of the TUI Group was prepared for the reporting period from 1 October 2024 to 30 September 2025.
[1] We define the EBIT in underlying EBIT as earnings before interest, income taxes and result of the measurement of the Group's interest hedges. For further details please see section Alternative performance indicators in the chapter Group earnings.
[2] EBITDA is defined as earnings before interest, income taxes, result of the measurement of the Group's interest hedges, goodwill impairment and amortisation and write-downs of other intangible assets, depreciation and write-downs of property, plant and equipment, investments and current assets.
[3] Equity divided by balance sheet total in %, variance is given in percentage points.

[1] Part of the management report

INTERVIEW WITH SEBASTIAN EBEL

“We are opening up new source markets all over the world.”

TUI is so much more than a conventional tour operator. We cater for the entire value chain in tourism and now we intend to position the company as a platform-based leisure brand. Artificial intelligence will drive this – and so will the trust our customers place in the products and services we offer.

Mr Ebel, how do you measure the success of the TUI Group?
Our course is clear: TUI is committed to sustainable, profitable and global growth in all areas. We delivered on this in the past financial year. TUI had a successful year in a challenging environment. And we will maintain our focus for 2026 as well.

People value their holidays and the experiences they bring. With TUI, they are placing their trust in a strong and well-known international brand that stands for quality, service and unique holiday experiences. We create the best time of the year for our guests. Our teams do everything they can to justify our guests' trust, from providing advice in travel agencies to our hotels and ships to the service at the holiday destination.

We are growing strongly, particularly in the Holiday Experiences business segment – our hotels, cruises and our excursions and experiences. Our hotel portfolio is growing in all parts of the world. In China and South-East Asia alone, we now have 24 hotels under our own brands, with 29 more planned. We see further growth potential in Africa. We already have a strong presence in North Africa with our hotel brands, but are now also expanding our clusters in West and East Africa, for example with the first TUI Blue in Gambia and further RIU and Jaz resorts in Zanzibar. At the same time, we are also looking to the Americas. Here, we want to attract new guests from the region to our holiday experiences with new hotel projects. This also reduces the seasonality of our business. This clearly shows that TUI is growing globally.

The Markets + Airline business unit is undergoing a transformation: we offer our own products via our global platforms, ensuring good utilisation of our assets. We are tapping into new source markets, making TUI less dependent on our traditional markets in Europe. This means we are reaching additional customer groups in other parts of the world who are already familiar with our brand: guests from Asia, South America, Southern Europe and Eastern Europe. This is part of our growth strategy.

And finally, you can also see it in the balance sheet: we have significantly reduced our debt further and are well positioned after challenging pandemic years.

Where does the growth in the holiday experiences segment come from?
The Holiday Experiences segment encompasses hotels, including our strong brands Robinson, Riu, TUI Magic Life and TUI Blue, Jaz, The Mora and Royalton. But it also encompasses cruises, including TUI Cruises and Hapag-Lloyd Cruises, our Marella fleet in the UK and TUI Musement, which focuses on excursions, activities and transfers.

I have already talked about hotel growth. It is great to see that our hotel brands are generating demand across all customer segments worldwide, while at the same time average customer satisfaction is exceptionally high. We already have 70 more hotels in the growth pipeline – these are firmly signed.

“We are already so much more than a conventional tour operator.”

– Sebastian Ebel, CEO of TUI AG

Demand for cruises also remains strong. With Mein Schiff Relax, we introduced a new class of ship last year, and guest feedback has been very positive. Its sister ship, Mein Schiff Flow, will arrive in June 2026. With 19 cruise ships in our fleets, the success story in this area continues. Incidentally, two more ships have already been ordered for 2031 and 2032.

Musement also sold 10.6 million excursions for the first time last year. The local teams, combined with our digital service offering, guarantee strong customer retention and high loyalty.

TUI wants to become a Global Curated Leisure Marketplace – what does this strategy entail?
We are already much more than a traditional tour operator. We cover the entire tourism value chain – from travel agencies to airlines, cruise ships and hotels, and of course the experiences on site. Each brand has its own distinctive core; these brands and products are our calling card to our guests.

Our goal is to position TUI as a leisure brand: our own exclusive and differentiated products, such as our hotel and cruise brands, represent TUI and have loyal customers. We combine these proprietary products with strong offerings from third-party providers, distributed globally via shared platforms. This approach helps us to broaden the TUI brand: in future, customers will no longer associate the name TUI only with their annual holiday, but also with city breaks, leisure activities, individual excursions or charging electric vehicles. We already offer this today at hotels and at the TUI Campus in Hanover. The wider selection will make us relevant to more customers.

What role will artificial intelligence play in tourism?
For us, AI is not a topic for the future, but already a real turbocharger for TUI today: whether it’s personalised offers, dynamic pricing, more efficient processes in airlines and hotels – or in the TUI app. We rely on AI to help our customers travel better and us work even better. The development and introduction of generative AI is fundamentally changing the travel industry. TUI’s strategy focuses on making our content both “AI-visible” and “AI-bookable” in order to benefit from this change.

And let me be clear: personal advice is and will remain important. We benefit from the strong travel sales of travel agencies. In addition, we also cooperate with AI platforms such as Mindtrip, which issue personal recommendations and then make them bookable via TUI.

Can AI replace travel agencies in the long term?
A resounding no. For TUI, the importance of travel agencies is not diminishing. Customers often book very high-quality trips at travel agencies, and they do so very early on. We have around 1,200 of our own travel agencies throughout Europe and many thousands more TUI agencies and mobile travel consultants. Most recently, for example, we opened our first TUI shop in Mexico; our customers appreciate the convenience and proximity.

Brick-and-mortar sales are an important pillar of our business. Travel agencies are part of our success story – that is the case now and will remain so in the future. Qualified advice and the experience of travel experts are valuable to guests and to us. Our travel agencies stand for quality, competence, service and trust. People and AI work together. They are not mutually exclusive.

Incidentally, our employees rate our approach very positively: in our latest employee survey, we achieved top marks for employee engagement and participation rates.

TUI has been growing since the end of the pandemic and has even raised its guidance for the past financial year. What drivers made this possible?
First and foremost, of course, our colleagues in more than 100 countries around the world. They are the face of TUI, accompanying our customers from the moment they book to the moment they return from their holiday. This is made possible by our unique integrated business model, which covers the entire tourism value chain. With more than 450 hotels under the TUI hotel brands, we are the largest holiday hotel company internationally. Our tour operators are a strong sales force and ensure high occupancy rates. This shows how well both business areas work together and create value within the TUI ecosystem.

Another success factor is our strict cost and financial policy in recent years. The major levers this year are the strong earnings contributions from our own products – i.e. Hotels & Resorts, Experiences and Cruises – plus consistent yield management in the tour operator and airline business. We have also tapped into new customer markets and segments.

Since the pandemic, we have met or exceeded our forecasts year after year. We want to continue growing in the coming years and have set ourselves the goal of increasing earnings by an average of seven to ten per cent per year – even in the current difficult market environment. We deliver reliably. That is very important to us as a team.

“A company can only grow when its finances are strong.”

– Sebastian Ebel, CEO of TUI AG

Regarding the strategic partnership with Oman: What exactly are destination clusters – and how does Oman fit in?
Destination clusters are regions that we develop with our various hotel brands and in which we manage flights, hotels and experiences together – with high efficiency and outstanding customer satisfaction.

Successful examples from the past can be found in North, West and East Africa – including Cape Verde and Zanzibar – but also in the Caribbean. Oman will be a new cluster for us – and the example of Oman shows why TUI is a unique development partner for destinations.

Starting in winter 2028, we will jointly open five hotels in the Dhofar region, bring cruise guests from our three companies Mein Schiff, Hapag Lloyd Cruises and Marella, and offer excursions. We jointly own the property company, and TUI operates the hotels: a Riu hotel, a Robinson Club, a TUI Blue hotel, and hotels of the Jaz and The Mora brands. Not only can we build and manage hotels, we can also ensure high occupancy rates. Oman recognises the potential. At the same time, the Omani development company OMRAN is becoming a long-term shareholder in TUI – this will generate growth outside the traditional markets. They are investing at €9.50 per share, which is more than the current stock market price. We have already proven how successful this approach is in many regions of the world – and have created thousands of local jobs as a result.

What global uncertainties remain – is TUI resilient?
Of course there are challenges: geopolitics, extreme weather, fuel and currency risks. But we are now more robust, less seasonal and able to react quickly: our corporate structure is more diversified, we have good platforms and we manage capacity flexibly – this makes us more resilient in the face of competition. We can build on this for the future.

TUI also focused on its balance sheet last year – a convertible bond was repaid early …
Absolutely. We repaid the 2021 convertible bond ahead of schedule, which reduces our interest burden, improves our debt situation and gives us more flexibility for investments. This is also underlined by the increased credit ratings from all major rating agencies in the last financial year. Growth is only possible with financial strength.

"Sustainability is not a nice-to-have for us – it is part of our DNA."

– Sebastian Ebel, CEO of TUI AG

What role does sustainability play in TUI's strategy?
Sustainability is not a nice-to-have for us – it is part of our DNA. We have set ourselves ambitious targets – for example, to reduce CO_2 emissions in hotels by half by 2030 compared to 2019, ideally much more. We invest in technology, energy efficiency and local partners – because it also makes economic sense. Projects such as our solar farms in Turkey are clearly a business case, as we can supply our hotels nationwide with sustainable electricity – we now operate such solar parks in many destinations. TUI is active on a broad front: in 2025, for example, we were able to reduce single-use plastic per guest night by 19 per cent and used bio-LNG for the TUI Cruises fleet for the first time. We were awarded the top grade of A for the first time in the renowned CDP climate ranking. Our ambitious emission targets are, of course, reviewed by the Science Based Targets Initiative. This also underlines that we are serious about our commitment.

TUI is increasingly cooperating with other well-known lifestyle brands such as smart and Hummel – and now sponsors sporting events. What is behind this? And what else can we look forward to in 2026?
Such partnerships open up new worlds for us: with smart, for example, we are focusing on e-mobility and charging infrastructure for our guests – and smart customers can get the TUI edition of an electric vehicle.

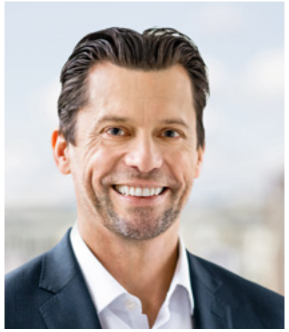
Cooperation such as with Hummel – we are designing a joint collection and are jointly involved in 6-a-side small-field football – links the brand, travel offers, experience and reach. This is a goal that we will continue to pursue in 2026.

TUI is a very well-known brand, but it needs to become more emotional. A good example of this is the TUI Marathons. TUI is the title sponsor of marathon events around the Mediterranean – so far in Rhodes, Cyprus and Mallorca. This connects guests and locals of all generations, extends the season and allows us to sell additional trips to sports enthusiasts. We are seeing growth rates of up to 35% year-on-year among runners, and we sold out early in Mallorca. We will continue to pursue this approach.

In short, we can further expand our range of leisure and experience offerings. Ultimately, this is a win-win-win situation: for our customers, our partners and TUI itself.

GROUP EXECUTIVE COMMITTEE

MATHIAS KIEP
Executive Board Member,
Chief Financial Officer



SEBASTIAN EBEL
Chief Executive Officer

SYBILLE REISS
Executive Board Member,
Chief People Officer &
Labour Director

DAVID SCHELP
Executive Board Member,
CEO Markets + Airline

PETER KRUEGER
Executive Board Member,
Chief Strategy Officer &
Chief Executive Officer
Holiday Experiences

PETER ULWAHN
Chief Executive Officer
TUI Musement

THOMAS ELLERBECK
Group Director Corporate &
External Affairs &
Chief Sustainability Officer

PIETER JORDAAN
Chief Information Officer
(CIO)

FLORIAN LENSER
Group Director Legal,
Compliance & Board Office

MARCO CIOMPERLIK
CEO TUI Airline

Please refer to our website for CVs: https://www.tuigroup.com/en/about-us/management

REPORT OF THE SUPERVISORY BOARD

Ladies and gentlemen, dear shareholders,

After years of uncertainty, the tourism industry and TUI have had to reinvent themselves. The Supervisory Board has actively supported this transformation. In addition to its supervisory role, the Supervisory Board focused on the question of how TUI can create travel experiences that inspire its customers and are sustainable for the future. In financial year 2025, we succeeded in achieving profitable growth in a challenging market environment while at the same time setting an important strategic course for the company's further development as a global, curated leisure provider. The Supervisory Board closely monitored these developments and supervised the Executive Board in the implementation of key projects but also provided advice and guidance.

The Supervisory Board of TUI AG also made important personnel decisions in financial year 2025. The extension of the service agreements of our CEO, Mr Ebel, and our CFO, Mr Kiep, is an expression of our confidence in their successful work. Both have provided significant impetus in recent years, and the continuation of their appointments therefore ensures continuity and stability in the management of the company.

With regard to its own committee, the Supervisory Board made a recommendation to reduce its size, which was approved by the Annual General Meeting 2025. At the end of the Annual General Meeting 2026, the Supervisory Board will be reduced from 20 to 16 members – a step towards greater efficiency and focus. In addition, the composition of our committee changed in financial year 2025. After many years of dedicated service, Professor Ernst has stepped down from the Supervisory Board. We would like to express our sincere thanks to him for his valuable work and commitment to TUI. On the employee side, Mr Bremme has stepped down from the Supervisory Board of TUI AG. We would also like to thank him for his many years of good cooperation and commitment. His successor is Mr Thannisch, whom we welcome to our midst. We also welcome Mr Lundgren, who has joined our board as Mr Rijvers' successor. Both new members bring valuable experience and new perspectives that will enrich our work.

The Supervisory Board of TUI AG values open and constructive dialogue with investors, shareholder representatives, and proxy advisors. I have also engaged in personal discussions with investors, within an appropriate scope. The committee discussed in detail the criticism expressed with regard to remuneration report 2024 and the remuneration system for the Executive Board. After evaluating the options for adjustment, we have revised this year's remuneration report and also commented on the feedback received on the remuneration system for the Executive Board.

Dear shareholders, on behalf of the entire Supervisory Board, I would like to thank you for the trust you have placed in us and for your support in financial year 2025. Together with the Executive Board and all our employees, we will continue to shape TUI for the future.

The Supervisory Board of TUI AG

Dr. Dieter Zetsche
Chairman of the Supervisory Board

Frank Jakobi
Deputy Chairman

Ingrid-Helen Arnold

Sonja Austermühle

Christian Baier

Andreas Barczewski

María Garaña Corces

Dr. Jutta Dönges

Wolfgang Flintermann

Stefan Heinemann

Janina Kugel

Johan Lundgren

Coline Lucille McConville

Helena Murano

Mark Muratovic

Joan Trían Riu

Anette Strempel

Rainald Thannisch

Tanja Viehl

Stefan Weinhofer

Cooperation between the Supervisory Board and the Executive Board

The Executive Board and Supervisory Board adhere closely to the principles of responsible and good corporate governance and work together in a spirit of trust in accordance with the principles set out in the Corporate governance report. In doing so, the Supervisory Board primarily monitors the legality, propriety, and effectiveness of the work of the Executive Board and management, with a key focus on the refinancing of the Group. Further details can be found in the following report.

The Executive Board provided us with regular, promptly, and comprehensive information in written and verbal reports both during and outside of meetings. The reports included all relevant information on the development and implementation of strategic targets, liquidity development, planning, the Group's business performance and situation during the year, risk management and the internal control system, compliance, the implementation of the sustainability strategy and current developments in sustainability reporting, as well as reports from the capital markets (e.g., from analysts) and the press. In financial year 2025, we focused intensively on the transformation in the Markets + Airline segment and on refinancing topics in the ordinary course of business. The personnel and sustainability strategies as well as IT security questions were also discussed. The Supervisory Board was involved in all decisions of fundamental importance to the company in good time. We passed the resolutions required by law, the Charta, or the Rules of Procedure after thorough consultation. To this end, we prepared ourselves regularly on the basis of documents provided in advance by the Executive Board to the Supervisory Board and the committees. The Executive Board also informed the Supervisory Board immediately in writing and at extraordinary meetings convened at short notice about urgent matters. As Chairman of the Supervisory Board, I also received regular updates from the Executive Board outside of Supervisory Board meetings on the current business situation and significant business transactions within the company.

Training and continuing education measures

TUI AG pursues a structured concept for the training and continuing education of Supervisory Board members. In financial year 2025, two internal information events on the topic of risk management and controlling were offered as part of this concept – one in German and one in English. The content was selected based on feedback obtained in advance from the Supervisory Board members.

The members of the Supervisory Board also undertake further training on their own initiative and are supported in this by the company. In the past financial year, individual members took part in external specialist events dealing with topics such as sustainability, the role and responsibility of shareholders in disruptive times, the EU Omnibus Simplification Package, and other supervisory issues.

Detailed information on the training and continuing education concept and the structured onboarding process for new Supervisory Board members can be found in the section Training and development concept and measures in the Corporate Governance Report.

Deliberations in the Supervisory Board and its committees

Prior to the Supervisory Board meetings, the shareholder and employee representatives met in separate preparatory meetings. Members of the Executive Board also regularly attended these meetings. Unless otherwise requested by the members of the Supervisory Board, matters concerning the Executive Board and Supervisory Board are discussed without the members of the Executive Board being present. In addition, all members of the Supervisory Board may inform the Chairman of the Supervisory Board of the need to discuss an agenda item without the presence of the Executive Board. In addition, the agenda for each Supervisory Board meeting includes a separate item, regardless of the topics to be discussed, for which the members of the Executive Board are not present. Members of the Supervisory Board may raise any issues that need to be discussed without the Executive Board during this agenda item.

In addition to the full Supervisory Board, a total of four committees were established in the past financial year: the Presiding Committee, the Audit Committee, and the Nomination Committee. The Mediation Committee, which must be formed in accordance with Section 27 (3) of the German Codification Act (MitbestG), did not need to meet. The chairpersons of the committees reported regularly and in detail on their work at the regular Supervisory Board meetings.

As in previous years, a consistently high attendance rate was recorded in financial year 2025. The average attendance rate at the Supervisory Board meetings was 98.6% (previous year: 97.5%) and at committee meetings 100.0% (previous year: 100.0%). The vast majority of the members of the Supervisory Board attended all Supervisory Board meetings in financial year 2025 and participated in the committees in accordance with their respective memberships. Members who were unable to attend meetings generally participated in the resolutions by means of voting messages. The timely distribution of documents in advance of the meetings by the Executive Board and the almost complete absence of table presentations made it much easier for the members of the Supervisory Board to prepare for the meetings. For organizational reasons, some Supervisory Board and committee meetings were also held as video conferences to ensure the availability of Supervisory Board members for meetings scheduled at short notice. The exact distribution of face-to-face and video conference meetings can be seen in the table below.

Attendance at meetings of Supervisory Board in 2025

	Supervisory Board	Presiding Committee	Audit Committee	Nomination Committee
Meetings total	7	6	7	2
thereof virtual	3	2	2	0

Attendance at meetings of Supervisory Board in financial year 2025

	Supervisory Board				Presiding Committee				Audit Committee				Nomination Committee			
Name	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual
Dr Dieter Zetsche (Chairman)	7	7	100	3	6	6[1]	100	2	7	7	100	3	2	2[1]	100	0
Frank Jakobi (Deputy Chairman)	7	7	100	3	6	6	100	2	7	7	100	3				
Ingrid-Helen Arnold[2]	7	7	100	3												
Sonja Austermühle[3]	7	6	86	2	3	3	100	0								
Christian Baier	7	7	100	3					7	7	100	3				
Andreas Barczewski	7	7	100	3												
Peter Bremme (until 31 Dec 2024)	2	2	100	1	3	3	100	2								
Dr Jutta Dönges	7	7	100	3	6	6	100	2	7	7[4]	100	2	2	2	100	0
Professor Dr Edgar Ernst (until 11 Feb 2025)	3	3	100	1	4	4	100	2	3	3[5]	100	1	1	1	100	0
Wolfgang Flintermann	7	7	100	3												
Maria Garaña Corces	7	6	86	2												
Stefan Heinemann	7	7	100	3					7	7	100	2				
Janina Kugel	7	7	100	4												
Johan Lundgren (since 24 June 2025)	1	1	100	0												
Coline Lucille McConville[6]	7	7	100	3					4	4	100	1				
Helena Murano	7	7	100	3												
Mark Muratovic	7	7	100	3					7	7	100	2				
Pepijn Rijvers (until 5 June 2025)	2	2	100	1												
Anette Strempel	7	7	100	4	6	6	100	3								
Rainald Thannisch (since 6 Jan 2025)	5	5	100	2												
Joan Trían Riu[7]	7	7	100	4	2	2	100	0					1	1	100	0
Tanja Viehl	7	7	100	3												

Attendance at meetings of Supervisory Board in financial year 2025

	Supervisory Board				Presiding Committee				Audit Committee				Nomination Committee			
Name	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual	Target	**Actual**	Ratio (in %)	Virtual
Stefan Weinhofer	7	7	100	4					7	7	100	3				
Attendance at meetings in %		**98.6**				**100.0**				**100.0**				**100.0**		
Attendance at Committee meetings in %		**100.0**														

[1] Chairman of Committee
[2] Ms. Arnold attended the second day of the two-day meeting in September 2025.
[3] Member of the Presiding Committee since 1 January 2025
[4] Chairwoman of the Audit Committee since 11 February 2025
[5] Chairman of the Audit Committee until 11 February 2025
[6] Member of the Audit Committee since 11 February 2025
[7] Member of the Presiding Committee and the Nomination Committee since 11 February 2025

Main topics of the Supervisory Board's work

The Supervisory Board held seven meetings. Four of these were held in person with the option of virtual participation and three were held as video conferences. In addition, two resolutions were passed by way of a circular resolution. The individual meetings focused on the following topics:

1. At its meeting on 12 November 2024, the Supervisory Board received an update on key strategic projects and the Annual General Meeting 2025. The agenda also included the extension of the terms of office of Mr Ebel and Mr Kiep. Furthermore, the Supervisory Board determined the target achievement levels for short-term and long-term variable remuneration as well as the ESG factor and set the target values for the ESG performance criteria for financial year 2025. Other topics discussed at the meeting included succession planning for the Supervisory Board and the resolution on an updated diversity concept for the Executive Board and the Supervisory Board. In addition, the Supervisory Board resolved to propose to the Annual General Meeting 2025 an amendment to the Charta whereby the number of Supervisory Board members is to be reduced from 20 to 16 with effect from the end of the Annual General Meeting 2026.
2. The agenda items on 10 December 2024, were the financial statements of TUI AG, each of which had been issued with an unqualified audit opinion by the auditor, and the combined management report for the Group. The Executive Board and the auditor were also present. The Audit Committee had already dealt with these reports in detail the previous day and had also had the opportunity to consult with the auditor without the Executive Board being present. The members of the Supervisory Board approved the financial statements prepared by the Executive Board and the combined management report for TUI AG and the Group. The annual financial statements 2024 were thus adopted. Furthermore, the Supervisory Board approved the report of the Supervisory Board, the corporate governance report, and the remuneration report. The declaration of conformity with the German Corporate Governance Code and the proposal to the Annual General Meeting to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft as the auditor for the half-yearly and annual financial statements for 2025 and, if necessary, for the sustainability report for 2025 were also approved. The Supervisory Board received a report on the preparations for the upcoming Annual General Meeting 2025 and passed resolutions on the agenda and the election of the deputy chair of the meeting. The Supervisory Board discussed the results of the self-assessment, received a personnel and social report, and updates on Markets + Airline Transformation and the sustainability strategy. In addition, the Supervisory Board resolved on the replacement of Mr Bremme on the Presiding Committee due to his departure on 31 December 2024.
3. The meeting on 10 February 2025, covered the interim statement for the first quarter and a report by the Executive Board on current business. The Supervisory Board received an update on the Group's refinancing strategy and discussed options for refinancing the revolving credit facility. In addition to the current status of preparations for the upcoming Annual General Meeting, the Executive Board reported on developments with regard to strategic projects and informed the Supervisory Board on the topic of IT security. Furthermore, the Supervisory Board resolved on replacements for the committees following the departure of Professor Ernst from these bodies at the end of the upcoming Annual General Meeting. The agenda also included an update on the training and development concept and on the implementation of measures from the self-assessment. In addition, the Supervisory Board resolved on an onboarding concept for new members of the Supervisory Board.
4. In a circular resolution dated 20 March 2025, the Supervisory Board approved the refinancing of the revolving credit facility.
5. At an extraordinary meeting on 30 March 2025, the Executive Board reported to the Supervisory Board on the potential possibility of fleet renewal at Marella Cruises. The Supervisory Board approved the fleet renewal, subject to the availability of slots from the shipyard.
6. At its meeting on 13 May 2025, the Executive Board reported on the quarterly financial statements and the half-year financial report and provided an overview of current business, including an update on risk management. The Audit Committee had already discussed these topics in detail the previous day. Other key topics at the meeting included updates on the people strategy and sustainability, as well as strategic initiatives in the Markets + Airline and Holiday Experiences segments. The Supervisory Board discussed increasing the equity share for the TUI Global Hotel Fund and available options for aircraft financing, such as taking out promissory note loans. The Supervisory Board also addressed the criticism expressed by individual proxy advisors in the run-up to the Annual General Meeting 2025 regarding the remuneration report 2024 and evaluated available options for adjustments for the current financial year. The discussions also covered the guidelines for the ESG factor for the coming financial year 2026, updates on succession planning for the Supervisory Board, the further implementation of measures from the self-assessment, and the training and development concept. The Supervisory Board resolved to appoint the auditor to audit the non-financial declaration and took note of the EMIR certificate.
7. As part of an extraordinary meeting held on 13 June 2025, Mr Lundgren was proposed as a member of the Supervisory Board on the capital side, succeeding Mr Pepijn. The application for court appointment was submitted in accordance with the German Corporate Governance Code (GCGC).

8. In a circular resolution dated 14 July 2025, the Supervisory Board approved the raising of promissory note loans with the aim of repaying aircraft leasing agreements ahead of schedule and acquiring the corresponding assets.
9. At its strategy meeting on 17 September 2025, the Supervisory Board discussed the strategic direction of the Group and its divisions. In addition, the Supervisory Board received updates on the brand and the topic of artificial intelligence (AI), among other things. On the second day of the meeting, 18 September 2025, the Supervisory Board received a report on the current financial year during its regular meeting. The Supervisory Board also approved the budget for the coming financial year and the three-year plan. As part of its regular agenda, the Supervisory Board resolved transactions requiring approval, such as the strategic partnership with Oman and the transfer of two newbuild slots from TUI AG to TUI Cruises. In addition to the report on security, health, and safety and an update on the sustainability strategy, the Supervisory Board received an update on IT security. Furthermore, the Supervisory Board passed a resolution on the nomination of the auditor for financial year 2027. In addition, the Supervisory Board defined the performance criteria for the variable remuneration components for the members of the Executive Board for the following financial year and discussed as part of its regular meetings the general and long-term succession planning for the Executive Board. The Supervisory Board received an update on its self-assessment and discussed its qualification matrix and competence profile.

Presiding Committee

The Presiding Committee is responsible for matters relating to the Executive Board (including succession planning for the Executive Board, appointments, terms and conditions of service agreements, Executive Board remuneration, proposals for the Executive Board remuneration system). In addition, the Presiding Committee prepares the meetings of the Supervisory Board. Six meetings were held during the reporting period. Four of these were held as face-to-face meetings with the option of virtual participation, while two were held as video conferences.

The Presiding Committee, which is made up of equal numbers of members, consists of:

- Dr Dieter Zetsche (Chairman)
- Sonja Austermühle (as of 1 January 2025)
- Peter Bremme (until 31 December 2024)
- Dr Jutta Dönges
- Professor Dr Edgar Ernst (until 11 February 2025)
- Frank Jakobi
- Anette Strempel
- Joan Trían Riu (as of 11 February 2025)

1. At its extraordinary meeting on 15 October 2024, the Presiding Committee discussed the possible size reduction of the Supervisory Board from 20 to 16 members and the extension of the service agreements of Mr Ebel and Mr Kiep.
2. At its meeting on 12 November 2024, the Presiding Committee discussed the extension of the appointments of Mr Ebel and Mr Kiep. It also discussed the target achievement levels for short-term and long-term variable compensation and the ESG factor, as well as the target values for the ESG performance criteria for financial year 2025. Other topics discussed at the meeting included succession planning for the Supervisory Board and the adoption of an updated diversity concept for the Executive Board and Supervisory Board.
3. On 9 December 2024, the Presiding Committee received a regular update on succession planning for the Executive Board. In addition, the committee dealt with succession planning for the Supervisory Board and discussed the results of the self-assessment.
4. Succession planning for the Supervisory Board was on the agenda of the Presiding Committee on 10 February 2025. In connection with the departure of Professor Ernst from the Supervisory Board at the end of the upcoming Annual General Meeting, the Presiding Committee decided on election recommendations for his replacement on the relevant committees. In addition, the committee discussed an update on the training and development concept and on self-assessment and drew up a recommendation for a resolution on an onboarding concept for new members of the Supervisory Board.
5. On 12 May 2025, the members of the Presiding Committee discussed measures to address criticism from individual proxy advisors regarding the remuneration report 2024 and the guidelines for the ESG factor for financial year 2026. The meeting also covered updates on succession planning for the Supervisory Board, self-assessment, and the training and development concept. The Presiding Committee also addressed the topics of the Supervisory Board's strategy meeting in September 2025.
6. On 16 September 2025, the Presiding Committee discussed the determination of the performance criteria for the variable remuneration components for the members of the Executive Board for the coming financial year. In addition, the committee dealt with the general and long-term succession planning for the Executive Board on a regular

basis and received an update on the self-assessment for the Supervisory Board. The Presiding Committee also discussed the competency profile and qualification matrix for the Supervisory Board.

Audit Committee

The Audit Committee held seven meetings in financial year 2025, five of which were held as face-to-face meetings with the option of virtual participation, and two of which were held as video conferences.

For information on the composition and responsibilities of the Audit Committee and the matters discussed and resolved, please refer to the Audit Committee Report.

Nomination Committee

The Nomination Committee, which is composed exclusively of shareholder representatives, nominates suitable candidates from among the shareholders to the Supervisory Board for election by the Annual General Meeting or for appointment by the local court.

New Supervisory Board members are selected and nominated in accordance with the statutory requirements of the German Stock Corporation Act (AktG) and taking into account the recommendations of the German Corporate Governance Code (GCGC). The competence profile and diversity concept adopted by the Supervisory Board are also taken into account in order to ensure a balanced composition of the Board – both in terms of expertise and in terms of diversity, experience, and independence.

The Supervisory Board's Nomination Committee is involved in preparing nominations for the Annual General Meeting and court appointments. Among other things, it reviews the suitability of potential candidates based on the competency profile for the entire board and the target composition of the Supervisory Board. Potential conflicts of interest are also carefully considered.

The recommendations of the GCGC on the transparent and comprehensible design of the nomination process are observed. The aim is to ensure the long-term development of the company through effective control and advice by a qualified supervisory board.

The Nomination Committee, which met twice in face-to-face meetings, consisted of the following members

- Dr Dieter Zetsche (Chairman)
- Dr Jutta Dönges
- Professor Dr Edgar Ernst (until 11 February 2025)
- Joan Trían Riu (as of 11 February 2025)

1. At its meeting on 29 November 2024, the Nomination Committee discussed the recommendation for the nomination of Dr Dönges, Ms. Kugel, and Mr Rijvers (shareholder side) for election at the next Annual General Meeting.
2. On 12 May 2025, the Nomination Committee discussed succession planning for the Supervisory Board. Due to Mr Rijvers taking on another mandate, a specific candidate proposal for succession was discussed.

Corporate Governance

The organisation of TUI AG as a stock corporation under German law requires the Supervisory Board to regularly and thoroughly address the principles of German corporate governance. In addition to mandatory compliance with the provisions of the German Stock Corporation Act (AktG) and the German Co-Determination Act (MitbestG), TUI AG complies with the principles and recommendations of the GCGC.

For the GCGC, which is based in its fundamental concept on the AktG, among other things, we were able to issue the declaration of conformity 2025 in accordance with Section 161 AktG together with the Executive Board.

For further details, please refer to the Declaration of compliance with the German Corporate Governance Code in the Corporate governance section of this Annual Report and on the TUI AG website: https://www.tuigroup.com/en/investors/corporate-governance/reports-and-declarations

During the audit, the auditor did not identify any facts that would indicate that the declaration on the GCGC made by the Executive Board and Supervisory Board is incorrect.

Conflicts of interest that have arisen

The Supervisory Board continuously monitored the existence of conflicts of interest in the current financial year and determined that no conflicts of interest arose in financial year 2025.

Audit of the annual and consolidated financial statements of TUI AG and the TUI Group

The Supervisory Board reviewed whether the annual and consolidated financial statements and the other financial reporting complied with the applicable requirements. The annual financial statements of TUI AG prepared by the Executive Board in accordance with the provisions of the German Commercial Code (HGB), the combined management report of TUI AG and the TUI Group and the consolidated financial statements for financial year 2025 prepared on the basis of the International Financial Reporting Standards (IFRS) were audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, and each received an unqualified audit opinion. The aforementioned documents, the Executive Board's proposal for the appropriation of net retained profits and the auditor's reports were submitted to all members of the Supervisory Board in good time. We discussed them in detail at the Audit Committee meeting on 8 December 2025 and at our balance sheet meeting on 9 December 2025, at which the Executive Board explained the financial statements to us in detail. At these meetings, the Chairwoman of the Audit Committee and the auditor reported on the results of their audits, the focus points of which had previously been determined with the Audit Committee for the reporting year. Neither the auditor nor the Audit Committee identified any significant weaknesses in the early risk detection and internal control system. Following our own audit of the annual financial statements, the consolidated financial statements and the combined management report, we had no reason to raise any objections and therefore concur with the Executive Board in its assessment of the position of TUI AG and the TUI Group.

On the recommendation of the Audit Committee, we approve the financial statements for financial year 2025; the annual financial statements of TUI AG are thus adopted.

Composition of the Executive Board and Supervisory Board

The composition of the Executive Board and Supervisory Board as at 30 September 2025 is shown in the overviews in the section Supervisory Board and Executive Management Board in the chapter Corporate Governance.

Supervisory Board

In the following, I will give you an overview of the personnel changes on the Supervisory Board.

Mr Bremme resigned from his position with effect from 31 December 2024 and left the Supervisory Board of TUI AG. Mr Thannisch succeeded him and was appointed by court order as a member of the Supervisory Board of TUI AG with effect from 6 January 2025.

At the recommendation of the Supervisory Board, Dr Jutta Dönges and Ms Kugel were re-elected by the Annual General Meeting 2025 on 11 February 2025. At the recommendation of the Supervisory Board, Mr Rijvers was elected to the Supervisory Board of TUI AG by the Annual General Meeting 2025.

Mr Rijvers resigned from the Supervisory Board with immediate effect on 5 June 2025, as he had recently taken up a new position in the tourism sector. He was succeeded by Mr Lundgren, who was appointed by court as a member of the Supervisory Board of TUI AG as of 24 June 2025. The application for court appointment was submitted in accordance with the German Corporate Governance Code (GCGC).

To ensure effective and rapid familiarization, the new members of the Supervisory Board underwent a structured onboarding process. This included, among other things, detailed information materials, introductory meetings with the Executive Board, and training on regulatory requirements and company-specific topics. Following the onboarding, the new members also receive a questionnaire to evaluate the quality of the process and provide input for its further development. In financial year 2025, Mr Thannisch and Mr Lundgren received a corresponding questionnaire to assess their respective onboarding.

Presiding Committee

With the departure of Mr Bremme from the Supervisory Board of TUI AG at the end of 31 December 2024, he also left the Presiding Committee. He was succeeded by Ms Austermühle on behalf of the employee representatives with effect from 1 January 2025. Due to the departure of Professor Ernst from the Supervisory Board of TUI AG at the end of the Annual General Meeting on 11 February 2025, he also left the Presiding Committee of TUI AG. The vacant seat was filled by Mr Trían Riu with effect from 11 February 2025.

Audit Committee

Due to Professor Ernst's departure from the Supervisory Board of TUI AG at the end of the Annual General Meeting on 11 February 2025, he also resigned from the Audit Committee of TUI AG. This meant that the position of the Chair of the Audit Committee had to be filled. With effect from 11 February 2025, Ms McConville was elected as a member of the Audit Committee. In addition, Dr Dönges also took over as Chair of the Audit Committee with effect from 11 February 2025.

Nomination Committee

Following the departure of Professor Ernst from the Supervisory Board of TUI AG at the end of the Annual General Meeting on 11 February 2025, and thus also from the Nomination Committee of TUI AG, the vacant seat was filled by Mr Trían Riu with effect from 11 February 2025.

Executive Board

There were no changes in the Executive Board of TUI AG in financial year 2025.

Thanks to

The Supervisory Board would like to express its special thanks to all employees for their work in financial year 2025! With their commitment, passion, and daily dedication, they have made a significant contribution to ensuring that our customers enjoy the best time of the year, while at the same time consistently driving forward the transformation of TUI. Without this commitment, our company's success would not have been possible.

Hanover, 9 December 2025

For the Supervisory Board

Dr Dieter Zetsche
Chairman of the Supervisory Board

Supervisory Board of TUI AG

REPORT OF THE AUDIT COMMITTEE

Dr Jutta Dönges
Chairwoman of the Audit Committee

Dear Shareholders,

I am delighted to be able to report to you for the first time on the work of the Audit Committee as Chair of the committee, having taken over from Professor Ernst in February 2025.

The Audit Committee supports the Supervisory Board in fulfilling its supervisory function. It deals with the audit of accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of the financial statements and compliance. In particular, the accounting comprises the consolidated financial statements and the Group management report including the non-financial declaration, interim financial information and the separate financial statements in accordance with the German Commercial Code (HGB). In addition, the Audit Committee is responsible for selecting the external auditor, whereby it also reviews the qualifications and independence of the auditor. The Audit Committee also regularly assesses the quality of the audit.

The Audit Committee, which has equal representation, currently consists of the following eight members of the Supervisory Board:

- Dr Jutta Dönges (Chairwoman, since 11 February 2025)
- Professor Dr Edgar Ernst (Chairman, until 11 February 2025)
- Christian Baier
- Stefan Heinemann
- Frank Jakobi
- Coline McConville (since 11 February 2025)
- Mark Muratovic
- Stefan Weinhofer
- Dr Dieter Zetsche

Thanks to its composition with financial experts, the Audit Committee has a sufficient number of members with expertise in the areas of accounting and auditing within the meaning of Section 100 (5) German Stock Corporation Act (AktG) as well as Principle 15 GCGC and Recommendation D.3 GCGC.

Further information on this can be found as part of the declaration on corporate governance in the Corporate governance report.

With regard to the Chairwoman of the Audit Committee, Dr Jutta Dönges, the Supervisory Board is of the opinion that she is independent of the company and the Executive Board within the meaning of recommendation C.10 GCGC.

For information on the independence of the other members of the Audit Committee, see section Independence of Supervisory Board members in the Corporate governance report.

The Audit Committee met seven times in the past financial year. In addition to the members of the Audit Committee, the meetings were also attended by the Chairman of the Executive Board and the Chief Financial Officer as well as department heads responsible for specific topics. The auditor was invited to attend the meetings on relevant topics. Other members of TUI's senior management and TUI executives with operational responsibility or external consultants were invited to attend as required.

The Chairwoman of the Audit Committee reported on the work and proposals of the Audit Committee and the content of individual discussions at each subsequent Supervisory Board meeting.

Informative value of financial reporting and monitoring of the accounting process

Although the assessment was not delegated to the Audit Committee, the Audit Committee is convinced that the annual report presented fulfils the legal requirements. In order to satisfy itself of the informative value of the financial statements and the interim reporting, the committee was informed in detail by the Executive Board about the Group's business performance and financial situation at the four Audit Committee meetings held immediately prior to the publication of the respective financial report. The key financial figures were also discussed for each quarterly report or quarterly interim statement and the financial statements. If the auditors had carried out an audit or review, they reported on this at the meeting that dealt with the corresponding financial report. In the past financial year, the Audit Committee was regularly given the opportunity to discuss the audit with the auditor in the absence of the Executive Board. In the past financial year, the Audit Committee also discussed the assessment of the audit risk, the audit strategy and audit planning as well as the audit results with the auditor. In addition, the Chairwoman of the Audit Committee regularly discussed the progress of the audit with the auditor and reported on this to the Audit Committee.

The Audit Committee also dealt intensively with individual aspects. Key topics included TUI's economic development, refinancing measures, the development of the rating and aspects of capital market communication. The budget for the financial year 2026 and the planning for the two subsequent financial years were also discussed in detail.

The report by the Chairwoman of the Audit Committee on the monitoring of related party transactions during the financial year was also discussed. It was established that there were no relevant related party transactions in the reporting year.

The Supervisory Board is assisted by the auditor, Deloitte, in reviewing the content of the non-financial declaration in the management report. Accordingly, the auditor presented the results of its audit to the Audit Committee and, following its own review, the Audit Committee came to the conclusion that the information published in the non-financial declaration is appropriate and adequate. Ever since 2000, TUI has been providing Group-level information on sustainability matters in its Annual Report. The sustainability declaration published for financial year 2025 constitutes the combined non-financial declaration of TUI AG and TUI Group. The non-financial declaration was prepared pursuant to sections 289b ff and 315b to 315c of the German Commercial Code (HGB) and based on application of part of the European Sustainability Reporting Standards, ESRS, EU 2023/2772, which are derived from the EU Corporate Sustainability Reporting Directive, CSRD, EU 2022/2464. The committee was informed several times about the progress of the CSRD implementation project.

In its assessment of all aspects of accounting and financial reporting discussed, the Audit Committee agreed with the assessment of the Executive Board and the auditor.

Effectiveness of the control and risk management system

In order to fulfil its monitoring task with regard to the internal control and risk management system, the Audit Committee is regularly informed about the further development of the implemented controls and the overall maturity level of the internal control system. In addition, the auditor also reports on any weaknesses it identifies in the Group's accounting-related control system, the prompt rectification of which is followed up by the management.

As described in the Risk report, the Audit Committee receives regular reports on the effectiveness of the risk management system, which includes the early risk detection system required by law. The Audit Committee is convinced that an appropriate risk management system is in place.

The internal audit department ensures independent monitoring of the implemented processes and systems as well as selected projects and regularly reports directly to the Audit Committee. In the reporting period, the Audit Committee was not informed of any audit findings that indicate significant weaknesses in the internal control or risk management system.

In addition, regular meetings are held between the Chair of the Audit Committee and the Director of Group Audit for closer coordination. The annual audit planning is agile. In the past financial year, the Audit Committee received a detailed report on the methodology and took note of it, together with the audits for the coming financial year that have already been determined in this context. Through regular coordination, the Audit Committee considers the effectiveness of internal audit to be ensured. In accordance with the Global Internal Audit Standards, the Audit Committee also has the opportunity to meet regularly with the Group Director of Internal Audit in the absence of the Executive Board.

As part of its meetings, the Audit Committee was regularly informed about current key areas and developments in the field of data protection in this financial year. Based on this report, the Audit Committee is convinced that the measures taken throughout the Group for this purpose are appropriate in order to fulfil the legal requirements.

Standardised whistleblower system

The TUI Group has implemented a standardised whistleblower system, as described in the section Business Conduct (G1). This offers employees and third parties worldwide the opportunity to anonymously report violations of laws or the principles enshrined in the Integrity Passport without retaliation. Any information received is systematically followed up in the interests of all stakeholders and the company. Confidentiality and discretion are of paramount importance. All reports from the whistleblower system are taken up by the Integrity & Compliance team and, depending on the circumstances, are investigated and processed in consultation with various departments. In the past financial year, the Audit Committee received regular reports on the findings from the whistleblower system.

Review of the independence and objectivity of the auditor

Following the appointment of Deloitte GmbH Wirtschaftsprüfungsgesellschaft as auditors by the Annual General Meeting in February 2025, the Supervisory Board commissioned Deloitte to audit the financial statements 2025. The Audit Committee had Deloitte explain the audit plan for the annual financial statements as at 30 September 2025 in advance. This plan includes the main focal points of the audit and the group of companies to be audited from a Group perspective. The Audit Committee is convinced that this will ensure that the audit takes appropriate account of the recognisable risks. It also considers the independence and objectivity of the auditor to be assured and regularly assesses the quality of the audit as part of a structured survey.

On the basis of regular reporting by the auditor, the committee satisfied itself of the effectiveness of the external audit and decided to recommend to the Supervisory Board that Deloitte be proposed to the Annual General Meeting as auditor for financial year 2026 as well. Deloitte was selected as auditor in a public tender process in financial year 2016 and has been appointed as auditor without interruption since the first election by the Annual General Meeting in 2017.

In the past financial year, the Audit Committee dealt extensively with the criteria and process for selecting a new auditor as part of the statutory auditor rotation from financial year 2027. In September 2025, the Audit Committee recommended to the Supervisory Board that KPMG be proposed to the Annual General Meeting 2026 as the new auditor from financial year 2027 onwards. The Supervisory Board followed this recommendation and passed a corresponding resolution in September 2025.

In order to ensure the independence of the auditor, all contracts for the provision of non-audit services by the auditor must be submitted to the Audit Committee for approval before the contract is awarded. The Audit Committee makes use of the option to delegate approval to the company depending on the size of the contract. The Chairwoman of the Audit Committee is only involved in the decision if a defined cost limit is exceeded. If the auditor provided services outside of the audit for the Group, the nature and amount of these services were explained to the Audit Committee. Non-audit services worldwide totalled € 1.2 million. The audit fee received by the auditor, excluding voluntary audits, totalled € 9.8 million. The corresponding non-audit services accounted for around 12% of Deloitte's audit fee.

I would first like to thank my predecessor, Professor Edgar Ernst, who chaired TUI AG's Audit Committee with great dedication for many years. I would also like to thank my colleagues on the Supervisory Board, who have placed their trust in me for the role of Chairwoman of the Audit Committee. I would also like to thank the members of the Audit Committee for their constructive cooperation and the auditors, the Executive Board and all employees involved for their consistently reliable and cooperative work in financial year 2025.

Hannover, 8 December 2025

Dr Jutta Dönges
Chairwoman of the Audit Committee

02

COMBINED MANAGEMENT REPORT*

*This present management report is a combined management report that has been drawn up for both the TUI Group and TUI AG. It was prepared in accordance with sections 289, 289 (a), 315, 315 (a), 315 (b), 315 (c) and 315 (d) of the German Commercial Code (HGB).

The combined management report also includes the Statement on corporate governance and the Financial highlights.

COMBINED MANAGEMENT REPORT

TUI GROUP STRATEGY[1]

Travel market – strong fundamentals, changing dynamics

Tourism is growing across many regions and products – however the dynamics of growth have evolved. Global travel demand is growing well, especially outside Europe[2]. Relevant players are leaning towards more own brands and differentiated products with the objective of driving customer retention and loyalty. At the same time, Artificial Intelligence and Large Language Models (AI/LLMs) are developing fast with potential for new innovations for travel – especially search and book.

We regard TUI as well positioned across these trends as a strong supplier of branded products (e.g. Riu and Robinson). We also offer a large proportion of differentiated products and services. This makes AI an opportunity for us– as we are protected on distribution with differentiated products. To take advantage of this opportunity, we are incorporating the use of AI into our business to drive value[3]. Our vertically integrated model further strengthens this positioning as our Markets + Airline business channels demand into our differentiated products and brands to enhance our profitability potential. This helps us deliver consistent results for our shareholders.

However, to stay ahead and secure future growth, we must continue our transformation and focus on our unique vertically integrated business model with a clear focus on differentiated content. We need to strengthen marketing with a special focus on digital marketing and social media, customer retention and loyalty while building trust through safety, protection and seamless service across the journey. We intend to also increase profitability in Markets and Airlines via platforming, global growth and airline commercialisation. By doing this, TUI is well positioned to be a global leader in an attractive market growing faster than GDP[4].

Focus on vertical integration – TUI's framework strategy

TUI continues to focus on delivering its vertical integration strategy. This forms the foundation of our long-term competitiveness and a structural advantage in the travel industry. TUI combines direct customer access with own and partner supply across product verticals (Airlines, Hotels & Resorts, Cruises, and Experiences).

Stronger products drive greater differentiation and a more distinct strategic position. This model enables us offers across the complete journey and our customers benefit from greater consistent quality, while for TUI this should drive higher returns, stronger conversion, and deeper loyalty as customers remain within the TUI ecosystem.

Aligning our businesses more closely where it creates clear value and leveraging synergies across the Group, optimising capacity and networks, and connecting products through our platforms, means we should be able to capture economies of scale and strengthen differentiation.

[1] Information in accordance with ESRS 2 SBM-1 40. a) Describing the business model, strategy and value chain

[2] "Travel & Tourism - Europe". 2025. Statista.

[3] Based on Tealium (podcast) "TUI Group Leverages AI to Transform Travel" and Travel Weekly (article) "Tui claims 'industry first' AI travel booking integration"

[4] Based on WTTC Economic Impact Research 2024

TUI's strategy for profitable growth

To drive our overall group strategy of vertical integration, TUI will focus on seven key strategic initiatives detailed below.

(1) Building a scalable Global Curated Leisure Marketplace in markets

We are transforming our core tour operating business with a new operating model with the objective of enhancing efficiency and strengthening profitability. We intend to leverage multi-channel distribution, with a focus on app-first personalisation, as the main digital channel to complement retail. Scalable, dynamic flight and accommodation sourcing is a key enabler of risk-right growth. At the same time, we intend to grow our share of own products, which have demonstrated superior quality and higher margins. Our Expansion Businesses unit is driving new growth by capturing value from emerging product categories (e.g. River Cruises) and entering new markets – most recently Romania, with more to follow. Our "One Platform" approach (combining platforms across sourcing, production and sales) targets more global growth and distribution while leveraging our Central Customer Ecosystem.

(2) Creating a commercially independent Airline

Our Airline remains a cornerstone of TUI's success. To position ourselves strongly for the future, we are refining the way we work together by allowing the Airline greater commercial independence, while carefully preserving the synergies with the tour operator. With our "One TUI Airline" approach, we are bringing all our airlines under one leadership team, aligning both Operations and Commercial. We expect this will allow us to strengthen profitability, focus our capacity on the most attractive routes, and defend our key strategic clusters.

(3) Global differentiated product growth in our Holiday Experiences business

In Holiday Experiences, we can build on a strong global set-up to drive significant differentiated product and profit growth.

In Hotels & Resorts we continue to expand our portfolio through our proven asset-right approach. We have 463 hotels[1] and a pipeline more than 70[2] hotels, strengthening our presence in both established and emerging destinations. We grow in ownership, through our joint ventures, the TUI Global Hotel Fund as well as management and franchise contracts. We leverage our vertically integrated model, by jointly developing clusters such as Cape Verde. This approach is aimed at securing first-mover advantages in high-potential markets. We have further enhanced our global distribution and marketing platform, extending our reach beyond traditional source markets. This strengthened platform serves dual purposes: attracting third-party hoteliers for management and franchise opportunities while channeling more customers into TUI's Central Customer Ecosystem worldwide.

Product growth in Cruises is driven by investment in new-build ships by our TUI Cruises JV, with the launch of Mein Schiff Relax in 2025 and a further launch of Mein Schiff Flow in 2026. Each vessel introduces enhanced differentiation through innovative product features and sustainability advancements. Our UK Cruise business under the Marella Cruises brand continues to deliver high rates of customer satisfaction and results. We are also continuing to enhance our distribution platform for both TUI Cruises and Marella Cruises, with further app development to move from service to sales and deliver a more integrated customer experience, as well as exploring new source market opportunities.

In TUI Musement, we target global capacity growth, expanding our portfolio of experiences in sun and beach and city destinations, and integrating a new multi-day experiences category into our portfolio. We are also expanding our transfer portfolio, with the ability to sell shared transfers, private transfers and ride share / taxi integration. Our product strategy focuses on differentiation, curated products, improved quality and identifying opportunities for backward integration to capture further value, with own branded experiences as a key growth and profit driver. We continue to commercialise our Musement distribution platform, with a multi-channel strategy selling direct to customers, via TUI Markets and other travel providers.

[1] As at 30 September 2025

[2] As at 28 November 2025

(4) Marketing and customer retention / loyalty

Our marketing and distribution strategy is designed with the objective of growing volumes, maximising customer lifetime value, and lowering distribution costs by leveraging synergies across the Group. We are aiming to strengthen the TUI brand in growth segments such as Cities, Tours, Accommodation-only and Experiences. At the same time, we are working to expand our marketing base through stronger permission capture, scaling automated campaigns across all products and channels, and driving revenue with smarter cross-channel marketing. We will increase our focus on more digital channels like social media as well. Our objective is to engage customers more effectively, deliver greater personalisation, increase up- and cross-selling, and achieve efficiency gains in distribution.

(5) Future of search, AI-powered search and global platforms

The future of search is being reshaped by AI. Customers will increasingly move from typing queries into search engines to receiving direct, personalised answers from AI-powered platforms[1]. To succeed, our strategy is twofold. First, for OTA/search engine customers it is to make TUI content both "AI visible" and "AI bookable," via AEO/GEO and the right partnerships. Second, for brand-specific customers (e.g. Robinson customers) we want to focus on differentiated content and making our brands "AI friendly" (e.g. scaling up online presence with reviews, videos, photos etc). End-to-end customer insights and data, along with trustworthy, verified content remain key to us. At the same time, AI unlocks the vision of the fully connected trip – from inspiration to booking to in-destination experiences. By using our data as a differentiating asset, we can deliver hyper-personalised offers, seamless connectivity across all touchpoints, and an end-to-end travel experience that only TUI can provide.

Our global platforms strategy is transforming TUI from a collection of local operations into a truly integrated global business. Instead of platforming everything in Markets at once, we previously announced we will platform by layer such as sales, production and sourcing. By shifting from market-by-market adoption to a modular component-by-component approach, we aim to accelerate delivery timeframes, reduce risk, and achieve higher productivity. All whilst being AI ready, given the huge opportunities this new technology is bringing[2].

(6) Building a performance organisation

Our employees make a key contribution to TUI's success with their commitment and motivation. To secure this success in the long run, we consistently pressed ahead with the initiatives defined in our People Strategy in the financial year under review.

The vision outlined in our People Strategy is for TUI to be digital, engaging and inclusive. To implement that vision, our People Strategy focuses on the following key areas of action:

- Simplification, Harmonisation, Focus
- Digital Transformation
- Enable Growth
- Positive Employee Experience
- Diversity, Equality and Inclusion
- Enable Best Performance

Based on these key areas of action, we are aiming to create a framework that enables our employees to deliver their best performance and work together successfully as a team to jointly secure the success of our Company.

Further information is provided in the section Own workforce (S1)

(7) Sustainability – driving positive change

As an industry leading Group, we want to set the standard for sustainability in the market. We believe that sustainable transformation should not be viewed solely as a cost factor, but that sustainability pays off – for society, for the environment, and for economic development. Our strategy is therefore underpinned by clear science-based goals and targets on sustainability. TUI's Sustainability Agenda consists of three building blocks – People, Planet and Progress.

[1] Skift and McKinsey: "Remapping Travel With Agentic AI"
[2] Skift State of Travel 2025

People
- We will ensure that local people and communities benefit from tourism and the local supply chain.
- We will empower a generation of sustainability changemakers. TUI Care Foundation will drive positive social and environmental impacts in tourism communities around the world.

Planet
- In 2023, our emission reduction targets were recognised by the Science Based Targets initiative (SBTi). TUI commits to implementing these targets in line with the latest climate science findings.
- We will achieve net-zero emissions across our operations and supply chain by 2050 at the latest. We will change the way we use natural resources and become a circular business.

Progress
- Together with our partners, we will co-create the next-generation sustainable business model for the tourism industry through our Destination Co-Lab Rhodes.
- We will enable our customers to make sustainable holiday choices in every stage of the customer journey.

We already operate one of Europe's most carbon-efficient airlines and we aim to continuously improve our environmental performance. We will build on the progress we have already made and reduce emissions further through our commitment to science-based targets and our emission reduction roadmap.

In financial year 2025, the relative CO_2 emissions of our airline decreased by 0.4%, from 60.7 to 60.5 g/RPK[1]. With a nearly constant load factor compared to the previous year, this reduction is primarily attributable to our fleet modernisation, in which older aircraft were replaced by modern, more CO_2-efficient models. In the 2025 financial year, we continued to operate 19 Boeing 787 aircraft. During the reporting period, we expanded our Boeing 737 Max fleet from 42 to 45 aircraft.

Further information is provided in the section Climate Change (E1)

[1] Revenue passenger kilometres

CORPORATE PROFILE

Group structure

TUI GROUP

HOLIDAY EXPERIENCES	MARKETS + AIRLINE	ALL OTHER SEGMENTS
Hotels & Resorts Cruises TUI Musement	Northern Region Central Region Western Region	

As at 30 September 2025

TUI AG parent company

TUI AG is TUI Group's parent company headquartered in Hanover. It holds direct or, via its affiliates, indirect interests in the principal Group companies conducting the Group's operating business in individual countries. Overall, TUI AG's group of consolidated companies comprised 247 direct and indirect subsidiaries at the balance sheet date. A further 15 affiliated companies and 25 joint ventures were included in TUI AG's consolidated financial statements on the basis of at equity measurement.

> For details, please refer to Principles and methods of consolidation and TUI Group shareholdings in the Notes.

Organisation and management

TUI AG is a stock corporation under German law, whose basic principle is two-tiered management by two boards, the Executive Board and the Supervisory Board. The Executive and Supervisory Boards cooperate closely in governing and monitoring the Company. The Executive Board is responsible for the overall management of the Company.

The appointment and removal of Board members are based on Sections 84 et seq. of the German Stock Corporation Act (AktG) in combination with Section 31 of the German Co-Determination Act (MitbestG). Amendments to the Articles of Association are effected on the basis of the provisions of Sections 179 et seq. of the German Stock Corporation Act in combination with Section 24 of TUI AG's Articles of Association if appplicable.

Executive Board and Group Executive Committee

As at the balance sheet date, the Executive Board of TUI AG consisted of the CEO and four other Board members.

For details please refer to the chapter Corporate governance, section Executive Board and Supervisory Board

The Executive Board is the Company's central decision-making body. In addition, there is the Group Executive Committee (GEC), which, as a rule, participates in all Board meetings, with the exception of items dealing with personnel matters relating to the composition of the Senior Leadership Team. The GEC was set up to enhance informed, effective decision-making and to create a flat hierarchy and strong execution environment. It reflects a culture of openness and information sharing. As of 30 September 2025, it consisted of ten members (including all Executive Board members) and is chaired by the Chairman of the Executive Board

For further details, please refer to www.tuigroup.com/en-en/investors/corporate-governance

TUI Group reporting structure[1]

TUI Group is a global integrated tourism group. As at 30 September 2025, its core businesses, Holiday Experiences and Markets + Airline, were clustered into the segments Hotels & Resorts, Cruises and TUI Musement as well as three regions: Northern, Central and Western Region. TUI Group also comprises All other segments. The Group's reporting structure thus remained unchanged year-on-year in the reporting period.

Holiday Experiences

Holiday Experiences comprises our hotel, cruise and destination activities.

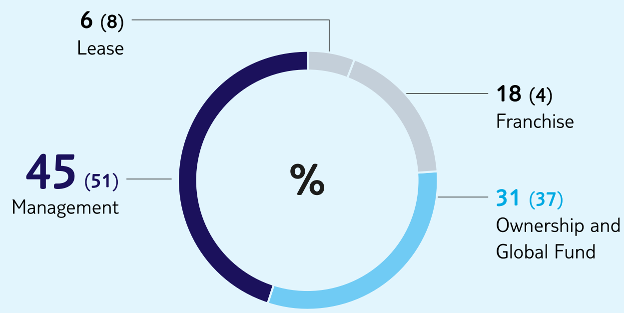
Hotels & Resorts

The Hotels & Resorts segment is made up of TUI Group's diversified portfolio of Group hotel brands and hotel companies. The segment includes hotels majority-owned by TUI, joint ventures with local partners, stakes in companies giving TUI significant influence, and hotels operated under management contracts.

In financial year 2025, Hotels & Resorts comprised a total of 463 hotels with 337,699 beds. The year-on-year increase is mainly due to the signing of franchise agreements with hotels previously operated as concept hotels and to further expansion of our portfolio in line with our asset right strategy.

427 hotels, i. e. the majority, are in the four- or five-star categories. 45% were operated under management contracts, 31% were owned by one of the hotel companies, 18% of the hotels were managed under franchise agreements and 6% were leased.

Hotels & Resorts financing structure



In brackets: previous year

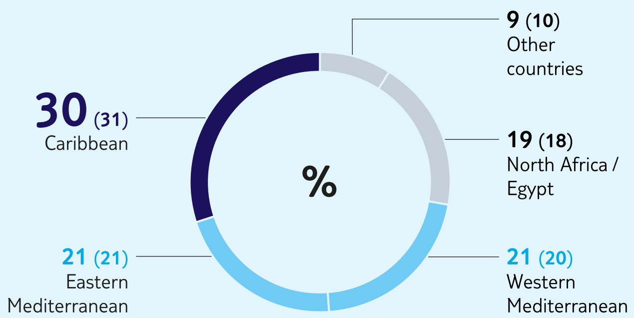
Hotels & Resorts portfolio

Hotel brand	3 stars	4 stars	5 stars	Total hotels	Beds	Sites (selection)
Riu	2	43	51	96	108,571	Spain, Mexico, Caribbean, Cape Verde, Morocco
Robinson	1	16	9	26	16,451	Spain, Greece, Türkiye, Cape Verde, Austria, Maledives
Royalton	4	24	29	57	44,794	Dom. Rep., Jamaica, Mexico, Saint Lucia, Cuba
Others	29	155	100	284	167,883	Spain, Greece, Türkiye, Egypt
Total	**36**	**238**	**189**	**463**	**337,699**	

As at 30 September 2025

[1] Disclosures in accordance with ESRS 2 SBM-1 40. a) Business model, strategy and value chain

Hotels & Resorts beds per region



In brackets: previous year

Riu is an international hotel chain, founded in 1953 with the opening of the first hotel. The Mallorca-based enterprise now primarily operates four- and five-star hotels, above all in Spain, Mexico and the Caribbean. Its three product lines Riu Classic Hotels, Riu Plaza Hotels (city hotels) and Riu Palace Hotels (premium segment) target different customer groups.

Robinson operates mainly four- and five-star club hotels and is a leading German provider of club holidays in terms of the number of resorts. Most of its clubs are located in Spain, Greece, Türkiye, the Maldives and Austria.

Royalton Hotels & Resorts (formerly Blue Diamond Resorts) is a hotel chain in the Caribbean. The Hotels & Resorts segment is composed of 57 resorts in the Caribbean and Mexico. The brand is one of the twelve core brands of the TUI Group, covering all leisure hotel categories from price-conscious to luxury.

The portfolio also includes the TUI signature hotels TUI Blue, TUI Magic Life, TUI Suneo as well as the new brand The Mora, which are reported in Others hotels. The Mora brand is designed for a new target group that is looking for modern, contemporary luxury and a high degree of flexibility in holiday arrangements. In 2024, the first hotel under the new brand opened in Zanzibar, Tanzania. The second resort is set to follow in Tunisia in financial year 2026.

TUI Blue, present in more than 23 countries, is TUI Group's global hotel brand, targeting an international audience. In financial year 2025, TUI Blue continued its expansion into Asia, amongst other regions, opening hotels in Thailand, Indonesia, Cambodia and China.

TUI Magic Life is an all-inclusive brand, targeting an international audience seeking club holidays with different profiles in beachfront locations.

TUI Suneo offers value-for-money hotels.

Cruises

The Cruises segment comprises the joint venture TUI Cruises, which operates cruise ships under the brands Mein Schiff and Hapag-Lloyd Cruises, and Marella Cruises. With their combined fleet of 18 vessels as at the reporting date, the three cruise lines offer different service concepts to serve different target groups.

Cruise fleet by ownership structure

	Owned	Leased	**Total**
TUI Cruises (joint venture)	13	0	13
Mein Schiff	8	0	8
Hapag-Lloyd Cruises	5	0	5
Marella Cruises	4	1	5
Total	**17**	**1**	**18**

As at 30 September 2025

TUI Cruises is a joint venture in which TUI AG and the US shipping company Royal Caribbean Cruises Ltd. each hold a 50% stake. TUI Cruises, which occupies a leading position[1] in the German-speaking cruise market with its eight ships in the 'Mein Schiff' brand, continued to expand its fleet in financial year 2025. Following the commissioning of Mein Schiff Relax in March 2025, another newbuild, the Mein Schiff Flow, is scheduled to enter service in calendar year 2026, bringing the fleet to a total of nine ships. After the pandemic, TUI Cruises has thus continued its growth as planned.

The traditional Hapag-Lloyd Cruises brand, which is also part of TUI Cruises, is a leading provider of luxury and expedition cruises in German-speaking markets. As at the reporting date, the fleet comprised two luxury liners and three expedition cruise ships. They are the only ships worldwide to have each been awarded a five-star rating by Insight Guides Cruising & Cruise Ships 2025, an international reference for cruise ships rankings. Hapag-Lloyd Cruises has been awarded the title of Best Fleet Worldwide for the second time in a row.

With a fleet of five ships, Marella Cruises offers voyages in different segments, including family and adults only, in the UK market.

TUI Musement

The TUI Musement segment delivers local services at our holiday destinations around the world. To this end, TUI has a presence in numerous holiday destinations with its own staff. TUI Musement's business model for the distribution of experiences (excursions, activities and tickets), transers and multi-day tours is founded on an online platform open to customers and suppliers. Experiences are either developed by TUI teams or sourced locally. The products are sold to customers worldwide via TUI websites and apps, as well as through local teams and B2B partners.

TUI Musement serves three customer groups:

- TUI customers: Providing services to our guests in the destination via tour reps as well as via the TUI App and the TUI Experience Centre.
- Strategic B2B customers: Digital and on-site services for partners from various sectors of the travel industry, such as airlines, cruise lines, ground transport, OTAs, hotels and tour operators.
- B2C open market clients: Global distribution of experiences and tours for travellers.

Markets + Airline

Our Markets + Airline business breaks down into three regions: **Northern Region** (tour operators and airline in the UK, Ireland and the Nordics), **Central Region** (tour operators and airline in Germany and tour operators in Austria, Poland and Switzerland) and **Western Region** (tour operators and airline in Belgium and the Netherlands as well as tour operators in France).

Each of the three regions has sales and marketing structures offering our customers attractive holiday experiences. Our sales activities operate through both online and offline channels. The travel agencies include Group-owned agencies as well as joint ventures and agencies operated by third parties. In order to offer our customers a wide choice of accommodation, our source market organisations can draw on a substantial portfolio of TUI hotels. They also have access to third-party bed capacity, some of which has been contractually committed.

Our own flying capacity continues to play a key role in our business model. Thanks to a combination of Group-owned and third-party capacity, we offer tailored travel programmes for each individual source market region and can respond flexibly to changes in customer preferences. Balanced management of flight and hotel capacity enables us to develop destinations and optimise margins for both service providers.

All other segments

'All other segments' includes the corporate centre functions of TUI AG and the interim holdings, the Group's real estate companies and the Group's key tourism functions.

[1] Measured by capacity

Research and development

As a tourism service provider, the TUI Group does not engage in research and development activities in the same way as manufacturing companies. A corresponding sub-report is therefore not required.

Value-oriented Group management

Management system and key performance indicators

A standardised management system has been created to implement value-driven management across TUI Group and its individual business areas. The value-oriented management system is an integral part of consistent Group-wide controlling and planning processes.

Our key financial performance indicators for tracking our earnings position are revenue and underlying EBIT. Accordingly, underlying EBIT represents the segment indicator as defined by IFRS 8.

We define the EBIT in underlying EBIT as earnings before interest, taxes and expenses for the measurement of the Group's interest hedges. EBIT by definition includes amortisation / impairment of goodwill.

Underlying EBIT has been adjusted for income and expense items which, due to their level and frequency, impact or distort the assessment of operating profitability of the segments and the Group. These one-off items include gains and losses on disposal of investments, major gains and losses from the disposal of assets, and major restructuring and integration expenses. The indicator is additionally adjusted for all effects from purchase price allocations, ancillary acquisition costs and conditional purchase price payments. The reconciliation to underlying EBIT also adjusts for goodwill impairments.

To track the Group's financial position, we identified net capital expenditure and financial investments as well as TUI Group's net financial position as key performance indicators. In addition, we monitor the Group's leverage ratio as a further indicator of financial stability.

Key management variables used for regular value analysis are Return On Invested Capital (ROIC) and Economic Value Added. ROIC is presented alongside the with the Weighted Average Cost of Capital before tax (WACC).

We regard specific carbon emissions (in g CO_2/rpk) from our aircraft fleet as the most relevant non-financial key performance indicator.

To track business performance in our segments in the course of the year, we also monitor other non-financial performance indicators, such as the customer numbers in tour operation, capacity or passenger days, occupancy and average prices in Hotels & Resorts and Cruises.

> For further information about operating performance indicators, please refer to the sections on Segmental performance.

Cost of capital

The cost of capital is calculated as the weighted average cost of capital (WACC). While the cost of equity reflects the return expected by investors from TUI shares, the cost of debt is based on the average borrowing costs of TUI Group. The cost of capital always shows pre-tax costs, i.e. costs before corporate and investor taxes. The expected return determined in this way corresponds to the same tax level as the underlying EBIT included in ROIC. For financial year 2025, we expect a cost of capital of 10.83% (previous year: 10.87%) for TUI Group.

ROIC and Economic Value Added

ROIC is calculated as the ratio of underlying earnings before interest and taxes (underlying EBIT) to average invested interest-bearing capital (invested capital).

Given its definition, this performance indicator is not influenced by any tax or financial factors and has been adjusted for one-off effects. From a Group perspective, invested capital is derived from liabilities, which consists of equity (including non-controlling interests) and the balance of interest-bearing liabilities and interest-bearing assets with an adjustment for the seasonality of the Group's net financial position. The cumulative amortisation of purchase price allocations is then added to invested capital.

Apart from ROIC as a relative performance indicator, Economic Value Added is used as an absolute value-oriented performance indicator. Economic Value Added is calculated as the product of ROIC less associated pre-tax capital costs (WACC) multiplied by interest-bearing invested capital.

In the year under review, TUI Group's ROIC amounted to 26.53% (previous year: 24.88%). Taking into account the Group's weighted average cost of capital of 10.83%, this resulted in an Economic Value Added of €836.2m (previous year: €729.9m).

Invested Capital

€ million	Notes	**2025**	2024
Equity		2,686.7	1,774.3
Subscribed capital	(24)	507.4	507.4
Capital reserves	(25)	7,980.4	7,980.4
Revenue reserves	(26)	-6,725.4	-7,531.5
Non-controlling interest	(28)	924.2	817.9
plus interest bearing financial liability items		**5,296.2**	**5,665.9**
Pension provisions and similar obligations	(29)	618.5	664.3
Non-current financial liabilities	(31), (39)	1,562.2	1,543.6
Current financial liabilities	(31), (39)	420.6	358.8
Derivative financial instruments	(39)	240.4	459.4
Lease liabilities (IFRS 16)	(31), (39)	2,454.4	2,639.7
less financial assets		**2,798.4**	**2,482.1**
Derivative financial instruments	(39)	116.9	30.8
Cash and cash equivalents	(22), (39)	3,120.2	2,848.2
Other financial assets		61.3	103.1
Seasonal adjustment[1]		-500.0	-500.0
less overfunded pension plans		**95.0**	**75.4**
= Invested Capital before addition of effects from purchase price allocation		**5,089.5**	**4,882.8**
Invested Capital excluding purchase price allocation previous year		4,882.8	4,844.7
Ø Invested capital before addition of effects from purchase price allocation[2]		**4,986.1**	**4,863.7**
Invested Capital before addition of effects from purchase price allocation		**5,089.5**	**4,882.8**
plus effects from purchase price allocation		324.7	355.2
Invested Capital		**5,414.2**	**5,237.9**
Invested Capital previous year		5,237.9	5,181.1
Ø Invested Capital[2]		**5,326.0**	**5,209.5**

[1] Adjustment to net debt to reflect a seasonal average cash balance
[2] Average between values at start and end of year

ROIC

€ million		**2025**	2024
Underlying EBIT		**1,413.1**	**1,296.2**
Ø Invested Capital[1]		**5,326.0**	**5,209.5**
ROIC	%	**26.53**	**24.88**
Weighted average cost of capital (WACC)	%	10.83	10.87
Value added		**836.2**	**729.9**

[1] Average value based on balance at beginningof year and year-end

Group performance indicators used in the Executive Board remuneration system

STI-relevant EBIT at constant currency

Group earnings before interest and taxes (EBIT) on a constant currency basis, weighted at 75%, are used to determine annual variable remuneration (STI) for the Executive Board. EBIT is quantified on a constant currency basis in order to avoid any distortion caused by currency-driven translation effects when measuring actual management performance.

Group earnings before interest (including the result of the measurement of the Group's interest hedges) and taxes on a constant currency basis developed as follows in the financial year under review:

Reconciliation EBIT

€ million	2025
EBIT	1,368.9
FX effects from translation at budget rates	17.1
EBIT at budget rates	**1,386.0**

STI-relevant total cash flow

The second Group indicator taken into account in the Short Term Incentive - STI in accordance with the remuneration system is the cash flow figure 'total cash flow before dividends', which is included in the calculation with a weighting of 25%. For these purposes, total cash flow before dividends is generally calculated using a simplified approach based on the management cash flow statement. TUI Group's EBIT is likewise adjusted for foreign exchange effects for this purpose.

The total cash flow for financial year 2025 amounts to €299.8m and corresponds to the change in cash and cash equivalents. For the STI compensation system, a total cash flow before dividends of €527.9m was determined. This figure consists of the total cash flow (€299.8m) plus dividends paid by subsidiaries to non-controlling interests (€99.5m) and minus inflows from the unbudgeted disposal of short-term money market funds (€4.2m). The cash outflow from the repayment of promissory note loans (€209.5m) at maturity was added back. The cash inflow from the issuance of a promissory note loan that was not used for the planned refinancing of existing debt was deducted by €76.8m.

LTI-relevant earnings per share

Since the beginning of financial year 2024, the average development of earnings per share from continuing operations (LTI-relevant EPS) has been taken into account when calculating the long-term remuneration of active members of the Management Board (Long Term Incentive – LTI). Reported EPS as a performance target is defined as the reported undiluted earnings per share from continuing operations recognised in TUI Group's approved and audited consolidated financial statements.

Earnings per share from continuing operations (LTI-relevant EPS, non-diluted earnings per share) developed as follows in the financial year under review:

Earnings per share

		2025	2024
Group profit for the year attributable to shareholders of TUI AG	€ million	635.9	507.1
Weighted average number of shares		507,431,033	507,431,033
Basic earnings per share	€	**1.25**	**1.00**

Diluted earnings per share

		2025	2024
Group profit for the year attributable to shareholders of TUI AG	€ million	635.9	507.1
Adjusted Group profit for the year attributable to shareholders of TUI AG	€ million	653.7	509.9
Weighted average number of shares		507,431,033	507,431,033
Weighted average number of shares (diluted)		558,160,199	516,717,520
Diluted earnings per share	€	**1.17**	**0.99**

For the purpose of determining the long-term compensation for members of the Management Board who left before or during financial year 2025, the average development of the basic pro forma adjusted earnings per share from continuing operations in accordance with the compensation system agreed with these members of the Management Board will continue to be taken into account.

Basic pro forma underlying earnings per share developed as follows in the period under review:

Pro forma underlying earnings per TUI Group shares

€ million	2025	2024
Underlying EBIT	**1,413.1**	**1,296.2**
less: Net interest expense	-334.7	-413.8
Underlying profit before tax	**1,078.5**	**882.4**
Income taxes (18% assumed tax rate)	194.1	158.8
Underlying Group profit	**884.3**	**723.6**
Minority interest	205.8	200.3
Underlying Group profit attributable to TUI AG shareholders	**678.5**	**523.3**
Numbers of shares at financial year end (in million)	507.4	507.4
Underlying earnings per share (€)	**1.34**	**1.03**

RISK REPORT

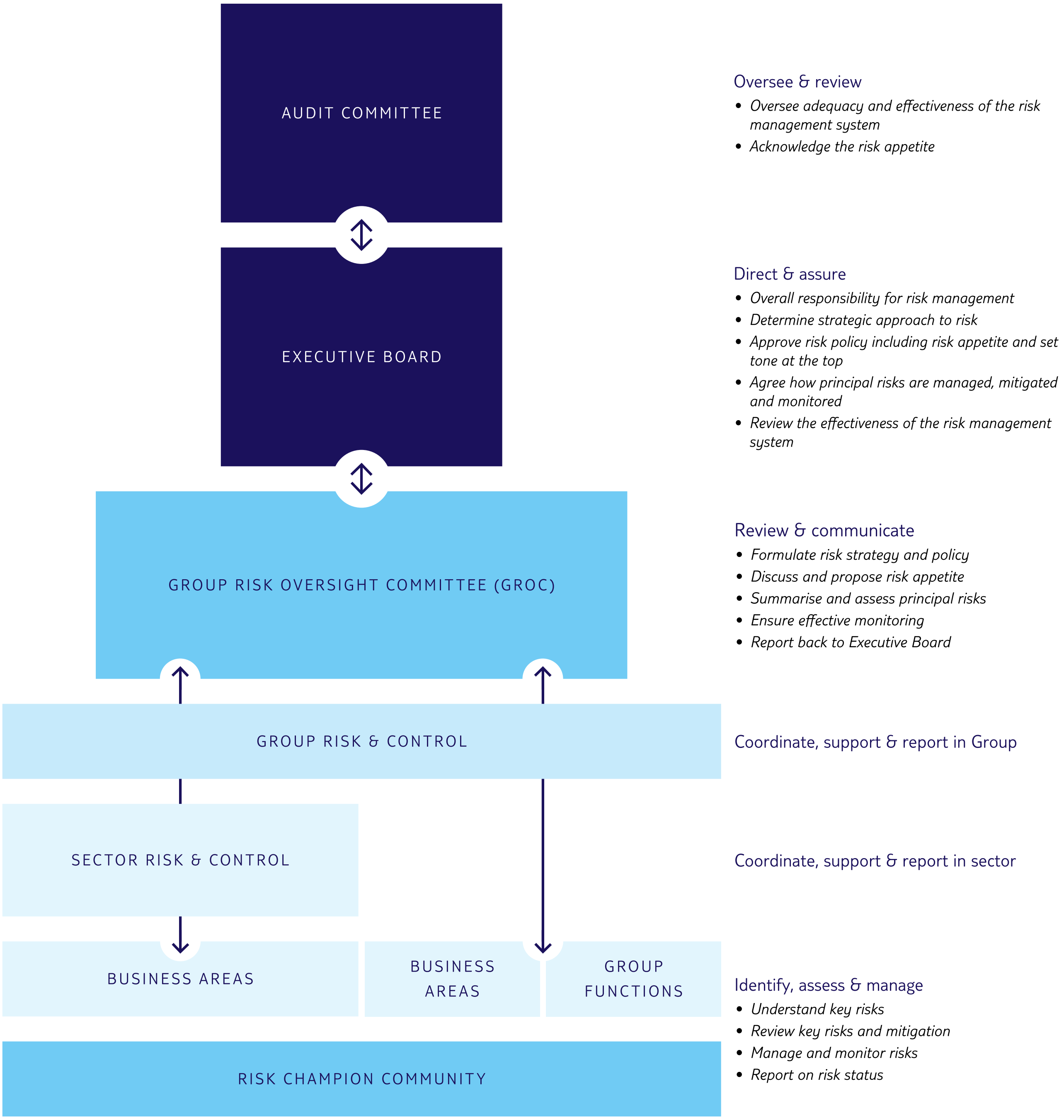
Successful management of existing and emerging risks is critical to the long-term success of our business and to the achievement of our strategic objectives. In order to seize market opportunities and leverage the potential for success, risk must be taken to a reasonable degree. Risk management is therefore an integral component of the Group's corporate governance.

At TUI, managing risk is not limited to identifying only those developments that could jeopardise the companies continued existence, it also includes the active management of all other material risks. Risk management is limited to risks only, short-term opportunities are managed in the controlling process, whereas Group Strategy continuously identifies and monitors mid to long-term opportunities. Legal risks are reported in a separate legal risk report.

Risk Governance

The chart below outlines the Risk Governance at TUI and the roles and responsibilities throughout the Group.

TUI risk management governance



Audit Committee – Oversee & review

The Audit Committee, as a subcommittee of the Supervisory Board, is overseeing the appropriateness and effectiveness of the risk management system. The Head of the Group Risk & Control team reports a minimum of once a year on topics which have been discussed in the Group Risk Oversight Committee, as well as the principal risks and their changes. The Audit Committee considers the adequacy and the effectiveness of the risk management system and reviews and acknowledges the risk appetite on a principal risk level as formulated by the Executive Board.

Executive Board – Direct & assure

With oversight by the Supervisory Board, the Executive Board determines the strategic direction of the Group and agrees the nature and extent of the risks it is willing to take to achieve its strategic objectives.

Ultimate accountability for the Group's risk management rests with the Executive Board and therefore it has established and maintains a risk management system to identify, assess, manage and monitor risks which could threaten the existence of the company or have a significant impact on the achievement of its strategic objectives: these are referred to as the principal risks of the Group. This risk management system includes an internally-published risk management policy which helps to reinforce the tone set from the top on risk, by instilling an appropriate risk culture in the organisation whereby employees are expected to be risk aware, control minded and to 'do the right thing'.

The Executive Board reports to the Audit Committee of the Supervisory Board on the adherence to the German legal requirements, the overall risk position of the Group, on the individual principal risks and their management, and on the effectiveness of the risk management system as a whole.

Group Risk Oversight Committee – Review & communicate

On behalf of the Executive Board, the Group Risk Oversight Committee (the GROC), ensures on a quarterly basis that business risks are identified, assessed, managed and monitored across the businesses and functions of the Group.

The committee is chaired by the Chief Financial Officer. Senior operational and finance management as well as those central functions which are fulfilling the role as a second line are represented on the committee.

Leaders of central functions as well as senior executives from the Group's major businesses are invited on a rotational basis to present on their risk and control framework. This allows members of the GROC to ask questions on the processes in place, the risks present in each business or function, as well as any new or evolving risks which may be on their horizon. It also provides an opportunity to seek confirmation that an appropriate risk culture continues to be in place in each of the major businesses and that there are no gaps between risk management at business level and at function level.

The GROC reports bi-annually to the Executive Board to ensure that it is kept abreast of changes in the risk landscape and developments in the management of principal risks, and to facilitate regular quality discussions on risk management at the Executive Board meetings.

Group Risk & Control team – Coordinate, support & report

The Group Risk & Control team ensures that an adequate risk management system is set up and functions effectively and that the risk management policy is implemented appropriately across the Group. The team facilitates the risk management process by providing guidance, support and challenge to management whilst acting as the central point for coordinating, monitoring and reporting on risk across the Group. It also supports the GROC in fulfilling its duties and reporting to both the Executive and Supervisory Board. Additionally, Group Risk & Control team is responsible for the risk and control software that underpins the Group's risk reporting and risk management process.

Sector Risk & Control – Coordinate, support & report

Sector Risk & Control teams work as the connecting element between businesses and the Group. They facilitate the risk management process in their respective areas by providing guidance, support and reporting. They challenge management in identifying and assessing risks, hence ensuring proper sector governance.

Businesses & functions – Identify, assess & manage

Every business and function in the Group is required to adopt the Group Risk Management policy. They each have their own risk committee or include risk as a regular agenda item at their Board meetings to ensure that it receives the appropriate senior management attention within their business. In addition, the businesses each appoint a Risk Champion, who promotes the implementation of the risk management policy within their business and ensures its effective application. The Risk Champions are in close contact with the Group Risk & Control team and are critical both in ensuring that the risk management system functions effectively, and in implementing a culture of continuous awareness and improvement in risk management and reporting.

Risk reporting

Although the process of risk identification, assessment and response is continuous and embedded within the day-to-day operations of the businesses and functions, it is consolidated, reported and reviewed at varying levels throughout the Group on at least a quarterly basis.

Risk identification: Management closest to the risks identify those that are relevant to the pursuit of the strategy within their business area.

A risk owner is assigned to each risk, who has the accountability and authority for ensuring that the risk is appropriately managed.

Risk assessment: The methodology used is to initially assess the gross (or inherent) risk. This is essentially the downside, being the product of the impact together with the likelihood of the risk materialising if there is no mitigation in place to manage or monitor the risk. In line with the Group budgeting horizon, risk assessment is made for a timeframe of one year with longer horizons where necessary, e.g. in the case of longer-term projects. The key benefit of assessing the gross risk is that it highlights the potential risk exposure if mitigation were to fail completely or not be in place at all. Both impact and likelihood are scored using the criteria shown below.

Impact assessment

Minor	Moderat	Significant	Major	Serious
Impact on	Impact on	Impact on	Impact on	Impact on
Financials (sales and / or costs)	Financials (sales and / or costs)	Financials (sales and / or costs)	Financials (sales and / or costs)	Financials (sales and / or costs)
Reputation	Reputation	Reputation	Reputation	Reputation
Technology reliability	Technology reliability	Technology reliability	Technology reliability	Technology reliability
Compliance	Compliance	Compliance	Compliance	Compliance
Health & Safety standards	Health & Safety standards	Health & Safety standards	Health & Safety standards	Health & Safety standards
Programme delivery	Programme delivery	Programme delivery	Programme delivery	Programme delivery

Likelihood assessment

Rare	Unlikely	Possible	Likely	Almost certain
< 10%	10 – < 30%	30 – < 60%	60 – < 80%	≥ 80%

The next step in the risk reporting process is to assess and document the mitigation currently in place to reduce the likelihood of the risk materialising and / or its impact if it does. Consideration of these then enables the current (or residual) risk score to be assessed, which is essentially the reasonably foreseeable scenario. The key benefit of assessing the current risk score is that it provides an understanding of the current level of risk faced today and the reliance on the mitigation in place.

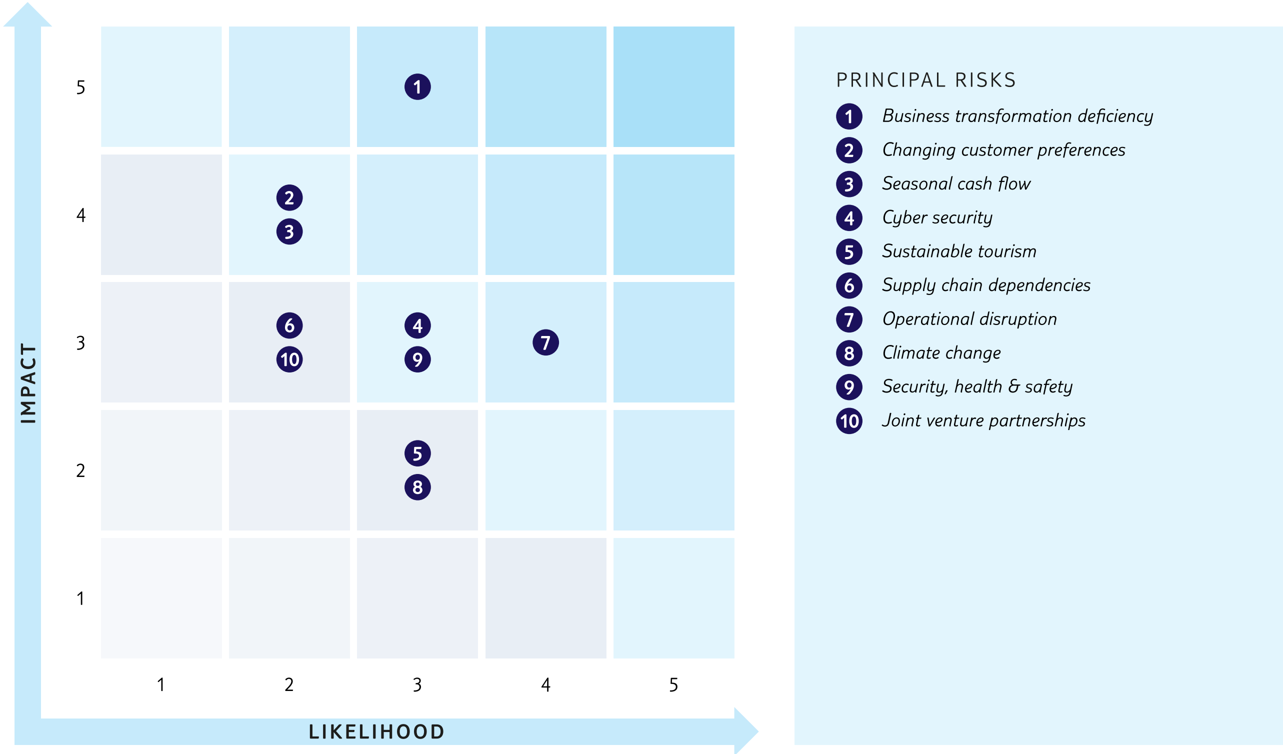
Risk response: If management is comfortable that the current risk position is within the Group's appetite, the risk is accepted and monitored to ensure that it remains at an acceptable level. If management assesses that the current risk score is too high, an action plan will be drawn up with the objective of introducing new or stronger mitigation that will further reduce the impact and / or likelihood of the risk to an acceptable level. This is known as the target risk score and is the parameter by which management can ensure the risk is being managed in line with their overall risk appetite. The risk owner will normally be the individual tasked with ensuring that this action plan is implemented within an agreed timetable. Each business and function will continue to review their risk register on an ongoing basis through the mechanism appropriate for their business e. g. local Risk Committee.

This bottom-up risk reporting is considered by the GROC alongside the Group's principal risks. New risks are added to the Group's risk register if deemed significant so that the ongoing status and the progression of key action plans can be managed in line with the Group's targets and expectations.

Ad hoc risk reporting

Whilst there is a formal process in place for reporting on risks on a quarterly basis, the process of risk identification, assessment and response is continuous and risks can be reported to the Executive Board outside of the quarterly process, should events dictate that this is necessary and appropriate. Ideally such ad hoc reporting is performed by the business or function which is closest to the risk, but it can be performed by the Group Risk & Control team if necessary.

Principal risk heat map



Principal risks

The Group maintains a structured approach to risk oversight by clustering individual risks to identify principal risks, which are assessed against our risk appetite and reported separately in this report. In 2025 a thorough review of the risk landscape was carried out by the Group Risk Oversight Committee and Executive Board confirming the principal risks shown in the heat map above. For the principal risks of Climate change, Business transformation deficiency, Changing customer preferences and Supply chain dependencies this review has led to a significant reduction in the overall risk assessment: For Climate change, we anticipate a prolonged timeline for regulatory effects, which has resulted in a lower risk profile within our current planning horizon. We have made a strong start on the transformation agenda, with initial initiatives already successfully implemented, leading to a reduction in the overall business transformation risk compared to last year. The risk assessment related to Changing customer preferences has been lowered, driven by the expansion of dynamically produced products into additional customer segments. Furthermore, the integration of new suppliers within dynamic production processes has mitigated the risk of critical supply chain dependencies. While integration of emerging technologies such as AI remains complex, it is being actively managed as part of our strategic evolution. We recognise the rapid acceleration and growing influence of AI on customer behaviour, operations, and decision-making. Rather than introducing a standalone risk, we have integrated its impact into existing principal risks where it plays a contributing role. The Group remains committed to proactive risk management, supporting resilience, strategic delivery, and long-term value creation.

Oversight over of the risk management system

The Audit Committee receives assurance from Group Audit over a selection of principal risks, processes and business transformation initiatives most critical to the Group's continued success.

In accordance with Section 317 (4) HGB (German Commercial Code), the external auditor of TUI AG has audited the early detection system for risks, being a part of the Risk Management System. The early detection system is required by Section 91 (2) AktG (German Stock Corporation Act) and the auditor must conclude, if the system can fulfill its duties.

Risk appetite

The Executive Board and Audit Committee, in conjunction with the Group Risk Oversight Committee has reviewed the Group's risk appetite towards principal risks across four risk types: Strategic, Operational, Financial and Compliance. Principal Risks are categorized into those types and accordingly into the respective Risk Appetite categories being from "low" over "moderate" to "high".

The heat map diagram is based on the assessment criteria shown in the section Risk reporting.

If the risk details in the subsequent tables do not suggest otherwise, the risks shown below relate to all segments of the Group and may evolve over time due to the dynamic nature of our business.

Risk-bearing capacity / overall assessment

At least once a year, the Group determines its risk-bearing capacity, defined as the cash low-point. The financial impact of individual principal risks and combined risk scenarios is then calculated and compared with the risk-bearing capacity. The analysis indicates that neither individual principal risks nor the considered scenarios pose a threat to the Group's existence.

Principal risks

(1) Business transformation deficiency

The Group's transformation agenda is focused on achieving objectives through the acquisition of new customers and the development of innovative products, supported by a scalable business model, competitive cost structure, and an attractive customer experience.

Project implementation efforts are directed towards enhancing business operations and elevating the customer experience by delivering attractive, intuitive, and consistent services across all touchpoints. A key enabler of this is the adoption of advanced technologies, including Artificial Intelligence (AI), which supports operational efficiency, personalisation, and data-driven decision-making across the business.

The Executive Board recognises the risk of ineffective execution, which may arise from factors such as insufficient prioritisation of high-impact initiatives, limited resource availability, cultural misalignment, and challenges in integrating emerging technologies like AI at scale.

Failure to successfully execute the transformation particularly within the Markets & Airline business could adversely affect our competitiveness, hinder our ability to deliver an attractive customer experience, and compromise quality and operational efficiency.

Mitigating factors

- Strategic initiatives are prioritised for impact and regularly discussed at the GEC, Executive Board and Supervisory Board to ensure focus and alignment.
- Centralised management structures overseeing the Markets & Airline businesses
- Allocation of resources to strategic initiatives, including product owners, project teams and budget.
- The Group is investing in AI technologies to automate processes, enhance decision-making, and personalise customer interactions, supporting scalable and efficient transformation.
- A dedicated transformation office oversees programme delivery; monitors progress and ensures alignment with strategic objectives.
- Approval of business cases in line with the Group's Investment Approvals Policy
- Strategic initiatives and KPIs incorporated into Budget and 3YP process
- Use of a project reporting tool and monthly Operating and Financial Reviews to monitor strategic KPIs and project progress
- Phased implementation approach with defined stage gates to manage transition risks and allow for course correction

- Structured change programmes with regular employee communications to manage change impact and align expectations

(2) Changing customer preferences

While demand for travel and tourism has remained strong in recent years, we recognise that travel spending is discretionary and subject to rapid shifts in customer preferences. The increasing availability of travel options and the transparency offered by online platforms have created a highly competitive and price-sensitive market environment. Modern technology, especially AI, is reshaping how travellers search, book, and personalise holidays driving demand for flexible, tailored options and dynamic pricing via digital channels.

For TUI, there is a risk that we may not effectively communicate the value of pre-packaged holiday products or that we may fail to adapt quickly enough to offer flexible, personalised components that meet evolving expectations.

Additionally, failure to leverage AI to anticipate trends, personalise offerings, and optimise pricing could result in reduced competitiveness and declining demand. We secure competitive pricing and flexibility by pre-contracting guaranteed beds and flight seats before the season begins. Additionally, we operate our own fleet and hotels. This "risk capacity" model enables control over supply but also carries exposure to unfilled capacity if market demand falls short of expectations.

Mitigating factors

- Our position as a globally operating tourism group, supported by a strong brand and integrated business model, enables us to respond effectively to evolving customer expectations and competitive pressures.
- The Group continuously develops new and differentiated holiday experiences and services aligned with customer preferences, supporting the identification of emerging trends and the design of exclusive offerings in collaboration with key hotel partners.
- Beyond traditional package tours, we increasingly offer flexible, personalised travel solutions through dynamic packaging and modular travel options including flights, accommodation, car hire, insurance, and destination experiences.
- Leveraging our scale helps maintain cost efficiency and competitive pricing. AI contributes to dynamic pricing strategies and demand forecasting.
- Our broad portfolio of source markets provides resilience against external shocks, enabling a balancing effect across regions.
- We actively promote the security and peace of mind that comes with booking through a globally established tour operator with comprehensive customer support. AI-powered service tools and chatbots improve responsiveness throughout the customer journey.
- Our asset right strategy to hotel investments combines ownership, leasing, and partnership arrangements to secure destination capacity while optimising investments.
- We regularly evaluate the leisure travel landscape, incorporating consumer insights, supply trends, innovation, sustainability, and resource availability into strategic planning.

(3) Seasonal cash flow

Tourism is inherently seasonal with the majority of business undertaken and profits earned in the European summer months. Cash flows are similarly seasonal, peaking in early summer as advance payments and final balances are received from customers, and dipping in winter as liabilities are settled with many suppliers after the summer season. ("The touristic swing").

There is the risk that if we do not adequately manage cash balances through the winter low period this could impact on the Group's liquidity and ability to settle liabilities as they fall due whilst ensuring that financial covenants are maintained.

Mitigating factors

- The Executive Board has continued to place significant focus on the review of the Group's cash flow position.
- With the further positive development of cash and cash equivalents in 2025, the Executive Board believes that, despite the existing risks, the TUI Group currently has and will continue to have sufficient funds resulting both from the borrowing and from operating cash flows to meet its payment obligations and to continue as a going concern.
- Our focus on holiday experiences is helping to reduce the seasonality risk, as hotels, cruises and destination experiences have a more evenly distributed profit and cash profile across the year.
- As our business is spread across a number of markets, there are some counter-cyclical features e. g. winter is a more important season for the Nordic and Canadian market. Some brands, such as the UK ski brand Crystal Ski, have a different seasonality profile which helps to counter-balance the overall profile.

- The business regularly produces both short term and long term cash forecasts during the year, which the Corporate Finance department uses to manage cash resources effectively. We continue to maintain high-quality relationships with the Group's key financiers. TUI AG's RCF credit line is subject to compliance with certain financial target values (covenants) for debt coverage, the review of which is carried out based on the last four reported quarters at the end of the financial year or the half-year of a financial year. As of 30 September 2025, TUI complied with the financial covenants.

(4) Cyber security

Protecting the confidentiality, integrity, and availability of our digital systems and data entrusted to us by customers, employees, and business partners is fundamental to TUI Group's operations and reputation.

The cyber security risk landscape continues to evolve rapidly, driven by increasing digitalisation, complex supply chains, emerging technologies such as AI, and increasing threats from sophisticated global state-run or private cyber-crime activity. The cyber regulatory landscape applicable to TUI continues to grow in complexity, for example EU GDPR; EU AI Act; EU NIS 2 Directive, creating additional compliance obligations and potential for sanctions. Our consolidation under the TUI brand and increasing dependence on digital sales and customer care increases our exposure and the potential worst-case impact of a successful cyber-attack and/or data breach.

If we do not ensure we have the appropriate level of security controls in place across the Group, this could have a significant negative impact on our key stakeholders, with associated reputational damage and financial consequences including regulatory penalties and operational disruption.

Mitigating factors

- The Executive Board actively supports initiatives that ensure IT systems are secure by design, resilient to denial-of-service attacks, protected against vulnerabilities, and monitored for appropriate user access. Security is embedded in everything we do.
- TUI's Information Security Management System ensures a coordinated, standards based, proactive approach to the identification and management of information security risk across the Group.
- We promote digital safety through targeted training and awareness campaigns. TUI invests in modern authentication and protects the digital identities of both customers and colleagues.
- Security is integrated into our software development and release processes to identify and remediate vulnerabilities before deployment.
- Our security risk assessment methodology, controls, policy, and guidelines address emerging technologies, including specific provisions for the assessment and secure use of AI.
- We continue to increase the maturity and coverage of our Security Operations Centre and platform to anticipate, detect and respond to cyber-attacks and information security incidents.
- Continuous improvement through lessons learned from real or simulated cyber incidents.

(5) Sustainable tourism

For the Group, economic, environmental and social sustainability is a fundamental management principle and a cornerstone of our strategy for continually enhancing the value of our Company. This is the way we create the conditions for long-term economic success and assume responsibility for sustainable transformation in the tourism sector.

We aim to reduce our environmental footprint and promote responsible social policies and outcomes, both within our operations and through our influence on supply chain partners.

If we do not maximise our positive impact on destinations and on our supply chain partners and minimise the negative impact to the extent that our stakeholders expect, this could result in a decline in stakeholder confidence, reputational damage and reduction in demand for our products and services.

Mitigating factors[1]

- The TUI Sustainability Agenda purpose is to set and drive industry standards, ambitious goals and develop transformation roadmaps for all parts of the business. This means to actively engage colleagues, partners and customers, bringing sustainability to life in a tangible and emotional way.
- The Group Sustainability department sets clear goals, priorities, and the framework to deliver the Sustainability Agenda.

[1] The mitigating factors of this section are disclosures according to ESRS E1-3 Risk mitigation.

- Operating one of the most carbon efficient airlines in Europe with continued investment in new, more efficient aircraft and cruise ships.
- Our ambition is to achieve net-zero emissions across our operations and supply chain by 2050 at the latest.
- Science-based targets have been set for our airline, hotel and cruise operations by 2030, validated by the Science Based Targets initiative (SBTi).
- Development and implementation of emission reduction roadmaps for airlines, cruises and hotels to significantly reduce emissions.
- Adhering to increasingly supply chain focused regulations (e. g. German Supply Chain Act, EU Supply chain due diligence directive) rolling out new processes and structure with a strong focus on procurement.
- Implemented environmental management systems covering TUI Airline and TUI Cruise business having achieved ISO 14001 certification.
- Driving up social and environmental standards through accommodation suppliers achieving certifications recognised by the Global Sustainable Tourism Council (GSTC) and applying the GSTC Criteria to TUI experiences.

(6) Supply chain dependencies

Holiday and travel service providers face an inherent risk of critical supplier failure, particularly among key providers of hotels, aircraft, and cruise ships. This risk is heightened by industry practices requiring substantial prepayments to hoteliers to secure accommodation capacity for upcoming seasons, and in situations where essential products or services are sourced from a single supplier.

There is a risk that failure of key suppliers could significantly disrupt our ability to maintain core operations, potentially impacting service delivery, customer experience, and financial performance.

Mitigating factors

- Partnering with financially stable and in terms of service, reliable suppliers, especially for single-source arrangements.
- Implementing regular supplier performance reviews against contractual terms and conditions, with structured service meetings to address operational challenges proactively.
- Maintaining strong working relationships with key suppliers to ensure open communication channels and early identification of potential issues.
- Operating a substantial portfolio of owned and joint venture hotels, reducing third-party accommodation dependency.
- Enforcing strict authorisation processes that limit financial exposure and ensure advances are only made to credit-worthy partners.
- Dynamic production is driving the expansion of the flight and hotel portfolio while reducing dependency on individual critical suppliers.
- Using customer experience metrics to identify service gaps and drive targeted supplier enhancements.

(7) Operational disruption

As a global tourism company, TUI Group is inherently exposed to potential external events and disruptions in operational areas including geopolitical issues, terrorism, natural disasters, pandemic or supplier issues in destination countries.

These events can require operational adjustments such as customer repatriation, service suspensions, and asset redeployment, potentially resulting in additional costs and short-term profitability impacts. Additionally, geopolitical tensions can rapidly escalate, potentially rendering key destinations unsafe or undesirable for travellers with little warning. Such disruptions not only impact immediate operations but can have lasting effects on consumer confidence and destination preferences, requiring adaptability in our product portfolio and market approach.The unpredictable nature of these events makes them particularly challenging to mitigate, requiring our robust crisis management capabilities and operational flexibility.

Mitigating factors

- Our Group Security, Health, Safety & Crisis centre of excellence maintains a comprehensive framework with standardised incident monitoring, managing, escalation and business resilience systems and communication protocols to ensure consistent response capabilities enabled by expert Crisis & Business Continuity professionals.
- We implement well-tested emergency response and business continuity plans that activate immediately when incidents occur, prioritising customer safety and security while minimising operational disruption reducing risk to our brand and financial integrity.

- Our extensive global presence enables us to quickly offer alternative destinations to affected customers and adjust our destination portfolio in response to emerging risks, providing resilience against geopolitical events while maintaining business resilience.

(8) Climate change[1]

Climate change is a complex issue and there is significant uncertainty surrounding the climate system, as well as how the world will respond to mitigate the effects of climate change. However, physical and financial effects are already being felt today and are predicted to worsen, and we're seeing increasing climate action.

Policy, legal and technology

Increased costs due to the introduction of new, or extension of existing, carbon pricing mechanisms (including pass-through of higher costs by suppliers), and new energy and emissions regulations.

Increasing regulations and restrictions targeting the airline and cruise industry, leading to reduced revenue and / or stranded assets

Costly or unavailable future fuels and technologies resulting in higher costs, or preventing further decarbonisation and compliance with regulation

Mitigating factors

- TUI is committed to decarbonising its business, and has set ambitious near-term science-based emissions reduction targets with the SBTi.
- To achieve these, TUI airlines procure state-of-the-art aircraft, implements operational efficiencies (including route optimisation), and will increase the use of SAF. TUI already has cooperation agreements in place to promote the production and supply of SAF.
- TUI Cruises invests in energy efficiency at ship operations, fuel-saving route optimisation, shore power in ports and alternative fuels, such as sustainable biofuels, bio-LNG and green methanol. Future newbuilds coming into the fleet will not use heavy fuel oil. Mein Schiff 7 which entered service in 2024 and runs on lower-emission marine diesel and is equipped with catalytic converters and a shore power connection. In addition, the ship is also able to run on green methanol in the future. The two additional ships from the new InTUItion class will use LNG as main fuel. Mein Schiff Relax was delivered in 2025 and Mein Schiff Flow will follow in 2026. LNG serves as a bridging technology, it is planned to blend in also bio-or e-LNG as it becomes available, which is produced either from biological sources or synthetically from renewable energy. The first bio-LNG bunkering was already completed in July 2025. The InTUItion class is also equipped with shore power connection and advanced catalytic converters that comply with the EURO 6 standard in port. TUI Cruises operate under the IMO greenhouse gas strategy framework as well as under MARPOL compliance. Further, TUI Cruises are signatories to Cruise Line International Association adopting enhanced environmental operational requirements
- TUI Hotels & Resorts is focused on renewable energy and resource-saving operational practices to reduce hotel emissions as far as possible.

Market

Decline of travelers due to shifts in consumer preferences and behaviour, and increasing negative public sentiment towards travel, resulting in loss of revenue

Decline of overall customer demand as the price for our products will increase to reflect higher capital expenditures and operational expenses to offer carbon low products

Difficulties in obtaining access to financing and increasing cost of capital due to the inability to reduce emissions in line with market expectations

Mitigating factors

- Managing both market and reputational risks depends on the successful implementation of our emissions reduction initiatives. Accordingly, we have roadmaps in place to deliver on our science-based targets.
- Whilst the cost for flights is very likely to increase, all markets participants have to roll-over this "green inflation". With our state-of-the-art efficient fleet, it is likely that our cost increase is competitive. Further, the share of extra cost from low-carbon flying is lower in a package and hence we believe that we can effectively transfer cost additions.

[1] The mitigating factors of this section are disclosures according to ESRS E1-3 Risk mitigation

- TUI has set science-based emissions reduction targets for 2030 and a net zero target for 2050. TUI continues to notice a wide range of financiers due to TUI Group's financial performance and is continuing to develop relationships with new sources of finance and monitor development of the market. TUI is in a continuing education process with lessors and the financial community to maintain confidence in the strategy.

Acute physical risks

Physical damage to assets and business disruption due to extreme weather-related events

Mitigating factors

- This risk is managed at the asset-level.
- We manage the overarching risk through insurance and a large and regional spread hotels & resorts portfolio, diversifying the risk of asset impairment.
- We hold relatively short-duration lease contracts, enabling flexibility in case of changes in insurability.

Extreme weather events disrupting transport hubs, resulting in delays and cancellations, and increased costs

Mitigating factors

- The risk of airport disruption was found to be low in the physical risk analysis. Nonetheless, TUI works closely with airports in case of disruption and will continue to evaluate the risk profile of its material airports.
- Whilst docking is already considered a resilient activity, the risk is further mitigated by the flexibility to adjust cruise itineraries.

Chronic physical risks

Physical damage to assets and business disruption due to longer-term shifts in climate patterns

Mitigating factors

- Whilst the scenario analysis indicate higher probability of extreme weather events, none of the locations where our hotels & resorts are located are vulnerable to a rising sea level during the time frame of our climate scenario analysis.
- This risk is managed with insurance and TUI Hotels & Resorts' renewable energy strategy.

Changing weather patterns decreasing suitability for tourism and / or making source markets more attractive, impacting tourism demand

Mitigating factors

- Climate-related factors are considered in the expansion of TUI's Hotels & Resorts business segment.

(9) Security, health and safety

The safety and security of customers and colleagues is of paramount importance to any holiday and travel service provider.

There is an inherent risk of accidents, incidents or events occurring causing illness, injury or death to customers or colleagues whilst on a TUI holiday or whilst using a TUI operated / provided activity or service.

In addition to the harm caused to the affected individual(s), such incidents could result in disruption to operational activities, reputational damage to the business and / or financial liabilities through loss of earnings, lack of demand and / or legal claims being brought by the affected parties.

Mitigating factors

- The established Group Security, Health, Safety & Crisis (Group SHSC) centre of excellence oversees safety and security risk management activities, delivering alignment and consistency across the TUI Group.
- Group SHSC operational responsibilities include TUI Tour Operations, TUI Hotels & Resorts and TUI Musement (including Intercruises). Operational safety and security risk management activities for Airline and Cruise operations are managed from within the respective business units.
- Data-led, risk-based Safety and Security Risk Management systems are in place and are subject to continuous review/improvement.
- Safety and Security Risk Management clauses are included in supplier contracts.
- Appropriate insurance policies are in place to mitigate any financial losses.

(10) Joint venture partnerships

We use joint venture partnerships, particularly within our Hotels & Resorts and Cruises businesses, to leverage local market expertise and support our asset-right strategy. These partnerships, while not directly controlled by TUI, are integral to the Group's operations and financial performance.

> For details on our strategy, please refer to the section TUI Group strategy.

There is a risk that if relationships with key partners are not effectively maintained, the strategic objectives of the ventures may diverge from those of the Group. This misalignment could lead to operational challenges and hinder the achievement of financial targets.

Mitigating factors

- Good working relationships exist and are maintained through ongoing communications with all of our main partners.
- We seek to align the Joint venture partners and the decision making in the Joint Ventures with the TUI Groups strategy.
- Joint ventures are invited to participate in Group functions and policies to enhance consistency and avoid duplicative structures.

Key features of the internal control and risk management system in relation to the (Group) accounting process (sections 289 (4) and 315 (4) of the German Commercial Code)

Conceptual framework and governance

The internationally recognised framework created by COSO (Committee of Sponsoring Organizations of the Treadway Commission) forms the conceptual basis for TUI Group's accounting-related internal control system.

On the basis of section 107 (3) of the German Stock Corporation Act, the Audit Committee of the Supervisory Board of TUI AG reviews the auditing of the annual financial statements, monitoring the accounting process and the effectiveness of the internal control and risk management systems. The reliability of financial reporting and the monitoring of the financial accounting process as well as the effectiveness of the internal control and risk management systems are described in the Audit Committee Report. This also takes account of the effectiveness of the accounting-related internal control and risk management system.

Also see Audit Committee report

The Group's auditors gain insight into TUI Group's established control environment and control measures. The accounting-related audits by the auditor are complemented by an assessment of selected controls. The audit of the consolidated financial statements by the Group auditor and the audit of the individual financial statements of Group companies included in the consolidated financial statements, in particular, constitute a key non-process-related monitoring measure in relation to Group accounting.

In Group accounting, the risk management system, implemented as a component of the internal control system in the form of an Enterprise Risk Management (ERM) System, also addresses the risk of misstatements in Group bookkeeping and external reporting. A more detailed explanation of the risk management system is provided in the section on Risk Governance in the Risk report.

Use of IT systems

Bookkeeping transactions are captured in the individual financial statements of TUI AG and of the subsidiaries of TUI AG through local accounting systems, above all supplied by SAP. When preparing TUI AG's consolidated financial statements, the subsidiaries complement their individual financial statements by setting up standardised reporting packages in the Oracle Hyperion Financial Management (HFM) reporting system. HFM is used as the uniform reporting and consolidation system throughout the Group and hence no additional interfaces are involved in preparing the consolidated financial statements.

All consolidation processes used to prepare the consolidated financial statements of TUI AG, e. g. capital consolidation, the consolidation of assets and liabilities and the elimination of expenses and income and at equity measurement, are generated and fully documented in HFM. Virtually all elements of TUI AG's consolidated financial statements, including the disclosures in the Notes, are developed from and validated by the HFM consolidation system. HFM also provides various modules for evaluation purposes in order to present complementary information to explain TUI AG's consolidated financial statements.

The HFM reporting and consolidation system has an in-built workflow process whereby, when the reporting companies capture their data packages within the system, they are then locked out from making any further changes to that data. This ensures data integrity within the system. This workflow process has been checked and validated by the TUI AG Group Audit department on several occasions since the system was introduced.

Specific risks related to (Group) Accounting

Specific risks related to (Group) accounting may arise, for example, from unusual or complex business transactions, in particular at critical times towards the end of the financial year. Business transactions not routinely processed also entail special risks. The discretion necessarily granted to employees for the recognition and measurement of assets and liabilities may result in further (Group) accounting-related risks. The outsourcing and transfer of accounting-specific tasks to service companies may also give rise to specific risks.

Key regulation and control activities to ensure proper and reliable (Group) Accounting

The internal control measures aimed at securing proper and reliable (Group) accounting ensure that business transactions are fully recorded in a timely manner in accordance with legal requirements and the Articles of Association. This also should ensure that assets and liabilities are properly recognised, measured and presented in the financial statements and the consolidated financial statements. The control operations should also ensure that bookkeeping records provide reliable and comprehensive information.

Controls implemented to secure proper and reliable accounting include, for instance, analysis of facts and developments on the basis of specific indicators. Separation of administrative, execution, settlement and authorisation functions and the implementation of these functions by different persons reduces the potential for fraudulent operations. Organisational measures also aim to capture any corporate or Groupwide restructuring or changes in sector business operations rapidly and appropriately in (Group) accounting. They also should ensure, for instance, that bookkeeping transactions are correctly recognised in the period in which they occur in the event of changes in the IT systems used by the accounting departments of Group companies. The internal control system likewise should ensure that changes in the TUI Group's economic or legal environment are mapped and that new or amended accounting standards are correctly applied.

To safeguard financial processes, there is a Group-wide framework under which all major companies included in the consolidated financial statements as fully consolidated companies are required to report the nature of their controls and their implementation for financial reporting, fraud prevention and detection and effectiveness of working capital management in relation to defined risks from financial processes to the Group Risk & Controls function with system support and to assess their effectiveness on a quarterly basis. The Group Risk & Controls function reviews these reports on a sample basis and provides advice on how to improve efficiency and effectiveness. Where financial processes are carried out in the Group's own Shared Service Center, this function provides support for the further development of the process and control framework. Based on the feedback received, Internal Audit selects companies for an in-depth review of the control measures in accordance with its own risk assessment.

The TUI Group's accounting policies together with the International Financial Reporting Standards (IFRS) in compliance with EU legislation, govern the uniform accounting and measurement principles for the German and foreign companies included in TUI's consolidated financial statements. They include general accounting principles and methods, policies concerning the statement of financial position, income statement, notes, management report and cash flow statement.

The TUI Group's accounting policies also govern specific formal requirements for the consolidated financial statements. Besides defining the group of consolidated companies, they include detailed guidance on the reporting of financial information by those companies via the group reporting system HFM on a monthly, quarterly and year end basis. TUI's accounting policies also include, for instance, specific instructions on the initiating, reconciling, accounting for and settlement of transactions between group companies or determination of the fair value of certain assets, especially goodwill. At Group level, specific controls to ensure proper and reliable (Group) accounting include the analysis and, where necessary, correction of the individual financial statements submitted by the Group companies, taking account of the reports prepared by the auditors and meetings to discuss the financial statements which involve both the auditors and local management. Any further content that requires adjusting can be isolated and processed downstream. The control mechanisms already established in the HFM consolidation system minimise the risk of processing erroneous financial statements. Certain parameters are determined at Group level and have to be applied by Group companies. This includes parameters applicable to the measurement of pension provisions or other provisions and the interest rates to be applied when cash flow models are used to calculate the fair value of certain assets. The central implementation of impairment tests for goodwill recognised in the financial statements should secure the application of uniform and standardized evaluation criteria.

Disclaimer

With the organisational, control and monitoring structures established by the TUI Group, the internal control and risk management system enables company-specific facts to be captured, processed and recognised in full and properly presented in the Group's accounts.

However, it lies in the very nature of the matter that discretionary decision-making, faulty checks, criminal acts and other circumstances, in particular, cannot be ruled out and will restrict the efficiency and reliability of the internal control and risk management systems, so that even Group-wide application of the systems cannot guarantee with absolute certainty the accurate, complete and timely recording of facts in the Group's accounts.

Any statements made relate exclusively to TUI AG and to subsidiaries according to IFRS 10 included in TUI AG's consolidated financial statements.

OVERALL ASSESSMENT OF THE EXECUTIVE BOARD AND REPORT ON EXPECTED DEVELOPMENTS

Actual business performance 2025 compared with our guidance

In the period under review, TUI Group's revenue rose from €23.2bn to €24.2bn. However, at 4.4 % the year-on-year revenue growth at constant currency fell short of the 5 to 10% growth assumed in our guidance. The lower growth is primarily attributable to weaker demand in individual source markets and capacity adjustments in our Airline. Customer numbers in Markets + Airline decreased by 0.2 % to 20.2 m in financial year 2025, whereas we had anticipated an increase in our planning.

TUI Group's underlying EBIT rose by €116.9m to an operating profit of €1,413.1m in financial year 2025. In the framework of our Q3 reporting, we had already raised our guidance for underlying EBIT growth, originally expected to account for 7 to 10% at constant currency, to a range of 9 to 11% in response to the strong performance. In percentage terms. The year-on-year improvement of 12.6% in underlying EBIT at constant currency exceeded the range indicated in our original guidance and in the raised guidance in the framework of our Q3 2025 reporting, due in particular to better-than-expected earnings in the Hotels & Resorts and Cruises segments.

The results in the individual segments developed as follows:

In the Hotels & Resorts segment, underlying EBIT saw a strong increase from €668.4m to €735.0m in financial year 2025, above all due to an improved business performance at Riu. A slight improvement had been expected.

In financial year 2025, underlying EBIT in the Cruises segment jumped considerably by €106.8m to €481.1m, driven by a demand for cruises that exceeded our expectations. A slight increase in earnings had been forecast.

Underlying EBIT in the TUI Musement segment rose significantly in financial year 2025 from €49.2m to €67.2m. This positive development was driven by the growth of this segment and the expansion of the B2B offering with partners. We had anticipated a strong increase in earnings.

The Markets + Airline business faced a challenging operating environment with high costs with all regions recording lower earnings. In total, underlying EBIT decreased significantly in 2025 from €303.9m in the prior year to €199.9m.

The net costs of €44.2m (previous year €20.9m) adjusted in the income statement in the period under review were within the range of net costs of €40m to €60m at constant currency expected in our guidance, as the restructuring expenses incurred for the transformation of Markets + Airline, launched in September 2024, and the voluntary leaver programme were partly offset by positive gains on disposal.

Due to the improvement in underlying EBIT, financial year 2025 also saw a slight improvement in ROIC year-on-year, as expected, and a strong improvement in Economic Value Added year-on-year, surpassing expectations. In the period under review, TUI Group's ROIC stood at 26.53% (previous year 24.88%). Taking account of the Group's weighted average cost of capital of 10.83% (previous year 10.87%), this resulted in positive Economic Value Added of €836.2m (previous year positive Economic Value Added of €729.9m).

In the period under review, the cash outflows from net capital expenditure on property, plant and equipment and financial investments of €675.7m (previous year net outflow of €602.2m) were within the expected range of €620m to €680m.

In our guidance, we had expected a slight improvement in net debt. Net debt reported at the end of the financial year 2025 amounted to €1.3bn (previous year €1.6bn). The strong improvement was due to the development of cash flow from operating activities and the slightly lower liabilities from leases.

For financial year 2025, we had expected a slight reduction in specific CO_2 emissions as against financial year 2024. In financial year 2025, the relative CO_2 emissions of our airlines decreased by 0.4% from 60.7 to 60.5g/RPK. At a nearly constant load factor year-on-year, this reduction was primarily driven by our fleet renewal programme, under which older aircraft were replaced with modern, more carbon-efficient models. In financial year 2025, we continued to operate 19 Boeing 787 aircraft. During the reporting period, we expanded our Boeing 737 Max fleet from 42 to 45 aircraft.

Projected development of global situation

Macroeconomic situation and market development in tourism

Projected development of World Output

Var. %	**2026**	2025
World	**+ 3.1**	**+ 3.2**
Euro zone	+ 1.1	+ 1.2
Germany	+ 0.9	+ 0.2
France	+ 0.9	+ 0.7
UK	+ 1.3	+ 1.3
US	+ 2.1	+ 2.0
Russia	+ 1.0	+ 0.6
Japan	+ 0.6	+ 1.1
China	+ 4.2	+ 4.8
India	+ 6.2	+ 6.6

Source: Projections of International Monetary Fund (IMF), World Economic Outlook, October 2025

For calendar year 2026, the International Monetary Fund (IMF) forecasts moderate global growth of 3.1%. According to the experts, the global economy will remain under the impact of great uncertainty, persistent protectionism and geopolitical tensions. Global inflation will continue to fall, albeit with variation across countries. Economic activity faces significantly elevated risks, particularly from the potential escalation of trade conflicts and uncertainty in the financial markets. In Europe, growth will be hampered by weak productivity gains, ageing populations and extensive regulation. On the upside, a recovery in private consumption, higher real wages and expansionary fiscal policy in some countries will generate momentum. Energy prices, structural reforms and stable relations in global trade remain the key drivers for 2026.[1]

The current trends in global tourism are expected to hold up in 2026. Demand is projected to remain high, with Africa and Asia-Pacific delivering particularly dynamic growth. Development is likely to be stable in Europe but more subdued in North America and the Caribbean. Customers are increasingly focused on value for money, sustainability and new experiences. Travel behaviour is influenced by rising costs, geopolitical uncertainties and inflation, but no slump is expected. Digitalisation and innovation are driving the sector, with sustainable products and services gaining in importance. Overall, market sentiment will remain positive as markets continue to diversify and create opportunities for destinations and providers.[2]

Effects on TUI Group

As a global tourism provider, TUI Group depends on the political and legal framework and on consumer demand in the major source markets in which we operate with our hotel, cruise and tour operator brands. Our budget is based on IMF's assumptions about the future development of the global economy and takes its guidance from UNWTO's long-term forecast.

Expected development of Group earnings

TUI Group

The translation of the income statements of foreign subsidiaries in our consolidated financial statements is based on average monthly exchange rates. TUI Group generates a considerable proportion of consolidated revenue and substantial earnings and cash flow contributions in non-euro currencies, in particular the pound sterling, the US dollar and the

[1] IMF, World Economic Outlook, October 2025

[2] UNWTO World Tourism Barometer, Volume 23, September 2025

Swedish krona. Taking account of the seasonality in tourism, the value of these currencies against the euro in the course of the year therefore exerts a major impact on the financial indicators displayed in TUI AG's consolidated financial statements.

Our key financial performance indicators for our earnings position in financial year 2026 are revenue and underlying EBIT.

> Definition of underlying EBIT see chapter Value-oriented Group management

Key performance indicators used for regular value analysis are Return on Invested Capital (ROIC) and Economic Value Added. ROIC for a given segment is shown against the segment-specific cost of capital.

For financial year 2026, we expect to see slight growth in customer volumes.

In its business plans, Hotels & Resorts expects to deliver a slight increase in earnings, in particular against the backdrop of the investments made in the last few financial years as well as asset-light capacity expansion, for instance through management and franchise contracts and investments in joint ventures and associates.

The Cruises segment expects to deliver slight growth in earnings, in particular due to the expansion of the fleet operated by TUI Cruises, in financial year 2026. In the spring of 2025, TUI Cruises commissioned a new ship. In financial year 2026, the fleet will be expanded to include nine vessels (excluding the five cruise liners of Hapag-Lloyd Cruises).

For TUI Musement, we expect to see a strong improvement in earnings, driven by the development of customer volumes in Markets + Airline and the growth delivered by TUI Musement due to the expansion of its own and direct distribution via the internet and the app.

For Markets + Airline, a strong increase in underlying EBIT is expected. The transformation of Markets + Airline into an integrated global platform for selected holiday experiences is planned to generate growth and increase profitability.

Expected development of Group turnover and underlying EBIT

€ million	2025	2026[1]
Revenue	24,179	2 - 4% increase
Underlying EBIT	1,413	7 - 10% increase
Adjustments	-44	approx. €70 - 90m costs

[1] Variance year-on-year assuming constant foreign exchange rates are applied to the result in the current and prior period and within the framework of the macroeconmic and geopolitical uncertainties currently known, especially around the Middle East

Revenue
In the period under review, TUI Group revenue totalled €24.2bn. For financial year 2026, we expect TUI Group's revenue to increase by 2 to 4% year-on-year at constant currency.

Underlying EBIT
TUI Group's underlying EBIT in financial year 2025 amounted to €1,413.1m. For financial year 2026, we expect TUI Group's underlying EBIT to grow by 7 to 10% year-on-year at constant currency.

Adjustments
For financial year 2026, we expect a net negative effect from adjustments in a range of €70m to €90m at constant currency.

ROIC and Economic Value Added
Due to the expected improvement in our operating result, ROIC and Economic Value Added are also predicted to improve slightly year-on-year, depending on the development of TUI Group's capital costs.

Expected development of financial position

To forecast TUI Group's financial position in financial year 2026, we have defined the Group's net capital expenditure and investments and its net financial position as key performance indicators.

Expected development of Group financial position

€ million	2025	**2026[1]**
Net capex and investments	675.7	approx. €860 - 900m
Net debt	1,304.9	slight decrease

[1] Subject to clarification of Boeing aircraft delivery schedule and the consequent pre-delivery payment (PDPs) schedule

Net capex and investments

For financial year 2026, we expect net capex and investments in a range of €860m to €900m.

Net financial position

For financial year 2026, we expect the Group's net debt to decrease slightly.

Sustainable development

Climate protection and emissions

We consider the specific CO_2 emissions (in g CO_2/RPK) of our aircraft fleet to be the most significant non-financial performance indicator. Provided that deliveries of the aircraft ordered as part of the fleet renewal programme proceed as planned, we expect a slight reduction in specific CO_2 emissions in the 2026 financial year compared with the 2025 financial year.

Overall Executive Board assessment of TUI Group's current situation and expected development

At the date of preparation of the management report (8 December 2025), the Executive Board assumes that customer volumes will grow slightly year-on-year in 2026.

Overall, we therefore expect TUI Group's underlying EBIT to improve by 7 to 10% year-on-year on a constant currency basis in financial year 2026.

Outlook for TUI AG

The future business performance of TUI AG is essentially subject to the same factors as those impacting TUI Group. Due to the business ties between TUI AG and its Group companies, the outlook, opportunities and risks presented for TUI Group are largely mirrored by expectations for TUI AG. The comments made for TUI Group therefore also apply to TUI AG. We forecast a significant decline in revenue, as financial year 2025 was positively influenced by one-off revenue from the extension of an existing licence agreement.

Opportunity report

TUI Group's opportunity management follows the Group strategy. Responsibility for systematically identifying and taking up opportunities rests with the operational management of the Hotels & Resorts, Cruises and TUI Musement segments as well as our source markets. Market scenarios and critical success factors for the individual sectors are analysed and assessed in the framework of the Group-wide planning and control process. The core task of the Group's Executive Board is to secure profitable growth for TUI Group by optimising the shareholding portfolio and developing the Group structure over the long term.

Opportunities and risks arising from macro trends

In particular, a faster normalisation of the geopolitical and economic environment would have a positive impact on TUI Group and its segments in financial year 2026.

Corporate strategy opportunities

Opportunities arise in particular from the consistent integration of artificial intelligence in all business areas, facilitating innovation in travel search and booking. Moreover, TUI Group seeks to achieve economies of scale through the ongoing transformation and focus on digital marketing strategies as well as leveraging synergies within the Group. This will create opportunities for additional value accretion and competitive edge beyond the current planning.

Operational opportunities

Operationally, TUI Group faces opportunities due to the continued optimisation and scaling of its global organisational and airline structures. Dynamic flight and hotel accommodation sourcing and the expansion of multi-channel distribution, in particular through the app-first personalisation, are key enablers of customer volume growth and higher margins. Further short-term growth beyond existing plans may be delivered by entering new markets (e.g. Romania).

Climate-related opportunities

TUI Group pursues an ambitious sustainability agenda with science-based targets for CO_2 emissions in airline, cruise and hotel operation. Climate-related opportunities arise, in particular, from the consistent refleeting, the use of more efficient aircraft and the conversion to more sustainable operating models. These measures will not only reduce environmental impacts but also improve the cost structure and strengthen TUI's brand image. In addition, positioning the Group as a pioneer of sustainable tourism will enable TUI to tap into new customer segments and stand out from the competition.

BUSINESS REVIEW

Macroeconomic, industry and market framework

Macroeconomic development

Development of World Output

Var. %	Projection 2025	2024
World	**+ 3.2**	**+ 3.3**
Eurozone	+ 1.2	+ 0.9
Germany	+ 0.2	- 0.5
France	+ 0.7	+ 1.1
UK	+ 1.3	+ 1.1
US	+ 2.0	+ 2.8
Russia	+ 0.6	+ 4.3
Japan	+ 1.1	+ 0.1
China	+ 4.2	+ 5.0
India	+ 6.6	+ 6.5

Source: International Monetary Fund (IMF), World Economics Outlook, October 2025

During calendar year 2025, the global economy initially proved resilient, but signs of a slowdown prevailed as the year progressed: temporary stimuli such as advance investments subsided, while uncertainty and political tensions increasingly weighed on growth. Advanced economies were characterised overall by uncertainty, geopolitical tensions and weaker investment appetite. In Europe, government investment, higher spending on infrastructure and defence, and a backlog of reforms had a particular impact on economic development. Emerging economies benefited from more stable economic policy conditions but remain vulnerable to external shocks and the increasing fragmentation of world trade.[1]

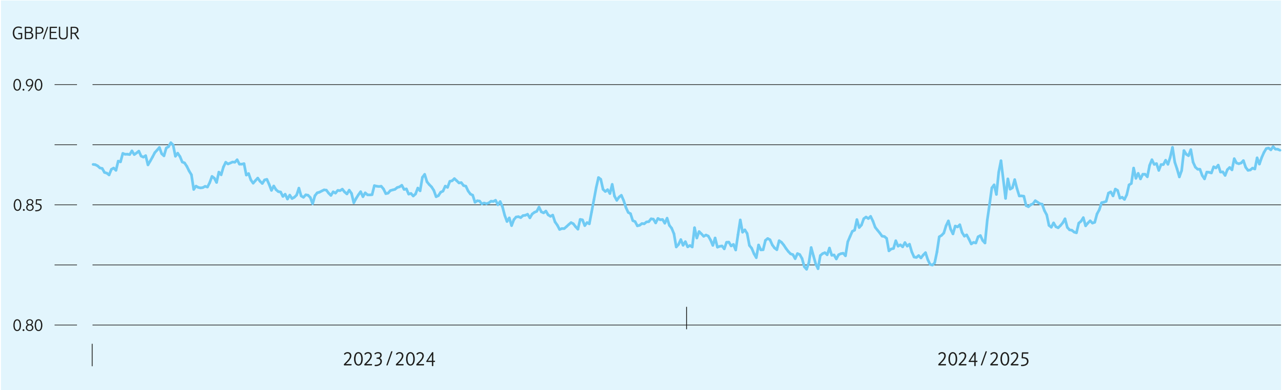
Key exchange rates and commodity prices

TUI Group companies operate on a worldwide scale. This presents financial risks for TUI Group arising from changes in exchange rates and commodity prices. The essential financial transaction risks from operations concern euros and US dollars. They mainly result from foreign exchange items in the individual Group companies, for instance jet fuel and bunker oil or ship handling, or from sourcing transactions by hotels. The parity of sterling against the euro affects the translation of results generated in the UK market in TUI's consolidated financial statements. Changes in commodity prices above all affect TUI Group when procuring fuels such as aircraft fuel and bunker oil. In Tourism, risks relating to changes in exchange rates and price risks from fuel sourcing are partly hedged by derivatives.

> Information on hedging strategies and risk management as well as financial transactions and the scope of such transactions at the balance sheet date is provided in the sections Financial position, Risk report in the Management report and the section Financial instruments in the Notes to the consolidated financial statements.

[1] IMF, World Economic Outlook, October 2025

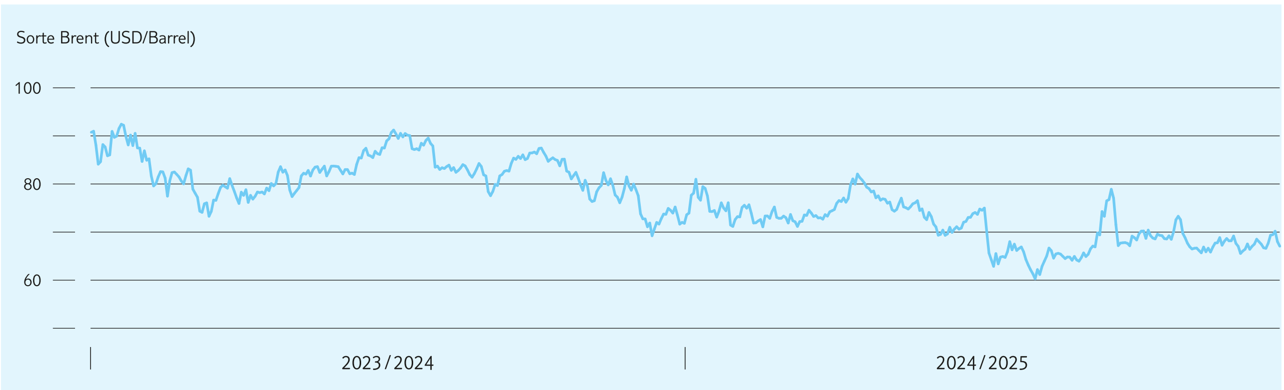
Sterling exchange rate



US dollar exchange rate

The exchange rate charts are presented on the basis of the indirect quotation format customary in the foreign exchange market. If the exchange rate falls, the foreign currency is appreciating against the euro. By contrast, if the exchange rate rises, the foreign currency is depreciating against the euro.

Oil price



Industry overview

TUI is a global provider of leisure experiences operating in the tourism sector. Developments in the international tourism market therefore impact all business areas of the Group.

The key indicators used to measure the size of the tourism sector include the number of international tourist arrivals. According to the United Nations World Tourism Organization (UNWTO), the number of international tourist arrivals grew by an annual average of 5% from 2009 to 2019[1]. This growth was driven by a number of factors: the relatively stable global economy, a growing middle class in the emerging economies, technological progress and an easing of visa requirements.

With the outbreak and the global spread of the COVID-19 pandemic in the first quarter of calendar year 2020, almost all activities in the sector came to a standstill. As a result, international tourist arrivals declined significantly but recovered strongly in subsequent years. 2024 international tourist arrivals equaled the 2019 reference period around the globe, and in the first six months of 2025 they grew by 4%. Despite geopolitical tensions, travel demand remained stable globally, with regional variations in developments.[2]

Change of international tourist arrivals

Var. %	**2025 versus 2019[1]**	2024 versus 2019[1]
World	**+ 5**	**+ 4**
Europe	+ 4	+ 7
Asia Pacific	+ 11	- 8
Americas	+ 3	+ 1
Africa	+ 12	+ 20
Middle East	- 4	+ 29

Source: UNWTO Tourism Dashboard and World Tourism Barometer, September 2025
[1] From January to June

Travel intermediary market
A travel intermediary operates between a provider of tourism services, such as an airline or a hotel, and final customers, typically delivering distribution, packaging and/or related services. Their advantage compared with direct suppliers is generally related to their distribution and (in the case of tour operators) fulfilment and service capabilities. Travel intermediaries include tour operators, travel agents, and online travel agencies (OTAs). These business models vary substantially. All may offer their customers a component product (e.g. flight, accommodation) or a package product (comprising e.g. flight, hotel and transfers), usually through a combination of offline (i. e. travel agencies) and online channels (i.e. web and app). Booking preference has shifted to online over time, a trend which was further accelerated during the pandemic.

In order to secure flight and hotel capacity in advance, a tour operator may enter into a wholesale contract with the supplier, often involving some form of commitment to a certain amount of capacity at a specified price. Where the tour operator commits to capacity, they take on the risk of filling it; in return, they can expect the supplier to offer them a favourable rate and the opportunity to secure accommodation on an exclusive basis, as well as the ability to yield the capacity. Alternatively, tour operators can dynamically access flight and hotel supply, either direct with the supplier, or via a bedbank, or via a global distribution system. This does not involve taking risk, and provides additional choice and flexibility for the customer (for example, relating to choice of departure airport, time of flights and duration of holiday). OTAs, by contrast, typically do not commit to taking capacity, nor are they as deeply involved in the fulfilment and service of the holiday. Their offering to suppliers is a digital distribution platform with broad customer reach.

The development and adoption of generative AI is transforming the role and relevance of travel intermediaries in how travel is planned and booked, creating both opportunities and threats. For OTA and search engine bookers, AI distribution channels (e.g. chatbots, such as Chat GPT) have the potential to take significant market share. One of the key aspects to success will be shifting from just Search Engine Optimisation (SEO) to incorporate Answer Engine Optimisation (AEO) and Generative Engine Optimisation (GEO).

Airline market
The airline industry was hit particularly hard by the COVID-19 pandemic, as airlines around the world had to ground their aircraft and cancel flights due to global travel bans. Air passenger traffic rebounded significantly as restrictions were lifted

[1] UNWTO, World Tourism Barometer, January 2020

[2] UNWTO, World Tourism Barometer, September 2025

with total traffic matching and surpassing 2019 numbers in February 2024[1]. The rebound is now tapering off – demand for air travel is projected to grow by 5.8% in 2025, marking a downward revision from previous projections, as a result of lower GDP growth expectations both globally and in the US[2]. Although inflation and jet fuel prices have eased, headwinds remain including in terms of the supply chain. Passenger yields are expected to decline for the second year in a row, on the back of a 13% lower year on year jet fuel price in 2025, although this may not translate into weaker profitability for the industry, given current capacity constraints.

Climate change is a further challenge facing the industry. The industry is committed to achieve net zero emissions by 2050, meaning the current reliance on carbon offsetting will need to end. It is expected that Sustainable Aviation Fuel (SAF) will become the most important means for the industry to achieve its reduction targets, however, demand remains far in excess of production, with SAF produced at over 3x the cost per tonne of jet fuel[3]

Hotel market

Global hotel performance remained resilient in 2024[4]. RevPAR (revenue per available room) outperformed 2019 globally. Asia Pacific continued to lag behind its 2019 performance as a result of visa challenges and the slowing economy in China. Further, albeit modest, RevPAR growth is expected for 2025.

The hotel market comprises business and leisure hotels. Leisure hotels feature a number of characteristics distinguishing them from business hotels, including longer average lengths of stay and differences in location, room features and service offerings. From a demand perspective, the leisure hotel market in Europe comprises several smaller sub-markets catering to customers' individual needs and preferences. The sub-markets comprise premium, comfort and budget hotels as well as family / apartment hotels and club or resort hotels. Hotel companies may offer a variety of hotels for different market segments, often defined by price segment, star rating, exclusivity or available facilities.

In Europe, in particular, there are many small, often family-run hotels, which are less upscale and have fewer financial resources. Most family-owned hotels are not branded.

Given the large number of ownership and operating models for leisure hotels and the fragmented competitive landscape which, at least in Europe, is not dominated by large hotel chains, the competitive environment differs greatly between locations. Despite this strong fragmentation, a structural change can be observed in the European hotel industry, as in nearly all regions in the world. The share held by hotel chains is increasing, as well as the focus on direct distribution and customer loyalty.

Sustainability and emissions reduction is strongly in focus for the hotels sector, with many major brands committing to emissions reduction targets and other goals including to energy efficiency, water conservation and waste reduction. Inflation is another key issue for the industry, driven by rising energy costs, higher interest rates, and labour shortages. Although hotel revenue (based on the major global brands) has been increasing, driven by the post-pandemic recovery and strong pricing, hotels may need to increase their efficiency in order to remain competitive[5].

Cruise market

By the end of 2023, passenger volumes exceeded those of 2019 and are forecasted to be 27% higher by the end of 2025[6].

In calendar year 2024, the top five source markets based on passenger volumes were USA, Germany, the United Kingdom, Australia and Canada. The most popular destinations within that period were the Caribbean, the Mediterranean, Asia and China and Northern Europe. (CLIA 2024 Global Market Report).

Similar to the airline and hotel sectors, emissions reduction and the path to net zero are strongly in focus for the cruise industry. In addition, new regulations have been introduced, with additional International Maritime Organisation (IMO)

[1] IATA, Global Outlook for Air Transport, June 2024

[2] IATA, Global Outlook for Air Transport, June 2025

[3] (IATA, Global Outlook for Air Transport, June 2025

[4] JLL Global Real Estate Perspective 2025, February 2025 and STR Overview of the global market forecast assumptions Q3 2025, September 2025

[5] Skift State of Travel 2023, July 2023

[6] CLIA State of the Industry Cruise Report 2025

rules on carbon intensity and the rating system having entered into force at the start of 2023, and the EU Emissions Trading Scheme (ETS) being phased in from 2024.

Experiences and attractions market

The market for experiences and attractions is a rapidly growing tourism segment and is expected to grow at a faster percentage rate than other travel market sectors (based on TUI estimates). The market is diverse, complex and highly fragmented on the supplier side, with a large share of distribution being operated offline. Intermediation and in-destination presence therefore play a key role[1]. These factors create opportunity, and many of the largest players in travel have entered the space, either as OTA or through B2B partnerships.

Our brand

Our red 'smile' logo is one of TUI's most important brand assets. The TUI Smile represents our commitment to creating moments that make our customers' lives richer. To bring our brand to life, we use a brand model that provides a clear direction for how we want to further develop our offering and our product portfolio, what we as an organisation want to align ourselves with and how we want to be perceived.

Our vision 'Excellence in Leisure Experiences' is intended to make our ambitions clear to the marketplace. It extends across the entire customer journey, i.e. package holidays, trip components, hotels, flights, tours, cruises, experiences and car rental: we strive to live up to our claim at every point of contact with our guests, both in the physical and digital world. Our brand world emphasises this with a clear brand purpose and promise, as well as a distinct brand identity.

With the accelerated transformation of the Markets + Airline business, we want to offer a broader portfolio of products, services and destinations under our international brand in the future. The aim is to expand TUI's global presence and brand awareness in order to sell more products to more customers in more countries worldwide. With our strong focus on the customer experience, we remained in the top spot for brand awareness and consideration, and achieved a further increase in the NPS (Net Promoter Score, an indicator of customer satisfaction and willingness to recommend) across all core markets in financial year 2025[2].

The vision underlying our brand extends far beyond our customer proposition. It not only encompasses all our touchpoints with our guests, but also our employees, aligning them with the same overarching goal of creating a sustainable and consistent customer journey. To achieve this, we use our customer-centric programme 'Makers of Happy', our values '**T**rusted', '**U**nique' and '**I**nspiring' and our employee communications with the employer brand 'Let's TUI it'. All of this is designed to put TUI in a strong position.

Group earnings

Comments on the consolidated income statement

In the completed financial year, TUI Group's revenue was slightly ahead of financial year 2024. This was mainly due to a higher average prices, primarily in Markets + Airline. Moreover, TUI Group's performance is subject to significant seasonality as the tourism business is influenced by the winter and summer travel months.

In the financial year under review, TUI Group's underlying EBIT rose by €116.9m year-on-year to €1,413.1m. On a constant currency basis, this was an improvement of €162.7m year-on-year.

[1] Skift, The State of Travel 2025

[2] As measured by brand consideration in TUI brand performance tracking, completed by Metrixlab; TUI Post Holiday CSQ data download 14 October 2025

Consolidated Income Statement of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	**2025**	2024	Var. %
Revenue	24,178.7	23,167.3	+ 4.4
Cost of sales	22,163.6	21,221.2	+ 4.4
Gross profit	**2,015.1**	**1,946.1**	**+ 3.5**
Administrative expenses	1,122.0	1,045.8	+ 7.3
Other income	26.9	14.4	+ 87.5
Other expenses	15.2	17.1	- 11.1
Impairment (+) / Reversals (-) of impairment of financial assets	7.2	- 0.9	n. a.
Financial income	101.0	109.7	- 7.9
Financial expenses	429.0	518.3	- 17.2
Share of result of investments accounted for using the equity method	463.9	371.7	+ 24.8
Impairment (+) / Reversals of impairment (-) of net investments in joint ventures and associates	- 0.7	0.2	n. a.
Earnings before income taxes	**1,034.2**	**861.4**	**+ 20.1**
Income taxes (expense (+), income (-))	192.4	154.0	+ 25.0
Group profit	**841.8**	**707.4**	**+ 19.0**
Group profit attributable to shareholders of TUI AG	635.9	507.1	+ 25.4
Group profit attributable to non-controlling interest	205.8	200.3	+ 2.7

Revenue and cost of sales

Revenue

€ million	**2025**	2024	Var. %
Hotels & Resorts	1,243.8	1,152.4	+ 7.9
Cruises	883.4	840.1	+ 5.2
TUI Musement	1,044.8	931.0	+ 12.2
Holiday Experiences	3,172.0	2,923.5	+ 8.5
Northern Region	8,856.8	8,546.7	+ 3.6
Central Region	8,854.0	8,336.9	+ 6.2
Western Region	3,282.8	3,349.3	- 2.0
Markets + Airline	20,993.5	20,232.9	+ 3.8
All other segments	13.2	10.9	+ 20.7
TUI Group	**24,178.7**	**23,167.3**	**+ 4.4**
TUI Group (at constant currency)	**24,185.0**	**23,167.3**	**+ 4.4**

In financial year 2025, TUI Group's revenue increased by 4.4% to €24.2bn. On a constant currency basis, revenue also grew by 4.4%. In the income statement revenue is presented alongside the cost of sales, which increased by 4.4% in the period under review mainly due to higher average prices.

Gross profit

The difference between revenue and the cost of sales increased by €69.0m year-on-year to a gross profit of €2,015.1m.

Administrative expenses

Administrative expenses increased by €76.1m year-on-year to €1,122.0m (previous year €1,045.8m). The increase in administrative expenses was partly attributable to the rise in wages and salaries.

Other income and other expenses

In financial year 2025, other income mainly resulted from the disposal of ARP Group, the disposal of aircraft assets and from reclassification of exchange differences. In the previous year, other income had included in particular gains from the disposal of aircraft assets, the revaluation of leases and the disposal of shareholdings.

In financial year 2025, other expenses resulted primarily from the sale of aircraft assets and foreign currency effects. In the previous year, other expenses had included in particular losses from the disposal of aircraft assets.

Financial result

The financial result in financial year 2025 amounted to €-328.0m after €-408.5m in the previous year.

Financial income decreased by of €8.7m to €101.0m (previous year €109.7m). The decrease mainly resulted from lower interest income from foreign currency translation of financial instruments and lower interest income from bank deposits and liquid assets in money market funds mainly driven by lower interest rates.

Financial expenses decreased by €89.2m to €429.0m (previous year €518.3m). The decline is primarily attributable to lower interest expenses on bonds. The partial repurchase of the convertible bond issued in financial year 2021 resulted in additional interest expenses in the previous year. The decrease in financial expenses was partly offset by higher interest expenses for the convertible bond newly issued in the previous year and the sustainability-linked senior notes issued in the same year. Furthermore, the reduction in other interest and similar expenses was mainly due to a lower utilisation of the revolving credit facility.

Share of result of joint ventures and associates

The share of result of joint ventures and associates of €463.9m (previous year €371.7m) comprises the proportionate net profit for the year of these companies.

Earnings before income taxes

In the period under review, earnings before income taxes totalled €1,034.2m (previous year €861.4m), an improvement of €172.8m.

Group profit

In financial year 2025, Group profit amounted to €841.8m, an increase of €134.4m year-on-year (previous year €707.4m).

Share in Group profit attributable to TUI AG shareholders

In financial year 2025, the share in Group profit attributable to TUI AG shareholders amounted to €635.9m (previous year €507.1m).

Share in Group profit attributable to non-controlling interests

In the financial year under review, the share in Group profit attributable to non-controlling interests totalled €205.8m (previous year €200.3m). It mainly related to RIUSA II Group in the Hotels & Resorts segment.

Earnings per share

In financial year 2025, the share in Group profit attributable to TUI AG shareholders resulted in basic earnings per share of €1.25 (previous year €1.00).

Alternative performance indicators

The Group's main financial KPI is underlying EBIT. We define the EBIT in underlying EBIT as earnings before interest, income taxes and income and expenses for the measurement of the Group's interest hedges. EBIT by definition includes goodwill impairments.

Underlying EBIT is adjusted by income and expense items impacting or distorting the assessment of the operating profitability of the segments and the Group due to their level and frequency. These items include gains on disposal from investments, major gains and losses from the sale of assets and major restructuring and integration expenses. In addition, adjustments are carried for all effects from purchase price allocations, ancillary acquisition costs and conditional purchase price payments. Adjustments made in the reconciliation to underlying EBIT include goodwill impairments.

Reconciliation to underlying EBIT of TUI Group

€ million	2025	2024	Var. %
Earnings before income taxes	**1,034.2**	**861.4**	**+ 20.1**
plus: Net interest expense (excluding expense / income from measurement of interest hedges)	337.5	414.9	- 18.7
less: Income from measurement of interest hedges	- 2.8	- 1.0	- 180.0
EBIT	**1,368.9**	**1,275.3**	**+ 7.3**
Adjustments:			
plus: Separately disclosed items	23.6	-	n. a.
plus: Expense from purchase price allocation	20.6	20.9	- 1.4
Underlying EBIT	**1,413.1**	**1,296.2**	**+ 9.0**

TUI Group's EBIT increased by €93.6m to €1,368.9m in financial year 2025.

EBIT

€ million	2025	2024	Var. %
Hotels & Resorts	733.9	669.6	+ 9.6
Cruises	481.1	374.3	+ 28.5
TUI Musement	76.9	43.8	+ 75.6
Holiday Experiences	1,291.9	1,087.6	+ 18.8
Northern Region	105.3	159.6	- 34.0
Central Region	87.0	126.0	- 30.9
Western Region	- 33.3	8.5	n. a.
Markets + Airline	159.1	294.0	- 45.9
All other segments	- 82.1	- 106.4	+ 22.9
TUI Group	**1,368.9**	**1,275.3**	**+ 7.3**

TUI Group's operating EBIT adjusted for one-off effects (underlying EBIT) improved by €116.9m to €1,413.1m in financial year 2025.

Underlying EBIT

€ million	2025	2024	Var. %
Hotels & Resorts	735.0	668.4	+ 10.0
Cruises	481.1	374.3	+ 28.5
TUI Musement	67.2	49.2	+ 36.7
Holiday Experiences	1,283.2	1,091.9	+ 17.5
Northern Region	123.2	165.4	- 25.5
Central Region	98.3	128.1	- 23.3
Western Region	- 21.6	10.3	n. a.
Markets + Airline	199.9	303.9	- 34.2
All other segments	- 70.0	- 99.6	+ 29.7
TUI Group	**1,413.1**	**1,296.2**	**+ 9.0**
TUI Group (at constant currency)	**1,458.9**	**1,296.2**	**+ 12.6**

In financial year 2025, one-off effects resulted in net expenses of €23.6m (previous year €0.0m).

> For one-off effects, please see Notes to the segment data in the Consolidated financial statement.

Other segment indicators

Reconciliation to underlying EBITDA

€ million	2025	2024	Var. %
EBIT	**1,368.9**	**1,275.3**	**+ 7.3**
Amortisation and impairment (+) / reversals (-) of other intangible assets and depreciation and impairment (+) / reversals (-) of property, plants and equipment and right of use assets	879.8	846.6	+ 3.9
EBITDA	**2,248.6**	**2,121.9**	**+ 6.0**
Adjustments	23.0	- 2.2	n. a.
EBITDA (underlying)	**2,271.6**	**2,119.7**	**+ 7.2**

EBITDA

€ million	2025	2024	Var. %
Hotels & Resorts	932.8	844.5	+ 10.5
Cruises	563.9	459.8	+ 22.6
TUI Musement	115.1	79.8	+ 44.2
Holiday Experiences	1,611.8	1,384.1	+ 16.5
Northern Region	413.6	467.3	- 11.5
Central Region	191.3	228.0	- 16.1
Western Region	114.6	143.9	- 20.4
Markets + Airline	719.5	839.4	- 14.3
All other segments	- 82.6	- 101.6	+ 18.7
TUI Group	**2,248.6**	**2,121.9**	**+ 6.0**

Underlying EBITDA

€ million	2025	2024	Var. %
Hotels & Resorts	933.0	843.4	+ 10.6
Cruises	563.9	459.8	+ 22.6
TUI Musement	99.7	79.5	+ 25.4
Holiday Experiences	1,596.6	1,382.6	+ 15.5
Northern Region	420.2	461.7	- 9.0
Central Region	201.7	229.3	- 12.0
Western Region	123.7	143.0	- 13.5
Markets + Airline	745.6	834.0	- 10.6
All other segments	- 70.5	- 97.0	+ 27.3
TUI Group	**2,271.6**	**2,119.7**	**+ 7.2**

Segmental performance

Holiday Experiences

Holiday Experiences

€ million	2025	2024	Var. %
Revenue	3,172.0	2,923.5	+ 8.5
Underlying EBIT	1,283.2	1,091.9	+ 17.5
Underlying EBIT (at constant currency)	1,312.0	1,091.9	+ 20.2

Hotels & Resorts

€ million	2025	2024	Var. %
Total revenue[1]	2,243.5	2,089.5	+ 7.4
Revenue	1,243.8	1,152.4	+ 7.9
Underlying EBIT	735.0	668.4	+ 10.0
Underlying EBIT (at constant currency)	758.9	668.4	+ 13.5
Available bed nights[2] (in '000)	**39,797**	**39,657**	**+ 0.4**
Riu	14,899	14,570	+ 2.3
Robinson	3,479	3,487	- 0.2
Royalton	6,084	6,190	- 1.7
Occupancy[3] (in %, variance in %pts)	**84**	**82**	**+ 2**
Riu	91	91	-
Robinson	76	74	+ 2
Royalton	85	83	+ 2
Average daily rate[4] (in €)	**97**	**93**	**+ 3.3**
Riu	89	84	+ 5.4
Robinson	116	112	+ 3.5
Royalton	158	162	- 2.3

Revenue includes fully consolidated companies, all other KPIs incl. companies measured at equity.
[1] Total revenue includes intra-Group revenue
[2] Number of hotel days open multiplied by beds available (Group owned and leased hotels)
[3] Occupied beds divided by available beds (Group owned and leased hotels)
[4] Board and lodging revenue divided by occupied bed nights (Group owned and leased hotels)

Our Hotels & Resorts segment consists of a diversified hotel portfolio of well recognised own and differentiated leisure brands. The segment delivered a record[1] underlying EBIT of €735.0m (previous year €668.4m), an increase of €66.5m, building on the strong momentum of the previous year. On a constant currency basis, the improvement was even more substantial rising €90.5m to €758.9m. The operational improvement most notably demonstrated by Riu, was driven primarily by higher rates and occupancies based on an expanded number of available beds and supported by strong customer demand. The Canaries, Egypt, and Cape Verde proved to be the most popular short- and medium-haul destinations during the Winter season. For the Summer period, Spain, Greece, and Türkiye remained key destinations, with Egypt achieving strong growth rates. Mexico continued to attract strong year-round demand as our leading long-haul destination.

In line with our strategic expansion, we continue to grow our portfolio of twelve differentiated hotel brands in both new and existing destinations, increasing our available bed nights by 0.4% to 39.8m during the year. Our high average occupancy rate rose by a further 2%pts to 84% (previous year 82%) with particularly significant growth across our Egyptian portfolio. Average daily rate per bed improved in total by 3.3% to €97 (previous year €93).

[1] Since the merger of TUI AG and TUI Travel PLC in 2014

At brand level, Riu delivered the standout result of the segment, benefiting particularly from an improved operational performance in the core Spanish markets, the Caribbean and Cape Verde. Overall average daily rate increased by 5.4% to €89 (previous year €84), whilst maintaining high occupancy rates 91% (previous year 91%).

Our Robinson club resorts achieved improved operational KPIs, with both occupancy rising 2% pts to 76% (previous year 74%) and average daily rate rising 3.5% to €116 (previous year €112). Results were however impacted by inflationary pressures in our Turkish units and also reflect the closure of our Robinson Maldives in the first half of the year to carry out planned modernisation. This forms part of our commitment to investment in the improvement of our portfolio of mainly four- and five-star club hotels.

Royalton (formerly Blue Diamond) achieved higher occupancy levels rising by 2%pts to 85% (previous year 83%), whilst average daily rates were -2.3% lower at €158 (previous year €162). Across its properties in the Caribbean and Mexico overall results were broadly in line with the previous year.

Our Other hotels, which include popular brands such as TUI Blue, TUI Magic Life and TUI Suneo, posted improved rates and higher occupancies for the reporting period, contributing positively to the segment's overall performance.

During the financial year under review we continued to expand our Hotels & Resorts portfolio in accordance with our asset-right and scalable strategy, adding 30 hotels to our portfolio. As of 30 September 2025, 463 hotels were in operation, increasing from the 433 hotels at previous year end. As part of our global expansion during the year, we strengthened our presence in Asia with new openings in China and Cambodia and added to our significant portfolio in Africa with new hotels in Zanzibar, Egypt, Morocco and Tunisia.

Cruises

€ million	**2025**	2024 adjusted[1]	Var. %
Revenue[2]	883.4	840.1	+ 5.2
Underlying EBIT	481.1	374.3	+ 28.5
Underlying EBIT (at constant currency)	482.1	374.3	+ 28.8
Available passenger cruise days[3] (in '000)	**11,412**	**9,685**	**+ 17.8**
TUI Cruises	8,199	6,449	+ 27.1
Marella Cruises	3,213	3,236	- 0.7
Occupancy[4] (in %, variance in %pts)	**99**	**99**	**-**
TUI Cruises	98	99	- 1
Marella Cruises	99	98	+ 1
Average daily rate (in €)	**235**	**231**	**+ 1.6**
TUI Cruises[5]	234	234	-
Marella Cruises[6] (in £)	202	193	+ 4.3

[1] The figures for available passenger cruise days, occupancy and average daily rate for Mein Schiff and Hapag-Lloyd Cruises are presented on a combined basis under TUI Cruises. The previous year's figures have been adjusted accordingly.
[2] No revenue is carried for TUI Cruises as the joint venture TUI Cruises is consolidated at equity.
[3] Number of operating days multiplied by berths available on the operated ships
[4] Achieved passenger cruise days divided by available passenger cruise days
[5] Ticket revenue divided by achieved passenger cruise days
[6] Revenue (stay on ship inclusive of transfers, flights and hotels due to the integrated nature of Marella Cruises) divided by achieved passenger cruise days

The Cruises segment comprises our strategic joint venture TUI Cruises in Germany, operating cruise ships under the Mein Schiff and Hapag-Lloyd Cruises brands, alongside our Marella Cruises operation in UK. We continue to expand our product offering in this segment, through the delivery of new ships, capitalising on the strong trading environment and market growth predictions, particularly in Europe. Following the successful delivery of Mein Schiff 7 in June 2024, we welcomed the second of three new ships for TUI Cruises, the Mein Schiff Relax, to our fleet of now 18 vessels in March 2025. These new ships feature state-of-the-art technology for reduced emissions and incorporate the capability to utilise green methanol-based fuel, reinforcing our commitment to sustainable cruising.

Financial year 2025 marked a milestone year for the segment delivering a record[1] performance driven by our enhanced and expanded product offering as well as strong demand. Underlying EBIT of €481.1m, rose strongly by €106.8m (previous year €374.3m) supported by higher passenger volumes at improved rates while maintaining occupancy levels. On a constant currency basis, underlying EBIT was up €107.8m to €482.1m.

Available passenger cruise days grew strongly by 1,727k to 11,412k (previous year 9,685k) primarily through the addition of the Mein Schiff Relax coupled with the benefit of a full year's service of Mein Schiff 7. Average daily rates were ahead for the segment, increasing by 1.6% to €235 (previous year €231), while occupancy levels remained high at 99% (previous year 99%), demonstrating the sustained appeal of our differentiated cruise offering in both the UK and German cruise markets.

TUI Cruises targets the German speaking market, providing a comprehensive range from premium all-inclusive cruises through the Mein Schiff fleet of eight ships to luxury and expedition cruises via our five Hapag-Lloyd vessels. The introduction of Mein Schiff Relax has enhanced capacity by around four thousand additional berths for this increasing popular brand. During the financial year under review the Mein Schiff fleet offered a broad range of itineraries spanning the Canaries, Mediterranean, Arabian Peninsula, Caribbean, Central America, Asia, Northern Europe and Baltic Sea. Hapag-Lloyd's programme focused on voyages across Europe, the Americas, Asia, Africa, and the South Pacific as well as exclusive itineraries to the Antarctic. Notably, despite our significant capacity expansion, occupancy remained broadly stable at 98% (previous year 99%) highlighting the strength of demand for our German-language products. Average daily rate improved especially for Mein Schiff, although the higher mix of Mein Schiff versus the high-end Hapag-Lloyd cruises meant overall TUI Cruises rates were in line at €234 (previous year €234).

Marella Cruises, our UK-based cruise brand, provides all-inclusive cruise experiences. During the financial year under review, Marella Cruises featured itineraries primarily to the Mediterranean, Canaries and Caribbean. Our UK cruise business delivered a strong operational improvement driven by market growth and high guest satisfaction. Occupancy increased 1%pts to 99%, (previous year 98%) and average daily rate rose 4.3% year-on-year to £202 (previous year £193) based on available passenger cruise days which were 0.7% lower at 3,213k (previous year 3,236k) due to increased routine maintenance days, including a dry dock for refurbishment of the Discovery 2.

TUI Musement

€ million	**2025**	2024	Var. %
Total revenue[1]	1,502.6	1,362.0	+ 10.3
Revenue	1,044.8	931.0	+ 12.2
Underlying EBIT	67.2	49.2	+ 36.7
Underlying EBIT (at constant currency)	71.0	49.2	+ 44.4

[1] Total revenue includes intra-Group revenue

TUI Musement, our tours and activities business, offers an extensive range of experiences (excursions, activities and tickets), transfers and multi-day tours to both sought-after city and sun & beach destinations. The segment delivered a strong performance benefiting from the growth of B2C experiences, B2B business with partners including the cruise lines, as well as increasing the volume of transfers and experiences sales through our integrated Markets + Airline business.

Underlying EBIT rose by €18.0m to €67.2m (previous year €49.2m), underlining the significant growth in this segment, the value creation of our integrated business model and the successful expansion of third-party sales through B2B partners leveraging TUI Musement platform capabilities. On a constant currency basis, underlying EBIT rose by €21.8m to €71.0m.

During the financial year under review, a total of 30.9m tour operator guest transfers were provided by the business in the destinations, representing an increase of +1% (previous year 30.5m). In addition, we sold 10.6m experiences globally, a rise of +6% (previous year 10.0m), underlining the higher customer demand for travel experiences. Our differentiated product portfolio, developed by the TUI Musement team, continues to serve as a key competitive advantage and catalyst for profitable growth. This includes our signature TUI Collection excursions and exclusive National Geographic Day Tours, which have proven particularly popular with customers. Sales of our own experiences, including our flagship TUI

[1] Since the merger of TUI AG and TUI Travel PLC in 2014

Collection products, grew by 6% to 5.5m. Among the most popular offerings were the Majorca Tour with Port de Soller and Lluc Monastery and the Green Canyon boat cruise in Türkiye including a visit to Manavgat market.

Markets + Airline

Markets + Airline

€ million	**2025**	2024	Var. %
Revenue	20,993.5	20,232.9	+ 3.8
Underlying EBIT	199.9	303.9	- 34.2
Underlying EBIT (at constant currency)	216.7	303.9	- 28.7
Direct distribution mix[1] (in %, variance in %pts)	73	74	- 1
Online mix[2] (in %, variance in %pts)	49	50	- 1
Customers (in '000)	20,247	20,297	- 0.2

[1] Share of sales via own channels (retail and online)
[2] Share of online sales

Markets + Airline delivered revenue growth driven by higher prices with volumes in line with the previous year. The segment faced a challenging cost and operating environment resulting in lower earnings in line with our communication during the course of the year 2025. As a result, underlying EBIT for the segment was at €199.9m, €-104.0m against the previous year (previous year €303.9m). On a constant currency basis, underlying EBIT was -€87.1m at €216.7m.

Customer volumes were broadly stable totaling 20,247k (previous year 20,297k), reflecting higher volumes in UK and Central Region against lower numbers in particular in our Western Region market. Importantly, our dynamically packaged products continued their strong growth trajectory, increasing by 11% to 3.3m and now representing a notable portion of our total product portfolio. The development and enhancement of our dynamically packaged products provide customers with greater choice and flexibility while optimising our risk capacity. Throughout the year, we maintained high average load factors across our operations, with load factor for the full year at 91% (previous year 92%).

During the year, we achieved significant progress in our digital transformation, with a focus on app-first personalisation as the main digital channel. App sales reached 10.3% of total sales, representing significant growth of 46% year-on-year. While app penetration was highest in UK, this improvement was broad-based, with all markets contributing to digital growth.

Customer demand for our short- and medium-haul destinations remained the primary driver of customer volumes, with the Canaries, Egypt and Türkiye proving popular destinations during the Winter season, complimented by Greece, the Balearics and Mainland Spain in Summer. Egypt experienced particularly strong growth throughout the year. In our long-haul portfolio, key destinations included Mexico and the Dominican Republic, with Thailand, the UAE and Zanzibar in particular reporting significant growth.

Northern Region

€ million	**2025**	2024	Var. %
Revenue	8,856.8	8,546.7	+ 3.6
Underlying EBIT	123.2	165.4	- 25.5
Underlying EBIT (at constant currency)	140.3	165.4	- 15.2
Direct distribution mix[1] (in %, variance in %pts)	93	93	-
Online mix[2] (in %, variance in %pts)	69	70	- 1
Customers (in '000)	7,823	7,817	+ 0.1

[1] Share of sales via own channels (retail and online)
[2] Share of online sales

Northern Region encompasses our source markets in UK and Nordics.

The segment delivered an underlying EBIT of €123.2m, €-42.2m against the previous year (previous year €165.4m). Results were primarily driven by cost pressures in a competitive environment. This was partially offset by improved pricing levels and disciplined capacity management in response to these challenges. Customer volume were virtually unchanged at 7,823k (previous year 7,817k) as a result.

Our digital transformation continued to advance throughout the year, with online distribution continuing high at 69% of total sales, broadly in line with the previous year (previous year 70%): Digital penetration was particularly high in the Nordic Region where adoption remained most advanced. Our direct distribution channels sustained the high levels of the previous year at 93%, ensuring we maintain strong direct customer relationships while reducing our dependency on third-party intermediaries. The UK market continued to spearhead our digital innovation efforts, driving app usage growth across the Group rising significantly by 45% to 19.1% to reach nearly one-fifth of all UK sales.

Central Region

€ million	**2025**	2024	Var. %
Revenue	8,854.0	8,336.9	+ 6.2
Underlying EBIT	98.3	128.1	- 23.3
Underlying EBIT (at constant currency)	97.8	128.1	- 23.6
Direct distribution mix[1] (in %, variance in %pts)	53	53	-
Online mix[2] (in %, variance in %pts)	27	28	- 1
Customers (in '000)	7,991	7,848	+ 1.8

[1] Share of sales via own channels (retail and online)
[2] Share of online sales

Central Region comprises Germany, Austria, Switzerland and Poland.

The segment achieved improved volumes and higher pricing levels, which helped to mitigate the impact of a more challenging and elevated cost environment. As a result, underlying EBIT of €98.3m, was €-29.9m (previous year €128.1m).

Customer volumes of 7,991k, increased 1.8% (previous year 7,848k) driven in particular by growth in our Polish market. Our distribution strategy in Central Region remained focused on optimising our channel mix, with online distribution broadly stable at 27%, reflecting the continued importance of traditional distribution channels in these markets while also recognising the growing role of digital platforms. App sales in Germany albeit still at very moderate levels, showed significant growth increasing 42% to 2.1%. Direct distribution levels remained at 53%, as we continued our ongoing initiatives to strengthen direct customer relationships, while recognising the important role that travel agency partners continue to play in these markets.

Western Region

€ million	**2025**	2024	Var. %
Revenue	3,282.8	3,349.3	- 2.0
Underlying EBIT	- 21.6	10.3	n. a.
Underlying EBIT (at constant currency)	- 21.4	10.3	n. a.
Direct distribution mix[1] (in %, variance in %pts)	73	75	- 2
Online mix[2] (in %, variance in %pts)	54	55	- 1
Customers (in '000)	4,435	4,632	- 4.3

[1] Share of sales via own channels (retail and online)
[2] Share of online sales

Western Region comprises Belgium, the Netherlands and France.

The segment reported an underlying EBIT of €-21.6m, €-31.9m against previous year (previous year €10.3m). Overall results reflected the challenges of a competitive environment particularly in the Netherlands and Belgium, despite achieving improved pricing levels.

Customer volumes highlighted the market dynamics, finishing -4.3% year-on-year at 4,435k (previous year 4,632k). Online distribution represented 54% of sales, broadly maintaining the previous year's level (previous year 55%). Direct distribution of 73% was -2% pts over the same period.

All other segments

€ million	**2025**	2024	Var. %
Revenue	13.2	10.9	+ 20.7
Underlying EBIT	- 70.0	- 99.6	+ 29.7
Underlying EBIT (at constant currency)	- 69.8	- 99.6	+ 29.9

All other segments includes the corporate centre functions of TUI AG and the interim holdings, the Group's real estate companies and the Group's key tourism functions.

Results for the segments (underlying EBIT) improved by €29.5m to €-70.0m (previous year €-99.6m loss), benefiting in particular from valuation effects. On a constant currency basis, underlying EBIT rose by €29.7m to €-69.8m.

Net assets

Development of the Group's asset structure

€ million	**30 Sep 2025**	30 Sep 2024	Var. in %
Fixed assets	11,736.5	11,331.9	+ 3.6
Non-current receivables	731.3	816.0	- 10.4
Non-current assets	**12,467.8**	**12,148.0**	**+ 2.6**
Inventories	69.0	66.4	+ 3.9
Current receivables	2,475.6	2,354.1	+ 5.2
Cash and cash equivalents	3,120.2	2,848.2	+ 9.6
Assets held for sale	16.3	0.0	n. a.
Current assets	5,681.1	5,268.8	+ 7.8
Assets	**18,148.9**	**17,416.7**	**+ 4.2**
Equity	2,686.7	1,774.3	+ 51.4
Liabilities	15,462.2	15,642.4	- 1.2
Equity and liabilities	**18,148.9**	**17,416.7**	**+ 4.2**

The Group's balance sheet total increased by 4.2% year-on-year to €18.1bn.

Vertical structural indicators

Non-current financial assets accounted for 68.7% of total assets, compared with 69.7% in the previous year. The capitalisation ratio (ratio of fixed assets to total assets) decreased from 65.1% to 64.7% .

Current assets accounted for 31.3% of total assets, compared with 30.3% in the previous year. The Group's cash and cash equivalents increased by €272.1m to €3,120.2m. They thus accounted for 17.2% of total assets, as against 16.4% in the previous year.

Horizontal structural indicators

At the balance sheet date, the ratio of equity to non-current assets was 21.5%. At the previous year's balance sheet date, this ratio had been 14.6%. The ratio of equity plus non-current financial liabilities to fixed assets was 36.2%, compared with 29.3% in the previous year.

Development of the Group’s non-current assets

Structure of the Group's non-current assets

€ million	30 Sep 2025	30 Sep 2024	Var. %
Goodwill	2,933.6	2,998.7	- 2.2
Other intangible assets	596.8	589.6	+ 1.2
Property, plant and equipment	4,133.3	3,697.4	+ 11.8
Right of use assets	2,356.3	2,538.7	- 7.2
Investments in joint ventures and associates	1,716.5	1,507.5	+ 13.9
Fixed assets	**11,736.5**	**11,331.9**	**+ 3.6**
Receivables and assets	382.5	426.9	- 10.4
Deferred tax assets	348.9	389.2	- 10.4
Non-current receivables	**731.3**	**816.0**	**- 10.4**
Non-current assets	**12,467.8**	**12,148.0**	**+ 2.6**

Goodwill

Goodwill amounted to €2,933.6m. a slight decline of 2.2 % compared with the previous year’s level of €2,998.7m.

> For further details, please refer to the section Goodwill in the Notes.

Property, plant and equipment

At the balance sheet date, property, plant and equipment totalled €4,133.3m, up by €436.0m year-on-year. Major additions to property, plant and equipment related to the construction, acquisition and renovation of hotels in the Hotels & Resorts segment and maintenance work on cruise ships and investments in aircraft. The majority of the disposals related to the disposal of advance payments for aircraft deliveries. In addition, impairment tests were performed and some assets, primarily hotels including land, were subsequently impaired.

Development of property, plant and equipment

€ million	30 Sep 2025	30 Sep 2024	Var. %
Hotels with land	1,967.1	1,950.3	+ 0.9
Other buildings and land	35.9	36.3	- 1.1
Aircraft	559.0	505.5	+ 10.6
Cruise ships	522.7	455.0	+ 14.9
Machinery and fixtures	405.8	406.5	- 0.2
Assets under construction	313.4	135.5	+ 131.3
Payments on accounts	329.4	208.3	+ 58.1
Total	**4,133.3**	**3,697.4**	**+ 11.8**

Right-of-use assets

As a lessee, TUI recognises right-of-use assets and lease liabilities in the statement of financial position in accordance with IFRS 16. Right-of-use assets relate to moveable assets such as aircraft, vehicles and cruise ships, as well as property such as hotel buildings and land, office buildings and travel agencies.

Investments in joint ventures and associates

Fifteen associates and 25 joint ventures were measured at equity. At €1,716.5m, their value increased by 13.9 % year-on-year as at the balance sheet date.

Development of the Group's current assets

Structure of the Group's current assets

€ million	**30 Sep 2025**	30 Sep 2024	Var. %
Inventories	69.0	66.4	+ 3.9
Trade accounts receivable and other financial assets[1]	1,150.4	1,213.3	- 5.2
Other non-financial assets[2]	1,203.0	1,105.9	+ 8.8
Current tax assets	122.3	35.0	+ 249.6
Cash and cash equivalents	3,120.2	2,848.2	+ 9.6
Assets held for sale	16.3	0.0	n. a.
Current assets	**5,681.1**	**5,268.8**	**+ 7.8**

[1] Incl. receivables from derivative financial instruments
[2] Incl. touristic prepayments

Financial position of the Group

Principles and goals of financial management

Principles

TUI Group's financial management is centrally operated by TUI AG, which acts as the Group's internal bank. Financial management covers all Group companies in which TUI AG directly or indirectly holds an interest of more than 50%. It is based on policies covering all cash flow-oriented aspects of the Group's business activities. In implementing a cross-border organisation approach, TUI AG has outsourced some of its treasury activities to First Choice Holidays Finance Ltd, a British Group company. However, the treasury activities are carried out on a coordinated and centralised basis.

Goals

TUI's financial management goals include ensuring sufficient liquidity for TUI AG and its subsidiaries and limiting financial risks from fluctuations in foreign exchange rates, commodity prices and interest rates as well as default risks associated with treasury activities.

Liquidity safeguards

The Group's liquidity safeguards consist of two components:

In the course of the annual Group planning process, TUI Group draws up a multi-annual financial budget, from which long-term financing and refinancing requirements are derived. This information and financial market observation to identify refinancing opportunities creates a basis for decision-making, enabling appropriate financing instruments for long-term corporate funding to be adopted at an early stage.

TUI uses syndicated credit facilities and bilateral bank lines as well as its liquid funds to secure sufficient short-term cash reserves. Through intra-Group cash pooling, excess cash of individual Group companies is used to finance the cash requirements of other Group companies. A weekly rolling liquidity planning system is the basis for arrangements with banks.

Limiting financial risks

The Group companies operate on a worldwide scale. TUI Group is therefore exposed to financial risks from changes in exchange rates, commodity prices and interest rates.

The key operating financial transaction risks relate to the euro, US dollar, pound sterling and Swedish krona and to changing fuel prices. They mainly result from cost items in foreign currencies held by individual Group companies, e.g. hotel procurement, aircraft fuel and bunker oil invoices or ship handling costs.

The Group has entered into derivative hedges in various foreign currencies in order to limit its exposure to risks from changes in exchange rates. Changes in commodity prices affect TUI Group, in particular, in procuring fuels such as aircraft fuel and bunker oil. Some of these price risks related to fuel procurement are hedged by derivative instruments. Where price increases can be passed on to customers due to contractual agreements, this is also reflected in our hedging behaviour.

Hedging cover is taken out ahead of the markets' customer booking profiles. This provides a degree of certainty over input costs when planning pricing and capacity.

In order to control risks related to changes in interest rates arising on international money and capital market funding and investments of liquid funds, derivative interest hedges are used on a case-by-case basis as part of the Group's interest management system.

In order to limit default risks from settlement payments for derivatives as well as money market investments with banks, TUI AG and First Choice Holidays Finance Ltd have defined credit rating criteria for the selection of their counterparties. Trading and transaction limits are allocated to these counterparties on the basis of the credit ratings issued by the major rating agencies. The credit ratings and the corresponding limits are regularly reviewed. In the event of changes in the fair value of derivatives or rating changes, new business with these counterparties may temporarily be suspended until the limits can be applied appropriately again.

The use of derivative hedges is based on underlying transactions; the derivatives are not used for speculation purposes.

> More detailed information on hedging strategies and risk management as well as financial transactions and the scope of such transactions at the balance sheet date is provided in the Risk report and the section Financial instruments in the Notes to the consolidated financial statements.

Capital structure

Capital structure of the Group

€ million	30 Sep 2025	30 Sep 2024	Var. %
Non-current assets	12,467.8	12,148.0	+ 2.6
Current assets	5,681.1	5,268.8	+ 7.8
Assets	**18,148.9**	**17,416.7**	**+ 4.2**
Subscribed capital	507.4	507.4	-
Capital reserves	7,980.4	7,980.4	-
Revenue reserves	- 6,725.4	- 7,531.5	+ 10.7
Non-controlling interest	924.2	817.9	+ 13.0
Equity	2,686.7	1,774.3	+ 51.4
Non-current provisions	1,431.2	1,515.3	- 5.5
Current provisions	548.4	479.3	+ 14.4
Provisions	1,979.7	1,994.6	- 0.8
Non-current financial liabilities	1,562.2	1,543.6	+ 1.2
Current financial liabilities	420.6	358.8	+ 17.2
Financial liabilities	1,982.8	1,902.4	+ 4.2
Non-current lease liabilities	1,768.7	2,057.4	- 14.0
Current lease liabilities	685.8	582.4	+ 17.8
Lease liabilities (IFRS 16)	2,454.4	2,639.7	- 7.0
Other non-current liabilities	424.8	496.7	- 14.5
Other current liabilities	8,613.4	8,608.9	+ 0.1
Other liabilities	9,038.2	9,105.6	- 0.7
Debt related to assets held for sale	7.1	-	n. a.
Liabilities	**18,148.9**	**17,416.7**	**+ 4.2**

Capital ratios

€ million	30 Sep 2025	30 Sep 2024	Var. %[1]
Non-current capital	7,873.6	7,387.4	+ 6.6
Non-current capital in relation to balance sheet total (%)	43.4	42.4	+ 1.0
Equity ratio (%)	14.8	10.2	+ 4.6
Equity and non-current financial liabilities	4,248.8	3,317.9	+ 28.1
Equity and non-current financial liabilities in relation to balance sheet total (%)	23.4	19.1	+ 4.4

[1] Variation in ratios are indicated in percentage points.

Overall, non-current capital increased by 6.6% to €7,873.6m. It accounted for 43.4% (previous year 42.4%) of the balance sheet total.

The equity ratio was 14.8% (previous year 10.2%). Equity and non-current financial liabilities accounted for 23.4% (previous year 19.1%) of the balance sheet total.

Equity

In the completed financial year, the capital stock of the Company was unchanged at €507,431,033.00, divided into 507,431,033 no-par value shares, each representing a pro rata amount of the capital stock of €1.00.

Provisions

Provisions mainly comprise provisions for pension obligations, tax provisions and provisions for typical operating risks classified as current or non-current, depending on expected likelihood. At the balance sheet date, they accounted for a total of €1,979.7m, up €15.0m year-on-year.

Financial and lease liabilities

Composition of financial liabilities and lease liabilities

€ million	30 Sep 2025	30 Sep 2024	Var. %
Bonds	1,013.6	990.6	+ 2.3
Liabilities to banks	964.8	907.4	+ 6.3
Other financial liabilities	4.4	4.4	-
Financial liabilities	**1,982.8**	**1,902.4**	**+ 4.2**
Lease liabilities	**2,454.5**	**2,639.8**	**- 7.0**

Non-current financial liabilities increased by €18.6m versus 30 September 2024 to €1,562.2m. The increase is mainly due to an increase in liabilities to banks.

> For more detailed information, please refer to chapter Financial and lease liabilities in the Notes to the consolidated financial statements.

Overview of TUI's listed bonds

The table below lists the maturities, nominal volumes and annual interest coupon of the listed convertible bonds issued in 2021 and in 2024.

Listed bonds

Capital measures	Issuance	Maturity	Initial amount in €m	Outstanding amount in €m	Interest rate % p.a.
2021 Convertible bonds	April/July 2021	April 2028	589.6	117.6	5.000
2024 Sustainability-linked senior notes	March 2024	March 2029	500.0	500.0	5.875
2024 Convertible bonds	July 2024	July 2031	487.0	487.0	1.950

2021 convertible bonds
The volume of the convertible bonds issued in 2021, partly repurchased in 2024, remained at €117.6m at the balance sheet date. The outstanding €117.6m were repurchased in full on 17 November 2025.

2024 sustainability-linked senior notes
The sustainability-linked senior notes issued in 2024 remained at €500.0m.

2024 convertible bonds
The convertible bond issued in 2024 remained at €487.0m.

Syndicated credit lines of TUI AG
In March 2025, the Company refinanced the existing syndicated credit facilities. As a result, TUI AG had syndicated credit lines totalling around €2.0bn at the end of the financial year under review, including a bank guarantee facility of €190.0m. The syndicated credit facilities have a tenor of five years and will mature in March 2030.

The interest rate for cash drawdowns is variable and depends on the short-term interest rate (EURIBOR or SONIA) and TUI's credit rating plus a margin.

At the balance sheet date, no cash drawdowns had been made on the syndicated credit facility.

2018 Schuldschein
The promissory notes (Schuldschein) issued in 2018 for an initial amount of €425.0m, which had a volume of €242.0m outstanding at the end of the last financial year, were reduced to €32.5m through further scheduled repayments of two tranches totalling €209.5m in July 2025.

2025 Schuldschein
In July and August 2025, TUI AG issued further promissory notes (Schuldschein) totalling €295.5m with tenors of three and five years.

Bank credits and lease liabilities
Liabilities to banks largely relate to TUI AG's promissory notes (Schuldschein) worth €328.0m as well as liabilities from the funding of aircraft and hotel complexes.

Lease liabilities essentially relate to aircraft funding and hotel leases.

> For further details please refer to the section Financial and lease liabilities in the Notes to the consolidated financial statements.

Other liabilities
The combined figure for other liabilities mainly includes trade payables and customer deposits. At €9,038.2m it was €67.3m up year-on-year.

Key credit facilities

Syndicated credit facilities of TUI AG
TUI AG's syndicated credit facility of around €2.0bn included a tranche of €190.0m for bank guarantees. At the balance sheet date, no cash drawdowns had been made from this credit facility. An amount of €139.0m was drawn from this credit facility through the use of bank guarantees.

Bilateral credit facilities of TUI AG with banks
In December 2023, TUI AG agreed a credit line of €50.0m with an unlimited term with a bank. In October 2023, TUI AG agreed a further credit line of €50.0m with a term of one year with another bank, which was extended by a further year to October 2025 before expiry. In October 2025, a new credit line with a one-year term of €90.0m was agreed with that bank. Credit utilisation under both facilities is subject to floating interest rates. Each of the two credit lines can be terminated with immediate effect by either the respective bank or TUI AG. As at the balance sheet date, no amounts had been drawn from the two credit lines.

Bilateral guarantee facilities of TUI AG with banks
In October 2023, TUI AG concluded a guarantee facility of up to €430.0m with a bank in order to meet a regulatory requirement. As of 30 September 2025, an amount of €413.4m had been drawn from that facility.

In addition, TUI AG concluded further bilateral guarantee facilities totalling €54.6m for the provision of bank guarantees in the framework of its ordinary business activities. Some of the guarantees have a term of several years. A commission in the form of a fixed percentage of the maximum guaranteed amount is charged for the guarantees. As at the balance sheet date, an amount of €7.5m had been under these guarantee facilities.

Obligations from financing agreements

The Schuldschein worth a nominal amount of €328.0m, the 2021 convertible bond worth a nominal amount of €589.6m (of which €117.6m remains outstanding after the buyback in July 2024), the sustainability-linked senior notes worth a nominal amount of €500.0m, the 2024 convertible bond worth a nominal amount of €487.0m and the credit and guarantee facilities for TUI AG contain a number of obligations.

Under its syndicated credit facility worth around €2.0bn, TUI AG has a duty to comply with a certain financial covenant (as defined in the contracts). This requires compliance with a net-debt-to-EBITDA ratio, calculating TUI Group's relative charge from financial liabilities. Net debt must not exceed 3.0 times EBITDA. The financial covenant is determined every six months. In addition, among other things, TUI's scope for pledging or selling assets, acquiring other companies or shareholdings, or effecting mergers has been restricted.

The Schuldschein worth a nominal amount of €328.0m, the 2021 convertible bond worth a nominal amount of €589.6m (of which €117.6m remains outstanding after the buyback in July 2024), the sustainability-linked senior notes worth a nominal amount of €500.0m, the 2024 convertible bond worth a nominal amount of €487.0m and the credit and guarantee facilities for TUI AG also contain clauses typical of financing instruments of this type. Non-compliance with these obligations awards the lenders the right to call in the facilities and terminate the financing schemes for immediate repayment.

Ratings by Standard & Poor's and Moody's

TUI AG ratings

	2021	2022	2023	2024	**2025**	Outlook
Standard & Poor's	CCC+	B-	B	B+	BB-	stable
Moody's	Caa1	B3	B2	B1	Ba3	stable
Fitch					BB	stable

In the wake of the COVID-19 pandemic, both Standard & Poor's and Moody's successively lowered TUI's rating to "CCC+" and "Caa1", respectively, in 2020. In the course of economic recovery, continuous rating improvements have been achieved since financial year 2022.

In financial year 2025, the rating agencies Standard & Poor's and Moody's upgraded their TUI ratings further to "BB-" (stable outlook) (Standard & Poor's) and "Ba3" (stable outlook) (Moody's), reflecting TUI's continued strong operating performance and the strategic initiatives launched in February 2025 and March 2025.

The sustainability-linked senior notes of €500.0m issued in March 2024 also obtained ratings of "BB-" (Standard & Poor's) and "Ba3" (Moody's).

In February 2025, rating agency Fitch published a rating for TUI AG for the first time. The initial rating of "BB (stable outlook)" reflects both TUI's business model and market position and TUI's financial indicators.

Financial stability target

TUI is aiming to achieve an improved credit rating to finance the further development of the Company. Due to the temporary flight ban for the Boeing 737 Max aircraft type and subsequently the effects of the COVID-19 pandemic, the ratings were lowered from the "BB" and "Ba" range to "CCC+" and "Caa1" in 2020. The improvements in operating and debt ratios associated with the end of the COVID-19 pandemic and the stabilisation of the refinancing profile have now led to an improvement in the rating to BB- (Standard & Poor's) and Ba3 (Moody's) as well as an initial rating of BB from Fitch. We aim to achieve further stabilisation in our current ratings in a BB range in order to further stabilise our borrowing costs and maintain our broad access to debt capital markets. As an indicator for financial stability, we have defined a net leverage ratio along the following basic lines:

Net leverage ratio

€ million	**30 Sep 2025**	30 Sep 2024
Financial debt	1,982.8	1,902.4
plus: Lease liabilities	2,454.4	2,639.7
less: Cash and cash equivalents	3,120.2	2,848.2
less: Other current financial assets	12.1	53.4
Net debt	**1,304.9**	**1,640.5**
EBITDA (underlying)	2,271.6	2,119.7
Net leverage ratio	**0.6**	**0.8**

Due to the reduction in net debt and the improvement in our (underlying) EBITDA, our net leverage ratio improved to 0.6x in financial year 2025 (previous year: 0.8x). In the medium term, we target to improve the net leverage ratio to below 0.5x.

> Please see section on Capital management in the Notes to the consolidated financial statements.

Interest and financing environment

In the financial year under review, short-term interest rates continued to decline and largely stabilised in the second half of the year. From mid-2025, the European Central Bank did not adjust interest rates any further, while the US Fed slightly lowered interest rates in September 2025 for the first time since the end of 2024.

In the course of the financial year under review, quoted credit margins (based on CDS levels) for corporates on sub-investment grades, such as TUI AG, remained largely constant.

Liquidity analysis

At the balance sheet date, TUI AG, the parent company of TUI Group, held cash and cash equivalents worth €0.5bn.

Restrictions on the transfer of liquid assets

At the balance sheet date, there were restrictions worth around €0.7bn (previous year €0.7bn) on the transfer of liquid assets within the Group that might significantly impact the Group's liquidity, such as restrictions on capital movements and restrictions due to credit agreements concluded.

Change of control

Significant agreements taking effect in the event of a change of control due to a takeover bid are outlined in the chapter on Information required under takeover law.

> See chapter Information required under takeover law

Cash flow statement

Summary cash flow statement

€ million	2025	2024
Net cash inflow from operating activities	+ 2,058.2	+ 1,910.8
Net cash outflow from investing activities	- 672.2	- 604.3
Net cash outflow from financing activities	- 1,086.1	- 531.4
Change in cash and cash equivalents with cash effects	**+ 299.8**	**+ 775.1**

The cash flow statement shows the flow of cash and cash equivalents on the basis of a separate presentation of cash inflows and outflows from operating, investing and financing activities. The effects of changes in the group of consolidated companies and of foreign currency translation are eliminated.

In the period under review, cash and cash equivalents increased by €272.2m to €3,120.4m.

Cash inflow from operating activities

In the completed financial year, the cash inflow from operating activities totalled €2,058.2m (previous year + €1,910.8m). This amount includes interest payments received of €85.9m (previous year €88.5m), dividends of €268.1m from companies measured at equity (previous year €67.2m) and dividends of €2.8m from non-consolidated companies and other investments (previous year €0.1m). Income tax payments resulted in a cash outflow of €199.5m (previous year €152.2m).

Cash outflow from investing activities

In financial year 2025, the cash outflow from investing activities totalled €672.2m (previous year €604.3m). This amount includes a cash outflow for capital expenditure related to property, plant and equipment and intangible assets of €738.9m, of which €5.2m represents capitalised borrowing costs (previous year €0.0m). The Group recorded a cash inflow of €68.4m from the sale of property, plant and equipment and intangible assets.

TUI received €21.2m from the disposal of interests in three associates of the Musement segment, one associate and one joint venture in the Central Region source market. A capital reduction of the associate Midnight Canada, Inc. resulted in an inflow of €9.0m to TUI. The sale of money market funds generated €4.2m. TUI Group contributed €6.7m to the capital increase of the Global Hospitality Fund. During the reporting period, €29.2m was paid for the acquisition of 20% of the shares in the Swiss tour operator Bentour AG and 50% of the shares in a hotel company operating in Zanzibar.

Cash outflow from financing activities

The cash outflow from financing activities totalled €1,086.1m (previous year €531.4m). TUI AG received €295.5m from the issuance of promissory notes (Schuldschein). Transaction costs of €13.0m were incurred for the extension of TUI AG's syndicated credit facility. Other TUI Group entities raised loans amounting to €107.3m, incurring transaction costs of €0.5m. During the financial year under review, TUI AG made scheduled repayments of two tranches of promissory notes totalling €209.5m. Further repayments of financial liabilities amounted to €837.4m, of which €580.0m related to lease liabilities. The disposal of a 20% stake in the consolidated Swedish tour operator Nazar resulted in an inflow of €0.7m. Interest payments totalled €329.7m, and dividends paid to non-controlling interests amounted to €99.5m.

Change in cash and cash equivalents

€ million	2025	2024
Cash and cash equivalents at the beginning of period	**+ 2,848.2**	**+ 2,060.5**
Changes due to changes in exchange rates	- 27.7	+ 12.5
Cash changes	+ 299.8	+ 775.1
Cash and cash equivalents at the end of period	**+ 3,120.4**	**+ 2,848.2**

Cash and cash equivalents comprise all liquid assets, i.e. cash in hand, bank balances and cheques.

> For further information, please refer to the section on can be found in the Cash flow statement and the section on Notes to the cash flow statement.

Analysis of investments

The development of fixed assets, including property, plant and equipment, intangible assets, shareholdings and other financial investments, is presented in the section on Net assets in the Management report. Additional explanatory information is provided in the Notes to the consolidated financial statements.

Net capex and investments

€ million	**2025**	2024	Var. %
Gross capex			
Hotels & Resorts	353.7	318.5	+ 11.1
Cruises	69.4	53.3	+ 30.2
TUI Musement	23.6	23.9	- 1.3
Holiday Experiences	446.7	395.7	+ 12.9
Northern Region	26.9	29.1	- 7.6
Central Region	18.4	15.9	+ 15.7
Western Region	15.7	14.9	+ 5.4
Markets + Airline[1]	118.1	72.5	+ 62.9
All other segments	126.2	142.2	- 11.3
TUI Group	**691.1**	**610.4**	**+ 13.2**
Net pre delivery payments on aircraft	8.8	49.8	- 82.3
Financial investments	36.2	78.8	- 54.1
Divestments	- 60.4	- 136.9	+ 55.9
Net capex and investments	**675.7**	**602.2**	**+ 12.2**

[1] Including €57.1m gross capex relating to airline (previous year €12.6m)

In the financial year under review, TUI Group's gross capital expenditure amounted to €691.1m, up 13.2% year-on-year. Hotels & Resorts recorded a strong increase, driven by higher capital expenditure, particularly in Riu. The increase was also attributable to higher gross capex in our airline. The year-on-year decline in financial investments was mainly due to the pro-rata capital injection into Pep Toni Hotels S.A. included in the previous year. Divestments were significantly down year-on-year, as higher sales proceeds in Hotels & Resorts, including subsequent inflows from the sale of shares in Riu Hotels S.A. in financial year 2021, had been included in the previous year.

The table below shows a reconciliation of capital expenditure to additions to TUI Group's other intangible assets and property, plant and equipment.

Reconciliation of capital expenditure

€ million	**2025**	2024
Gross capex	**691.1**	**610.4**
Additions of right-of-use assets	4.1	9.6
Advance payments for future aircraft deliveries	200.6	102.0
Other non-cash changes	9.9	17.8
Additions to other intangible assets, property, plant and equipment	**905.6**	**739.8**

Investment obligations

Order commitments

Due to agreements concluded in financial year 2025 or in prior years, order commitments for investments totalled €1,952.1m as at the balance sheet date. This total included an amount of €993.5m for scheduled investments in financial year 2026.

> For further details, please refer to the section Other financial commitments in the Notes to the consolidated financial statements.

Net debt

As of 30 September 2025, net debt declined by €335.6m year-on-year to €1,304.9m.

Net debt

€ million	**30 Sep 2025**	30 Sep 2024	Var. %
Financial debt	1,982.8	1,902.4	+ 4.2
plus: Lease liabilities	2,454.4	2,639.7	- 7.0
less: Cash and cash equivalents	3,120.2	2,848.2	+ 9.6
less: Short-term interest-bearing investments	12.1	53.4	- 77.4
Net debt	**1,304.9**	**1,640.5**	**- 20.5**

NON-FINANCIAL DECLARATION OF TUI GROUP

For TUI Group, sustainability in all three dimensions – economic, environmental and social – is a fundamental management principle. We firmly believe that sustainability is critical to long-term economic success. We understand sustainable transformation as an opportunity.

Ever since the year 2000, TUI provided Group-level information on sustainability matters in its Annual Report. The sustainability declaration published for financial year 2025 constitutes the combined non-financial declaration of TUI AG and TUI Group. The non-financial declaration was prepared pursuant to sections 289b et seq. and 315b to 315c of the German Commercial Code (HGB) and based on application of part of the European Sustainability Reporting Standards, (ESRS, EU 2023/2772), which are derived from the EU Corporate Sustainability Reporting Directive, CSRD, EU 2022/2464.

Regardless of the legal uncertainly resulting from the lack of transposition of the CSRD Directive on Sustainability Reporting into German legislation as at the reporting date, TUI Group has decided to apply the ESRS derived from the CSRD for the first time in preparing the combined non-financial declaration of TUI Group as a framework pursuant to section 315c (3) in combination with section 289d of the German Commercial Code (HGB). The 2025 reporting is based for the first time on the European Sustainability Reporting Standards (ESRS) and has been adjusted in preparation for the implementation of European regulation. Prior-year figures, unless stated otherwise, have not been restated; therefore, comparability with previous reports is limited.

This declaration complements TUI Group's management report contained in the present Annual Report and presents key developments in non-financial matters. The contents of this declaration were examined by TUI Group's Supervisory Board pursuant to section 171 (1) of the German Stock Corporation Act (AktG). The declaration was also reviewed by our independent auditor, who issued a limited assurance opinion.

The declaration is a component of our Annual Report 2025, which is published as an online report and as a pdf file on our corporate website.

In the framework of our double materiality assessment process, required under CSRD, we have identified the material impacts, risks and opportunities (IROs) for each topical ESRS standard, resulting in disclosure of the following ESRS sustainability topics:

- General disclosures in accordance with ESRS 2
- Climate change (E1)
- Disclosures under the EU Taxonomy Regulation (EU) 2020/852
- Own workforce (S1)
- Workers in the value chain (S2)
- Consumers and end-users (S4)
- Business conduct (G1)

CONTENTS NON-FINANCIAL DECLARATION

General information pursuant to ESRS 2

General basis for preparation of the non-financial declaration (BP-1)

This non-financial declaration was prepared on a consolidated basis for TUI Group as a whole. The scope of consolidation applied by TUI is the same as for the consolidated financial statements. This non-financial declaration therefore comprises TU AG and all subsidiaries included in consolidation.

For further information, please refer to the section Principles and methods of consolidation in the Notes

Climate change-related disclosures additionally included TUI Cruises as a joint venture between TUI AG and Royal Caribbean Cruises Ltd. in relation to the targets. Reference to the inclusion is provided in the relevant sections. All disclosures in this statement refer to financial year 2025, i.e. the period from 1 October 2024 to 30 September 2025. In preparing the non-financial declaration, both the upstream and downstream value chains were included in the analysis of material impacts, risks, and opportunities, as well as in the identification of relevant management approaches, actions and targets. The impacts, risks, and opportunities arising from the double materiality assessment in relation to the value chain are presented in the sections dealing with the relevant topics in this statement.

TUI has not omitted any information relating to intellectual property, know-how, or the results of innovation. Furthermore, TUI has not made use of the exemption from disclosure as provided for in articles 19a (3) and 29a (3) of Directive 2013/34/EU, which relates to future developments or matters.

The non-financial declaration was based on application of part of the European Sustainability Reporting Standards.

For further information on the scope of application, please refer to the section Disclosure requirements included in ESRS and covered by TUI Group's Non-financial declaration (IRO-2).

Disclosures in relation to specific circumstances (BP-2)

Application of targets and metrics in the section Climate change (E1)

In section ESRS E1-6 TUI uses the same scope of consolidation for Scope 3 calculations as for Scopes 1 and 2. All emission categories are calculated using recognised methods in accordance with the Greenhouse Gas Protocol's Corporate Value Chain (Scope 3) Standard, primarily using the spend-based and average value methods. To improve accuracy and data quality, TUI is working to continually increase the use of primary data. The scope of the Science Based Targets (SBT), as specified in section ESRS E1-4, differs from the scope of consolidation of the metrics specified in ESRS E1-6. For TUI Airlines, the ESRS and SBT scope are aligned. For Cruises, TUI Cruises (Mein Schiff and Hapag-Lloyd fleets) remain in scope for SBT but are considered out of scope for ESRS. Marella Cruises remain in scope for SBT and are also included in scope for ESRS. TUI River Cruises are out of scope for SBT (not operational in 2019 base year) but are included in scope for ESRS. For Hotels the SBT scope remains unchanged (owned, managed and leased hotels in the TUI Hotels & Resorts portfolio) but hotels that do not align with the financial consolidation approach are out of scope for ESRS reporting.

Reporting in accordance with TCFD (Task Force on Climate-related Financial Disclosures)

Over the past two financial years, TUI AG's climate-related disclosures were reported in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). That reporting structure has become a globally recognised framework actively requested by investors, rating agencies and other stakeholders.

In 2025, TUI AG developed its reporting further with its first-time application of the European Sustainability Reporting Standards (ESRS) as the framework for its non-financial declaration. The Standards, in particular ESRS E1 Climate Change, largely reflect the TCFD's recommendations.

The TCFD Index reference matrix in the Corporate governance report assigns the individual TCFD recommendations to the corresponding passages in the Standards, ensuring compliance with both regulatory requirements and international expectations.

The first-time application of the CSRD in financial year 2025 resulted in changes in the presentation of sustainability disclosures versus previous years' reporting.

In 2023, a climate risk analysis was carried out as part of TCFD reporting. The time horizons underlying that analysis differed from those used for the double materiality assessment. The results of the climate risk analysis were re-examined in the materiality assessment carried out in the financial year under review, using the time horizons specified in the CSRD, and validated to determine their current relevance. Following validation, the time horizons applied correspond to those defined by the ESRS.

Disclosures under the EU Taxonomy Regulation (EU) 2020/852

In financial year 2025, the internal reports forming the basis for calculating revenues for economic activity 2.1 'Hotels, holiday, camping grounds and similar accommodation' were comprehensively redesigned. To ensure year-on-year comparability, the revenues for financial year 2024 were adjusted accordingly. Furthermore, these revenues have been adjusted to eliminate duplicate entries that were included in the previous year.

Incorporation by reference

The following disclosures were incorporated in this non-financial declaration by reference.

- Disclosures according to ESRS 2 SBM-1 – Description of the business model, strategy and value chain is incorporated in the Non-financial declaration by reference.
- Disclosures according to ESRS E1-3 Climate change mitigation actions are incorporated to the Risk report by reference.

Governance

The role of the administrative, management and supervisory bodies (GOV-1)

TUI Group's administrative, management and supervisory bodies include the Executive Board and the Supervisory Board. The Supervisory Board advises and monitors the Executive Board in the management of the Company. The Supervisory Board is responsible for appointing the members of the Executive Board. The Executive Board represents the Group in all legal and business matters. The Executive Board and the Supervisory Board closely cooperate in managing and supervising the Company. Overall responsibility for managing the Company rests with the Executive Board. All members of the Executive Board are jointly responsible for the management of the Company. In addition, each member of the Executive Board is responsible for their own area of responsibility.

For further information on individual members of the Executive Board and Supervisory Board, please refer to the chapter Corporate governance in the section Supervisory Board and Executive Board and our website
https://www.tuigroup.com/en/investors/corporate-governance/management-information

As at 30 September 2025, the Executive Board and Supervisory Board were composed as follows:

Executive and non-executive members of the administrative, management and supervisory bodies

Executive and non-executive members of the administrative, management and supervisory bodies	Executive Board	Supervisory Board
Number of executive members	5	0
Number of non-executive members	0	20

Definitions, assumptions and calculation methods:

- The management and supervisory bodies are the Supervisory Board and the Executive Board of TUI AG.
- The Executive Board of TUI AG consists of executive members, while the Supervisory Board of TUI AG consists of nonexecutive members.

The composition of the Supervisory Board is based on the German Industrial Co-Determination Act (MitbestG) and the Articles of Association of the Company. With ten representatives each, the Supervisory Board is therefore composed of an equal number of shareholder representatives and employee representatives as at 30 September 2025. Employee representatives within the meaning of the MitbestG include one executive employee (section 5 (3) of the German Works Constitution Act) and three trade union representatives.

As at 30 September 2025, women accounted for 20% of Executive Board members (one female, four male). On the Supervisory Board, women accounted for 45% of the members (nine female, eleven male). Independent members account for 45% of the Supervisory Board members. Nine shareholder representatives on the Supervisory Board are classified as independent from the Group, its Executive Board and its majority shareholder. In accordance with Recommendation C.1

of the German Corporate Governance Code (DCGK), the Supervisory Board has developed a skills and expertise profile for the Supervisory Board as a whole and has established targets for the composition of the Board.

Together the members of the Supervisory Board cover all the skills, knowledge and experience considered to be essential with regard to TUI Group's business activities.

These include:

- Experience relevant to the tourism sector
- Strategy, innovation
- IT, digitalisation
- Accounting
- Auditing
- Sustainability reporting
- Capital market
- Risk management
- Internal control system
- Compliance
- HR
- Sustainability, corporate governance

The qualification assessment of the Supervisory Board members is carried out through a structured self-assessment based on a detailed set of criteria. The results are made comparable and then validated against CVs and other information by the chair of the Supervisory Board. In the event of any uncertainties, evidence may be requested, which was not necessary for the current qualification matrix.

For further information on the qualification matrix, please refer to the section Qualification matrix of the Supervisory Board in the Corporate governance Report.

For further information on the current status of implementation of the qualification profile, please refer to https://cdn.sanity.io/files/b6xulh2p/production/9504b5f820486042aebadb3b79247263ed692f11.pdf

All members of the Executive Board have experience relevant to TUI's sectors, products, services and geographical locations, as well as other expertise relevant to their responsibilities. Sustainability is a task affecting various areas - environmental, social and governance (ESG) - and thus different areas of responsibility of Executive Board members. In order to ensure that the expertise of the Executive Board covers the material impacts, risks and opportunities facing the Company, particular attention is paid to ensuring that members have access to additional sources of knowledge. In particular, the Executive Board makes use of the opportunity to consult specialised experts in order to obtain in-depth analyses and recommendations on specific ESG issues as needed. These measures strengthen the Executive Board's ability to develop and implement a sound strategy comprehensively addressing the Company's sustainability goals.

The need for the Board to reflect different educational and professional backgrounds arises from the obligation to conduct business in accordance with the law, the Articles of Association and the Terms of Reference. In addition, the backgrounds of the Executive Board as a whole and its individual members should reflect the following key components:

- The Board members should have long-standing management experience, preferably also gained abroad.
- The Board as a whole should have comprehensive expertise and long-standing experience in tourism.
- The Board as a whole should have long-standing experience in the areas of strategy, innovation, IT and digitalisation, sustainability, distribution, finance, risk management and HR.

For further information, please refer to the section Diversity concepts for the composition of the Executive Board and Supervisory Board in the Corporate governance report.

Responsibilities and roles

Various committees and individuals are responsible for monitoring sustainability-related impacts, risks and opportunities at TUI. The ultimate responsibility for managing, monitoring and supervising sustainability-related impacts, risks and opportunities lies with the Executive Board and the Group Executive Committee. While the Group Sustainability Team is in charge of operational implementation, the management and supervisory bodies are regularly informed and set the strategic direction.

Governance and reporting
TUI Group has a governance structure in place that determines roles and responsibilities, specified in greater detail in the Annual Report including the Sustainability Report. The Chief Financial Officer (CFO) oversees the reporting process.

Building competences and expertise
The sustainability-related expertise of the members of the Executive and Supervisory Boards is continually upgraded by participating in dialogue formats on sustainability development and discussions with the Group Sustainability team and external experts.

Governance and sustainability management

SUPERVISORY BOARD
Regular updates by CSO

EXECUTIVE BOARD AND GROUP EXECUTIVE COMMITTEE
Monthly updates by the CSO

GROUP SUSTAINABILITY COUNCIL
Coordination of strategic decisions and priorities with CEO and CSO

GROUP SUSTAINABILITY TEAM
Develops, implements, and embeds the TUI Sustainability Agenda, with a focus on the environmental, economic and social aspects set out in the UN Sustainable Development Goals.

RISK OVERSIGHT COMMITTEE (ROC)
Reviews risks and ensures any changes in regulation and legislation are taken into consideration. Regular meetings with the Group Risk Department. Annual update to the ROC.

Supervisory Board
The Supervisory Board monitors the incorporation of sustainability aspects into corporate planning, in particular with regard to the composition and remuneration of the Executive Board and the sustainability-related competence of the committees.

Audit Committee
The Audit Committee of the Supervisory Board is in charge of monitoring accounting, the effectiveness of the internal control and risk management system, the audit of the financial and sustainability reports and compliance.

Executive Board and Group Executive Committee
Overall responsibility for sustainability and associated decision-making lies with TUI AG's Executive Board. The Group Executive Committee (GEC) manages TUI's business strategically, sets the long-term objectives for sustainable development and ensures implementation of the Sustainability Agenda. The Chief Executive Officer (CEO) is responsible for monitoring sustainability management.

Chief Sustainability Officer (CSO)
The Group Director Corporate & External Affairs, a member of the Group Executive Committee, assumes the role of Chief Sustainability Officer (CSO) and reports directly to the CEO. The CSO is in charge of developing and managing the sustainability strategy and provides monthly progress updates to the Executive Board and the GEC as well as regular updates to the Supervisory Board.

Sustainability Council

The Sustainability Council decides on priorities and projects for the TUI Sustainability Agenda. Managers report on progress made in achieving targets, particularly in relation to science-based targets, and agree on any further steps that may be necessary. The Council is headed by the CEO and CSO and provides regular reports to the relevant bodies.

Group Sustainability Team

The Group Sustainability Team develops, implements and manages the Sustainability Agenda in line with the environmental, economic and social aspects set out in the UN Sustainable Development Goals. It reports to the CSO and supports the operational implementation of the sustainability strategy.

Group Risk Oversight Committee

The Risk Oversight Committee reviews sustainability-related risks, taking account of any changes in legislation, and closely cooperates with the Risk department. It provides an annual update on the risk situation.

Information provided to and sustainability matters addressed by the Company's administrative, management and supervisory bodies (GOV-2)

The Sustainability Council, the Group Executive Committee, the Supervisory Board and the Audit Committee of the Supervisory Board deal with sustainability aspects at regular meetings. The CSO provides a monthly update on material impacts, risks and opportunities, the implementation of due diligence in sustainability and the results and effectiveness of management approaches, actions, metrics and targets adopted to address them to the Executive Board, with regular updates submitted to the Supervisory Board. Moreover, the Executive Board is regularly updated about the key sustainability risks in the framework of the Group's risk management process in order to be able to oversee the Company's strategy and its decisions on major transactions. The Risk Oversight Committee (ROC) reviews and assesses the impacts, opportunities and risks arising within the Group and reports all material developments and changes to the Executive Board.

TUI's corporate strategy and risk mitigation measures are aligned to the material impacts, risks and opportunities identified, as outlined in the relevant management approaches. Where relevant, trade-offs with other corporate decisions are taken into account. All material impacts, risks and opportunities were presented to the Audit Committee of the Supervisory Board.

Integration of sustainability-related performance in incentive schemes (GOV-3)

TUI Group's remuneration systems are based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the requirements of the German Stock Corporation Act. The remuneration of the Executive Board comprises a long-term (long-term incentive, LTI) and a short-term (short-term incentive, STI) remuneration component.

Progress delivered towards certain sustainability targets is included in the STI as an ESG factor. A deliberate choice was made not to incorporate an ESG component in the LTI. Integrating an ESG factor in the STI facilitates tracking annual progress towards the strategic milestone plan, which simplifies target-setting and reduces the complexity of the system.

The ESG factor consists of three equally weighted sub-targets set by the Supervisory Board for the relevant financial year as Environmental (e.g. reduction of CO_2 emissions), Social (e.g. employee satisfaction) and / or Governance (e.g. promotion of compliance/integrity) targets. As a result, sustainability-related metrics are included in the general remuneration systems.

The following three sustainability-related targets were included in the ESG factor for financial year 2025:

- Delivering reductions in CO_2 emissions of the airline, hotels and cruises based on the targets of TUI's Sustainability Agenda 2030
- Increasing customer satisfaction
- Increasing employee satisfaction

At financial year-end, the Supervisory Board carries out an evaluation of target achievement and determines a multiplier between 0.8 and 1.2 as the ESG factor. In financial year 2025, the Supervisory Board determined an ESG factor of 1.1 for the active members of TUI AG's Executive Board based on target achievement in all three sub-areas. In financial year 2025, the proportion of the Executive Board's variable remuneration linked to sustainability-related targets ranges between 9.1% and 10%.

For further details on the remuneration system, please refer to the Remuneration report.

In the framework of short-term variable remuneration (STI), the Net Promoter Score reflects the increase in customer satisfaction, as outlined in the chapter on Consumers and end-users. Employee satisfaction is reflected in the metric used in the Engagement Index of the annual Employee Survey, as outlined in the chapter on Own workforce.

The metrics relating to reductions in the CO_2 emissions of TUI Airline include Scope 1 and 3, category 3 emissions. For TUI Hotels & Resorts Scope 1 and 2 emissions are considered. They are in line with the targets outlined in E1-4, described in the chapter on Climate Change (E1).

For further details, please refer to the section Climate change (E1).

As the STI programme uses a multiplier, the proportion of variable remuneration and total remuneration dependent on sustainability-related targets and metrics cannot be expressed in one fixed percentage but can only be calculated for the respective year in which the STI is paid.

The terms of incentive schemes for the Executive Board are approved and updated by the Supervisory Board. The Supervisory Board conducted the annual review of the appropriateness of the Executive Board remuneration.

Integration of sustainability-related performance in incentive schemes (ESRS 2 GOV-3 E1)

The sub-target for greenhouse gas emission reductions relevant to remuneration is aligned with the targets reported in the chapter Climate Change (E1). Due to the inclusion of a multiplier in the remuneration system, the percentage of acknowledged Executive Board remuneration dependent on climate-related considerations ranges between 1.3% and 1.9%, depending on the total remuneration granted and owed for financial year 2025.

For further details, please refer to the Remuneration report, II.3 Remuneration granted and owed within the meaning of section 162 (1) sentence 1 AktG in financial year 2025.

Statement on due diligence (GOV-4)

The section below explains how the main features and stages of the due diligence process, as described in ESRS 1, Section 4, are incorporated into this non-financial declaration.

Main features and stages of the due diligence process

Main features of the due diligence process	Reference
a) Integration on due diligence into governance, strategy and business model	ESRS 2, SBM-1, SBM-2, SBM-3 and the management approaches outlined in the topic-related chapters
b) Integration of stakeholders in all elements of due dilligence	ESRS 2, SBM-2 and the relevant chapters S1, S2 and S4
c) Determination and assessment of negative impacts	ESRS 2, IRO-1: Corresponding disclosures on management approaches outlined in the topic-related chapters
d) Measures taken to manage negative impacts	Details in particular in each topic-related chapter
e) Tracking the effectiveness of these efforts and communication	Details on targets and target supervision in each topic-related chapter

Risk management and internal control system in relation to the sustainability reporting process (GOV-5)

Binding sustainability reporting at TUI follows an established procedure under which various functions, in particular Group Sustainability and Group Human Resources, have prepared the annual non-financial declaration under the aegis of Group Financial Accounting & Reporting to date.

We are aware that the inherent risk of error has increased due to the novelty and dynamism of the regulations and the resulting ambiguities in the interpretation of the rules, as well as the new data points to be collected. In response to this, during implementation we focused risk management primarily on materiality assessment, data availability and appropriate reporting. As there was little experience in the market with the extensive new reporting requirements, especially at the start of the project, we regularly sought support from external consultants for assurance purposes.

A key aspect of risk mitigation was the preparation of a draft report at an early stage between March and May 2025. This enabled us to derive a number of focus points to ensure ESRS-compliant reporting as per 30 September 2025, at the end of the financial year under review. In drafting the report itself, we also observed the market and drew conclusions regarding the content and granularity of our own reporting. We provide information on the integration of sustainability risks into the Group-wide risk management system under IRO-1.

The non-financial internal control system (n-ICS) is less formalised. For the first-time preparation of the CSRD report, we mapped and documented the existing control system. The goal is to integrate the core controls identified into the existing minimum control system for financial reporting. The focus is on quantitative data points, as qualitative information is quality-assured within the framework of several reporting loops.

The core n-ICS framework consists of the electronic reporting systems for E- and S-related data. These are subject to the regulatory framework governing general Group-wide IT controls, such as access controls, functional separation, processing controls, protections against intentional and unintentional falsification of data and documents, and controls relating to service provider management.

Group Audit played an advisory role in establishing and developing the n-ICS and contributed to the framework by auditing the reporting systems and the determination of specific metrics. n-ICS development going forward will focus on the formalisation of data collection and reporting processes for the quantitative data points.

This established governance system was used to prepare for the extended sustainability reporting requirements. The progress delivered in the project and the next steps were discussed at monthly management meetings involving the relevant divisional heads. Ultimate responsibility lies with the CFO, who was kept regularly updated.

Progress reports were presented to the Audit Committee at its meetings in November 2024, May 2025 and, after the end of the financial year, in November 2025.

Strategy

Business model and value chain (SBM-1)

> For data point ESRS 2 SBM-1 40 a) i/ii, please refer to the section on TUI Group reporting structure in Corporate profile and the chapter TUI Group strategy

For data point ESRS 2 SBM-1 40 a) iii Geographical breakdown of the workforce, please refer to the standard Own workforce (S1), table Breakdown of employees by country

TUI offers the services outlined in the section on Corporate Profile for millions of customers across the entire customer journey. The service portfolio covers the entire range of tourism offerings, i.e. package holidays, components, hotels, flights, tours, experiences and car rental. We strive to live up to our claim “Excellence in Leisure Experiences” at every point of contact with our guests, in both the physical and the digital world.

In order to secure business operations across the entire customer journey, TUI depends on cooperation with suppliers from different sectors, mainly supplying:

- Hotels and Resorts: land, buildings, power, water, food and beverages as well as other materials and products required for hotel operation and facilities
- Cruises: ships, fuel, food and beverages as well as other materials and products required to operate and equip cruise liners
- TUI Musement: vehicles, equipment, fuel, buildings, excursions and experience offerings, tour reps and other inputs from various suppliers
- Markets + Airline: aircraft, fuel, food and beverages as well as other materials and products required to operate and equip aircraft
- All other Segments: power, buildings, water, technical equipment, office facilities

We work with a wide range of business partners to create TUI Group’s products and services. Inputs are sourced from a global supplier base, and TUI also works directly and indirectly with a wide range of business partners in the downstream value chain. Key suppliers include the manufacturers and suppliers of the above-mentioned inputs. In addition, TUI depends on cooperation and agreements with governments, authorities, trade unions and other stakeholders such as civil aviation, maritime, environmental, health and safety authorities, industry associations and other parties. Depending on the availability, quality and price of raw materials, TUI Group sources these from various regions and countries.

The Group offers its products and services to many different customers and intermediaries, including holidaymakers, cruise passengers, hotel guests, customers looking for local experiences, tour operators, travel agencies and online platforms. Distribution is carried out through direct marketing as well as B2C and B2B channels. Downstream, TUI works in particular with waste management companies in operating its own hotels, cruise ships and hotels, and with other providers of tourism services.

TUI Sustainability Agenda and TUI People Strategy (SBM-1)

TUI Group's Sustainability Agenda, published in financial year 2023, remained in force in financial year 2025.

TUI's ambition is to play an active role in shaping a more sustainable future for tourism across all three dimensions of sustainability – social, environmental and economic. We use our scale and influence for the sustainable transformation of the tourism industry. We understand sustainable transformation as an opportunity.

Our Agenda is founded on three priorities: We aim to empower people in the destinations and TUI employees to drive the sustainable transformation actively (People). We aim to reduce TUI's ecological footprint (Planet). We aim to partner with others to launch initiatives for the sustainable transformation of our sector (Progress). Our three P's – People, Planet and Progress – are supported by 15 focus areas with key goals, objectives and initiatives. Our Sustainability Agenda seeks to address the major challenges we will face in the coming decades, in particular climate change.

Our Sustainability Agenda supports the United Nations' Sustainable Development Goals (SDGs) – 17 global goals to fight inequality, end poverty and protect our planet by 2030 – and defines appropriate measures to contribute to their achievement. The tourism value chain is closely linked with many different sectors. This enables us to influence progress on many SDGs, with a particular focus on 13 of these goals.

Apart from the Sustainability Agenda, TUI pursues its People Strategy to create a framework enabling employees to deliver their best performance and work successfully as a team. Our vision is to be digital, engaging and inclusive.

Digital: We use digital tools to ease the workload for our employees, promote innovation and enhance efficiency.

Engaged: We invest in the development of our employees and empower our leaders.

Inclusive: We acknowledge difference and bring global and local teams together.

We have adopted a mission defining our relevant areas of action in order to implement our strategy. This creates a framework enabling our employees to deliver their best performance and be successful as a team.

The material impacts, risks and opportunities are reflected in TUI's Sustainability Agenda, People Strategy and business model. The relevant elements of the strategy comprise, in particular, the goals of the management approaches outlined in the respective topic-related chapters. Wherever appropriate, the key challenges facing TUI are included in the detailed descriptions of impacts, risks and opportunities. Critical solutions and projects are addressed through management approaches, specific metrics, targets or core measures.

Our targets include, in particular, science-based emissions reduction targets, which have been outlined in detail in the present report. Additional targets have been established for other aspects of TUI's Sustainability Agenda.

For further details on TUI's Sustainability Agenda and its targets, please refer to the section Climate change (E1).

For further details on the People Strategy and its targets, please refer to the section Own workforce (S1).

TUI's key services in relation to our sustainability targets are our flight, cruise and hotel offerings, for which we have established science-based targets to reduce emissions in the framework of our Sustainability Agenda.

Interests and views of stakeholders (SBM-2)

TUI engages in regular dialogue with stakeholders through various formats. TUI's key stakeholders include:

- Employees and employee representatives
- Guests and customers
- Business partners
- Capital market participants (investors, banks)
- Political decision-makers
- Communities affected and civil society
- Nature, as a silent stakeholder (indirectly)
- Users of sustainability statements

Our stakeholder dialogue takes place, above all, in the following formats:

- Employees and employee representatives: various formats including employee meetings, the TUI Europa Forum, employee surveys, the intranet and various online formats, town hall meetings, meetings with employee representatives and other internal events
- Customers and guests: various formats including TUI's customer service, the TUI app, travel agencies, local employees and social media channels
- Business partners: various formats including sales departments, purchasing departments and key account management
- Investors and capital market participants: various formats including the Annual General Meeting, investor conferences, analyst meetings, one-on-one meetings and Capital Markets Day
- Public decision-makers: various formats including public affairs departments
- Communities and civil society: various formats including surveys, trade fairs, engagement projects

In addition, the SpeakUp Line, TUI's whistleblower system, is available to all stakeholders.

The dialogue formats differ, depending on the relevant stakeholder group, and are organised by the relevant internal departments to reflect the specific purpose.

The purpose of our stakeholder engagement is to understand different perspectives, discuss potential mutual effects and learn from one another. Dialogue with customers and guests, in particular, is essential for TUI Group's business success as it enables us to live up to our claim at every point of contact with our guests, in both the physical and the digital world. Our business success and continued operation also hinge on dialogue with banks, investors, shareholders, journalists and politicians in order to secure TUI's market presence and stable financial position.

The outcomes gleaned from our various formats of stakeholder engagement are regularly integrated into the development and management of our business activities. In particular, this feedback from stakeholder engagement is taken into account in decision-making based on the management approaches outlined in the relevant chapters.

The stakeholders' perspectives were fed into the materiality assessment by internal representatives (please refer to IRO-1) operating with the stakeholders in their work environment. TUI takes account of stakeholder perspectives when implementing the management approaches and actions outlined in the relevant chapters.

Interests and views of TUI's own workforce

The interests, views and rights of employees, including respect for their human rights, are an essential element in shaping TUI's People Strategy and business model. To ensure that their perspectives are considered in decision-making processes, TUI engages in regular dialogue with its employees and their representatives in different formats, including employee meetings and employee surveys.

Interests and views of employees along the value chain

TUI takes account of the interests, views and rights of employees in the value chain through structured risk analyses that identify risks relating to human rights and the environment. A Supplier Code of Conduct ensures that business partners comply with fundamental requirements relating to human rights, working conditions and environmental protection. The TUI SpeakUp Line enables employees to report any concerns anonymously. Moreover, TUI engages in multi-stakeholder initiatives in order to incorporate stakeholder perspectives when updating measures.

Interests and views of consumers and end-users

The interests, views and rights of customers and guests travelling with TUI, including respect for their human rights, are an essential element in shaping TUI's Sustainability Agenda and business model. To ensure that their perspectives are taken into account in decision-making processes, TUI engages in regular dialogue with customers and guests through various formats including personal exchange and satisfaction surveys.

The Supervisory Board, the Executive Board and the Group Executive Committee are briefed at regular meetings by members of the Executive Board, the CSO or other Group or company directors about the views and interests of stakeholders in relation to sustainability-related impacts. The reporting lines follow the established governance system.

Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (SBM-3)

TUI has identified and assessed actual and potential negative and positive material impacts, risks and opportunities. These IROs are presented in a table at the start of each of the thematic chapters E1 Climate Change, S1 Own Workforce, S2 Workers in the Value Chain, S4 Consumers and End-Users and G1 Business Conduct, in the section Material impacts, risks and opportunities and their interaction with strategy and business model (ESRS 2 – SBM-3) and are subsequently outlined in detail. Specific financial impacts of the key risks and opportunities on TUI Group's financial position result in particular from regulatory measures such as the EU Emissions Trading System (EU ETS). The expansion of the scope of the EU ETS to cover aviation has caused additional costs to obtain emissions certificates, directly impacting the operating result. Moreover, operating state-of-the-art low-emission aircraft types such as Boeing 737 Max requires substantial investments, which are reflected in the Company's financial position and underline its strategic alignment to long-term greenhouse gas emissions reductions. The actions initiated serve to reach the climate-related targets in accordance with the Science Based Targets Initiative (SBTi) by 2030. Due to its strategic emissions reduction and refleeting measures, TUI Group is resilient and well prepared for regulatory and physical climate risks. While the short-term impacts on its financial planning are immaterial, TUI Group continually monitors and assesses the medium- to long-term uncertainties.

Management of impacts, risks and opportunities

Description of the process to identify and assess material impacts, risks and opportunities (IRO-1)

For financial year 2025, TUI Group conducted a double materiality assessment (DMA) in accordance with ESRS 1. The DMA identified and evaluated sustainability-related impacts, risks and opportunities for TUI Group. It incorporated the expertise of various departments, experts and the management of TUI Group. TUI Group conducted the DMA according to the procedure outlined below.

Object of the DMA

To establish a basis for the DMA, activities, agents and relationships were analysed across TUI Group's entire value chain. The value chain was examined for impacts, risks and opportunities with regard to all sustainability aspects deriving from ESRS 1, AR 16.

For a description of the value chain, please refer to the section ESRS 2 Business model and value chain (SBM-1) and the section Corporate profile.

The representatives of the segments, experts and managers included in the assessment were either stakeholders directly or indirectly affected by TUI Group's value chain or users of the non-financial declaration.

For a description of the stakeholders, please refer to the section Interests and views of stakeholders (SBM-2).

To appropriately prioritise relevant activities within its business operations and value chain when identifying impacts, risks and opportunities, TUI Group drew on insights derived from earlier assessments and the design of its business model. This methodology facilitates a sound and strategic assessment, taking account of both operational and long-term perspectives.

As a tourism group, TUI Group focuses its assessment above all on three key areas considered to be particularly critical because of their relevance and their impact on sustainability and business risks:

- The focus of the assessment is on emissions, as the Airline plays a key role in driving the Group's CO_2 emissions and therefore constitutes a central springboard for measures aiming to promote climate change mitigation and reduce environmental pollution.

- Service orientation and customer focus play a key role in TUI Group's business model. As it is a global tourism player, TUI Group's employees interact with many customers across different regions. Understanding the social impacts, including on diversity, working conditions, employee satisfaction and customer satisfaction, is essential to preserve the corporate image and ensure long-term stakeholder retention.
- As the business activities are globally aligned, a robust governance structure has to be in place. The focus is primarily on transparency, ethics and compliance with international standards in order to minimise risks and ensure stakeholder trust.

By prioritising the above areas, TUI Group focused its double materiality assessment on aspects of key relevance both for sustainability reporting and for the Group's strategic direction.

Identifying and assessing impacts, risks and opportunities

TUI Group carried out the materiality assessment in a two-step process, integrating both operational and strategic perspectives:

IDENTIFICATION AND ASSESSMENT BY TECHNICAL EXPERTS

In a first step, technical and segment experts from different parts of the organisation identified relevant IROs in the Group's own activities and along its value chain. The assessment was based on defined criteria, including scale, likelihood, relevance for stakeholders as well as any potential dependencies of individual topics. Determination of these dependencies was preceded by an analysis of risks or opportunities potentially generated by impacts or dependencies. The perspectives of external stakeholders were indirectly taken into account through the internal representatives involved in the assessment. There were no direct consultations.

VALIDATION, AGGREGATION AND FOCUS

The comprehensive results of the technical examination were subsequently reviewed by management. The aim of this step was to validate the identified IROs, cluster them by topic and focus on their strategic relevance for the Group as a whole. In the process, a number of topics initially assessed as material were deemed immaterial in the Group context and were therefore not included in the final materiality evaluation. This focus ensures that non-financial reporting is aligned with major and relevant sustainability issues.

The consolidated results of the materiality assessment were presented to the Executive Board and the Supervisory Board and form the basis for selecting the contents to be reported in the Group's non-financial declaration.

ASSESSMENT CRITERIA

Positive impacts were assessed according to their scale and scope. Negative impacts were additionally assessed according to their remediability. For potential impacts, likelihood was also considered. All criteria were assessed on a scale from 1 to 5. The likelihood criterion is based on TUI Group's risk management system.

In the case of potential impacts on human rights, the severity of the impact takes precedence over likelihood, which means that it is treated as an actual impact regardless of the likelihood of the event.

A materiality score was calculated on the basis of the criteria applied. The score was calculated as the sum of the scale, scope and remediability values (negative impacts), multiplied by the likelihood (for potential impacts). The score ranges from 0 to 15. Impacts scored at 8 or more are considered to be material for the non-financial declaration.

Sustainability risks are not prioritised over other business risks. All risks and opportunities were assessed in accordance with their scale and likelihood and multiplied to calculate the materiality score, resulting in a score between 1 and 4. Risks and opportunities scored at 3 or more are considered to be material for the non-financial declaration. The threshold values from the general risk management system were used for reference purposes.

The integration of the identified material risks into the Group-wide risk management system has not yet been completed. Responsibility for managing impacts, risks and opportunities lies with the relevant business areas.

For further information on risk governance, please refer to the Risk report.

As a component of this non-financial declaration, the materiality assessment is integrated into internal controls and decision-making processes. Ultimate responsibility lies with the Executive Board of TUI Group. The double materiality assessment is reviewed on an annual basis. The next review will take place in financial year 2026.

Materiality assessment in relation to climate change (E1)

As part of its materiality assessment, TUI identified and assessed the environmental impact of TUI Group and its upstream and downstream value chain. The assessment followed the methodology described above and was based on reported greenhouse gas emissions (Scopes 1, 2 and 3).

TUI also conducted a qualitative and quantitative climate scenario assessment in financial year 2023 to gain a better understanding of the potential business risks and opportunities related to climate change and to review its strategy and financial planning in order to enhance resilience. The results of that assessment are validated annually and continue to apply to TUI Group. The assessment identified short-, medium-, and long-term climate-related risks and opportunities. TUI defines "short-term" as the period up to 2030 (aligned with its science-based targets), "medium-term" as the period up to 2040, and "long-term" as the period up to 2050 (the date by which TUI aims to achieve net-zero emissions across its entire business operations and supply chain). This assessment is based on a number of assumptions relating, for example, to changes in the intensity and frequency of weather-related events, technological developments, energy and carbon price trends and the evolution of knowledge about global warming.

The determination of climate-related physical risks was based on the effects of climate change, including event-driven acute change such as storms, fire and flooding and long-term chronic change such as rising temperature.

A high-emission scenario was examined to assess the impacts of significant changes in the physical climate, based on Representative Concentration Pathway 8.5 (IPCC RCP 8.5) as set out by the Intergovernmental Panel on Climate Change (IPCC) and the Stated Policy Scenario of the International Energy Agency (IEA), which assumes global warming of around 4.3 °C by 2100.

The assessment took into account the assets and business activities of TUI Group subject to risks and evaluated their sensitivity and exposure to gross physical risks.

Climate-related transition risks were determined by taking into account the socio-economic consequences of climate change in connection with the transition to a low-carbon economy, including political, legal, technological and market-related risks.

This assessment was founded on a low-emission scenario to assess the impact of significant socio-economic changes required to achieve a low-carbon economy, drawing on IPCC RCP 2.6 and the IEA's Net Zero Scenario, which envisages global warming of approximately 1.5 °C by 2100.

The assessment took account of all assets and business activities subject to risks of TUI Group, evaluating their sensitivity and exposure to transition risks and opportunities.

TUI's climate-related risk assessment and the above-mentioned scenarios underlying it took account of the following key drivers, as these have direct impacts on operating costs, investment decisions and strategic direction:

- Political and regulatory developments: Introduction and expansion of CO_2 pricing mechanisms and new energy and emissions targets for energy-intensive industries.
- Macroeconomic trends: Assumptions about global growth, energy consumption and emission pathways.
- Technological developments: Availability and costs of alternative fuels (e.g. SAF, green methanol) and technologies (e.g. dual-fuel engines).
- CO_2 price forecasts: Based on IPCC SSPs (Shared Socioeconomic Pathways) and NGFS (Network for Greening the Financial Systems) models.
- The scenario analysis is based on modelled assumptions and external data sources and is inherently subject to uncertainty. In particular, the following limitations apply.
- Future-related uncertainties: The analysis is not a forecast but a model-based assessment of potential developments.
- Model limitations: The tools used to quantify risk are based on simplified assumptions and have limited depth of detail and auditability.
- Data availability: Location data (geographic coordinates) for hotels, airports and cruise itineraries were used where available. Where data was lacking, the nearest airports were used.
- Scope limitations: Individual business areas and emission sources were excluded if no significant climate-related risks or opportunities were identified.

Materiality assessment in relation to pollution (E2)

The materiality assessment in relation to pollution was based on the assessments of experts from segments, specialist fields and management. The assessment prioritised the TUI Airline, Cruises and Hotels & Resorts segments and their respective value chains, as they entail greater potential environmental impacts and risks than other business activities. A location analysis was not performed.

Materiality assessment in relation to water and marine resources (E3)

The materiality assessment in relation to water and marine resources was based on the assessments of experts from segments, specialist fields and management. Consultations with affected communities were not conducted. A location analysis was not performed.

Materiality assessment in relation to biodiversity and ecosystems (E4)

The materiality assessment in relation to biodiversity was based on assessments of experts from segments, specialist departments and management. It examined the entire value chain, including all ecosystem services, to assess environmental impacts, transition risks and physical and systemic risks potentially arising from dependencies. In addition, a location analysis was carried out on the basis of geographic data using the Integrated Biodiversity Assessment Tool (IBAT).

The experts examined whether any of the Company's sites are located in or close to areas of relevance to biodiversity and whether any of the associated activities cause any degradation of natural habitats or disturbance of species for which protected areas have been designated. The assessments show that TUI, as a tourism group, operates hotels in the vicinity of biodiversity-sensitive areas. TUI Hotels in the vicinity of biodiversity-sensitive areas are characterised by a compact footprint, structured operational practices and integration into existing infrastructure. Compared with other commercial usage, the impact on biodiversity is immaterial and easily controllable. No significant impacts, risks or opportunities have been identified.

Materiality assessment in relation to resource use and circular economy (E5)

The materiality assessment in relation to resource use and the circular economy was based on the assessments of experts from segments, specialist fields and management. No further analyses or consultations with affected communities or location assessments were conducted.

Materiality assessment in relation to business conduct (G1)

The materiality assessment in relation to business conduct was based on the assessments of experts from segments, specialist fields and management. The focus was, in particular, on Group-level governance structures, business activities in the segments, global supply chains and business processes.

Disclosure requirements included in ESRS and covered by TUI Group's non-financial declaration (IRO-2)

Index: List of disclosures provided in line with disclosure requirements

Disclosure requirement	Chapter	Fulfilment[1]
ESRS 2 General requirements		
BP-1 – General basis for preparation of the sustainability statement	ESRS 2: General basis for preparation of the non-financial declaration (BP-1)	f
BP-2 – Disclosures in relation to specific circumstances	ESRS 2: Disclosures in relation to specific circumstances (BP-2)	f
GOV-1 – The role of administrative, management and supervisory bodies	ESRS 2: The role of the administrative, management and supervisory bodies (GOV-1)	f
GOV-2 – Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	ESRS 2: Information provided to and sustainability matters addressed by the Company's administrative, management and supervisory bodies (GOV-2)	f
GOV-3 – Integration of sustainability-related performance in incentive schemes	ESRS 2: Integration of sustainability-related performance in incentive schemes (GOV-3)	f
GOV-4 – Statement on due diligence	ESRS 2: Statement on due dilligence (GOV-4)	f
GOV-5 – Risk management and internal controls over sustainability reporting	ESRS 2: Risk management and internal control system in relation to the sustainability reporting process (GOV-5)	f
SBM-1 – Strategy, business model and value chain	ESRS 2: Business model and value chain (SBM-1), TUI Sustainability Agenda and TUI People Strategy (SBM-1)	f
SBM-2 – Interests and views of stakeholders	ESRS 2: Interests and views of stakeholders (SBM-2)	f

Index: List of disclosures provided in line with disclosure requirements

Disclosure requirement	Chapter	Fulfilment[1]
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2: Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (SBM-3)	f
IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities	ESRS 2: Description of the process to identify and assess material impacts, risks and opportunities (IRO-1)	f
IRO-2 – Disclosure requirements in ESRS covered by the undertaking's sustainability statement	ESRS 2: Disclosure requirements included in ESRS and covered by TUI Group's non-financial declaration (IRO-2)	f
ESRS E1 – Climate change		f
GOV-3 – Integration of sustainability-related performance in incentive schemes	ESRS 2: Integration of sustainability-related performance in incentive schemes (GOV-3)	f
E1-1 – Transition plan for climate change mitigation	E1: TUI Group decarbonisation roadmap (ESRS E1-1)	f
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	E1: Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2 SBM-3)	f
IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2: Management of impacts, risks and opportunities	f
E1-2 – Policies related to climate change mitigation and adaptation	E1: Management approach (ESRS E1-2) Management of the impacts from CO2e emissions from own operations and the value chain; Management of risks from impacts of climate change and climate change adaptation	f
E1-3 – Actions and resources in relation to climate change policies	E1: Actions (ESRS E1-3) TUI Airline; Cruises; Hotels & Resorts; TUI Musement	f
E1-4 – Targets related to climate change mitigation and adaptation	E1: Targets (ESRS E1-4) TUI Airline; Cruises; Hotels & Resorts;	f
E1-5 – Energy consumption and mix	E1: Metrics: Energy (ESRS E1-5)	f
E1-6 – Gross Scopes 1, 2 3 and Total GHG emissions	E1: Metrics: GHG emissions (ESRS E1-6)	f
ESRS E2 - Pollution		
IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2: Management of impacts, risks and opportunities	f
ESRS E3 - Water and marine ressources		
IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2: Management of impacts, risks and opportunities	f
ESRS E4 - Biodiversity and ecosystems		
IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2: Management of impacts, risks and opportunities	f
ESRS E5 - Ressource use and circular economy		
IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2: Management of impacts, risks and opportunities	f
ESRS S1 – Own workforce		
SBM-2 – Interests and views of stakeholders	S1: Processes for engaging with own workforce and workers' representatives	f
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	S1: General disclosures related to TUI's own workforce (ESRS 2 SBM-3); S1: Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)	f
S1-1 – Policies related to own workforce	S1: TUI People Strategy (ESRS S1-1), Human rights commitments of TUI Group (ESRS S1-1)	f
S1-2 – Processes for engaging with own workforce and workers' representatives about impacts	S1: Processes for engaging with own workforce and workers' representatives (ESRS S1-3)	f
S1-3 – Processes to remediate negative impacts and channels for own workforce to raise concerns	S1: Processes to remediate negative impacts and channels for own workforce to raise concerns	f
S1-4 – Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	S1: Additional disclosuere on managing impacts, risks and opportunities	f
S1-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	S1: Additional disclosures on managing impacts, risks and opportunities	f
S1-6 – Characteristics of the undertaking's employees	S1: Characteristics of employees (ESRS S1-6)	f

Index: List of disclosures provided in line with disclosure requirements

Disclosure requirement	Chapter	Fulfilment[1]
S1-9 – Diversity	S1: Diversity, Equity & Inclusion	p (metrics)
S1-12 - Employment and inclusion of persons with disabilities	S1: Diversity, Equity & Inclusion	f
S1-10 – Adequate wages	S1: Enable Growth	p (metrics)
S1-13 – Training and skills development	S1: Enable best performance	f
S1-15 – Work-life balance	S1: Positive Employee Experience	f
S1-16 – Gender equality and equal pay for work of equal value (pay gap and total remuneration)	S1: Diversity, Equity & Inclusion	p (metrics)
S1-17 – Incidents, complaints and severe human rights impacts	S1: Incidents, complaints and severe human rights impacts (ESRS S1-17)	p (metrics)
ESRS S2 – Workers in the value chain		
SBM-2 – Interests and views of stakeholders	ESRS 2: Interests and views of stakeholders (SBM-2)	f
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2, SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	f
S2-1 – Policies related to value chain workers	S2: Managing impacts, risks and opportunities (S2-1)	f
S2-2 – Processes for engaging with value chain workers about impacts	S2: Processes for engaging with value chain workers about impacts (S2-2)	f
S2-3 – Processes to remediate negative impacts and channels for value chain workers to raise concerns	S2: Processes to remediate negative impacts and channels for value chain workers to raise concerns (S2-3)	f
S2-4 – Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions	S2: Taking action on material impacts on value chain workers (S2-4)	f
S2-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	S2: Targets related to value chain workers (S2-5)	f
ESRS S4 – Consumers and end-users		
SBM-2 – Interests and views of stakeholders	S4: Management approach related to personal safety and security/Stakeholder interests; Management approach related to health and safety / Stakeholder interests	f
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	S4: Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)	f
S4-1 – Policies related to consumers and end-users	S4: Policies consumers and end-users (S4-1)	f
S4-2 – Processes for engaging with consumers and end-users about impacts	S4: Processes for engaging with consumers and end-users about impacts (S4-2)	f
S4-3 – Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	S4: Channels available to consumers and end-users to raise concerns (S4-3)	f
S4-4 – Taking action on material impacts on consumers and end-users, and approaches to managing materials risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions	S4: Actions on material impacts on consumers and end-users (S4-4); Managing impacts, risks and opportunities	f
S4-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	S4: Targets related to managing material negative impacts, advancing positive impacts and managing material risks and opportunities (S4-5)	f
ESRS G1 – Business conduct		
GOV-1 The role of the administrative, management and supervisory bodies	ESRS 2: The role of the administrative, management and supervisory bodies (GOV-1)	f
IRO-1 Strategy in relation to business conduct policies and corporate culture	ESRS 2: Description of the process to identify and assess material impacts, risks and opportunities (IRO-1)	f
G1-1 – Business conduct policies and corporate culture	G1: Management approach 1: Strategies in relation to business conduct policies and corporate culture (IRO-1)	f
G1-3 – Prevention and detection of corruption and bribery	G1: Management approach 4: Prevention and detection of corruption and bribery (G1-3)	f
G1-4 – Incidents of corruption or bribery	G1: Management approach 4: Prevention and detection of corruption and bribery (G1-3)	f
G1-5 – Political influence and lobbying activities	G1: Management approach 3: Political influence and lobbying activities (G1-5)	f

Index: List of disclosures provided in line with disclosure requirements

Disclosure requirement	Chapter	Fulfilment[1]

[1] f = fully applied; p = partly applied

Data points in general and topical standards derived from other EU legislation

The table below refers to data points derived from other EU legislation.

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
ESRS 2 GOV-1 Board gender diversity, paragraph 21 (d)	Indicator No. 13 in Annex 1 Table 1		Commission Delegated Regulation (EU) 2020/1816, Annex II		ESRS 2 The role of the administrative, management and supervisory bodies (GOV-1)
ESRS 2 GOV-1 Percentage of board members who are independent, paragraph 21 e			Delegated Regulation (EU) 2020/1816, Annex II		ESRS 2 The role of the administrative, management and supervisory bodies (GOV-1)
ESRS 2 GOV-4 Statement on due diligence, paragraph 30	Indicator No. 10 in Annex 1 Table 3				ESRS 2 Statement on due diligence (GOV-4)
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40 (d) i	Indicator No. 4 Table 1 in Annex 1	Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Table 1: Qualitative information on environmental risk, and Table 2: Qualitative information on social risk	Delegated Regulation (EU) 2020/1816, Annex II		not relevant
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40 (d) ii	Indicator No. 9 in Annex 1 Table 2		Delegated Regulation (EU) 2020/1816, Annex II		not relevant
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40 (d) iii	Indicator No. 14 in Annex 1 Table 1		Delegated Regulation (EU) 2020/1816, Article 12 (1), Delegated Regulation (EU) 2020/1816, Annex II		not relevant
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco, paragraph 40 (d) iv			Delegated Regulation (EU) 2020/1818, Article 12 (1), Delegated Regulation (EU) 2020/1816, Annex II		not relevant
ESRS E1-1 Transition plan to reach climate neutrality by 2050, paragraph 14				Regulation (EU) 2021/1119, Article 2 (1)	ESRS E1 TUI Group decarbonisation roadmap (ESRS E1-1)
ESRS E1-1 Undertakings excluded from Paris-aligned benchmarks, paragraph 16 (g)		Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 1: Banking	Delegated Regulation (EU) 2020/1818, Article 12 (1) d to g and Article 12 (2)		ESRS E1 TUI Group decarbonisation roadmap (ESRS E1-1)

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
		book – Indicators of potential climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity			
ESRS E1-4 GHG emission reduction targets, paragraph 34	Indicator No. 4 in Annex 1 Table 2	Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book – Indicators of potential climate change transition risk: Alignment metrics	Delegated Regulation (EU) 2020/1818, Article 6		ESRS E1 Targets for TUI Airline, Cruises and Hotels & Resorts (ESRS E1-4)
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	Indicator No. 5 in Annex 1 Table 1 and Indicator No. 5 in Annex 1 Table 2				ESRS E1 Metrics: Energy (ESRS E1-5)
ESRS E1-5 Energy consumption and mix, paragraph 37	Indicator No. 5 in Annex 1 Table 1				ESRS E1 Metrics: Energy (ESRS E1-5)
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	Indicator No. 6 in Annex 1 Table 1				ESRS E1 Metrics: Energy (ESRS E1-5)
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	Indicators Nos. 1 and 2 in Annex 1 Table 1	Article 449a; Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 1: Banking book – Indicators of potential climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 5 (1), Article 6 and Article 8 (1)		ESRS E1 Metrics: GHG emissions (ESRS E1-6)
ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	Indicator No. 3 in Annex 1 Table 1	Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book – Indicators of potential climate change transition risk: Alignment metrics	Delegated Regulation (EU) 2020/1818, Article 8 (1)		ESRS E1 Metrics: GHG emissions (ESRS E1-6)
ESRS E1-7 GHG removals and carbon credits, paragraph 56				Regulation (EU) 2021/1119, Article 2 (1)	not relevant
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II		not relevant
ESRS E1-9 Disaggregation of monetary		Article 449a Regulation (EU) 575/2013;			not relevant

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
amounts by acute and chronic physical risk, paragraph 66 (a)		Commission Implementing Regulation (EU) 2022/2453, paragraphs 46 and 47; Template 5: Banking book – Indicators of potential climate change physical risk: Exposures subject to physical risk			
ESRS E1-9 Location of significant assets at material physical risk, paragraph 66 c		Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, paragraphs 46 and 47; Template 5: Banking book – Indicators of potential climate change physical risk: Exposures subject to physical risk			not relevant
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy efficiency classes, paragraph 67 c		Article 449a Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, paragraph 34; Template 2: Banking book – Indicators of potential climate change transition risk: Loans collateralised by immovable property – Energy efficiency of the collateral			not relevant
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II		not relevant
ESRS E2-4 Amount of each pollutant listed in Annex II of the EPRTR (European Pollutant Release and Transfer Register) Regulation emitted to air, water and soil, paragraph 28	Indicator No. 8 in Annex 1 Table 1, Indicator No. 2 in Annex 1 Table 2, Indicator No. 1 in Annex 1 Table 2, Indicator No. 3 in Annex 1 Table 2				not material
ESRS E3-1 Water and marine resources, paragraph 9	Indicator No. 7 in Annex 1 Table 2				not material
ESRS E3-1 Dedicated policy, paragraph 13	Indicator No. 8 in Annex 1 Table 2				not material
ESRS E3-1 Sustainable oceans and seas, paragraph 14	Indicator No. 12 in Annex 1 Table 2				not material
ESRS E3-4 Total water recycled and reused, paragraph 28 c	Indicator No. 6.2 in Annex 1 Table 2				not material
ESRS E3-4 Total water consumption in m^3	Indicator No. 6.1 in Annex 1 Table 2				not material

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
per net revenue on own operations, paragraph 29					
ESRS 2- SBM3 – E4, paragraph 16 (a) i	Indicator No. 7 in Annex 1 Table 1				not material
ESRS 2- SBM3 – E4, paragraph 16 (b)	Indicator No. 10 in Annex 1 Table 2				not relevant
ESRS 2- SBM3 – E4, paragraph 16 (c)	Indicator No. 14 in Annex 1 Table 2				not relevant
ESRS E4-2 Sustainable land / agriculture practices or policies, paragraph 24 (b)	Indicator No. 11 in Annex 1 Table 2				not material
ESRS E4-2 Sustainable oceans / seas practices or policies, paragraph 24 c	Indicator No. 12 in Annex 1 Table 2				not material
ESRS E4-2 Policies to address deforestation, paragraph 24 (d)	Indicator No. 15 in Annex 1 Table 2				not material
ESRS E5-5 Non-recycled waste, paragraph 37 (d)	Indicator No. 13 in Annex 1 Table 2				not material
ESRS E5-5 Hazardous waste and radioactive waste, paragraph 39	Indicator No. 9 in Annex 1 Table 1				not material
ESRS 2 SBM3 – S1 Risk of incidents of forced labour, paragraph 14 (f)	Indicator No. 13 in Annex I Table 3				not material
ESRS 2 SBM3 – S1 Risk of incidents of child labour, paragraph 14 (g)	Indicator No. 12 in Annex I Table 3				not material
ESRS S1-1 Human rights policy commitments, paragraph 20	Indicator No. 9 in Annex I Table 3 and Indicator No. 11 in Annex I Table 1				S1 Human rights obligations of TUI Group (ESRS S1-1)
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			Delegated Regulation (EU) 2020/1816, Annex II		not material
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	Indicator No. 11 in Annex I Table 3				S1 Human rights obligations of TUI Group (ESRS S1-1)
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	Indicator No. 1 in Annex I Table 3				not material
ESRS S1-3 Grievance / complaints handling mechanisms, paragraph 32 c	Indicator No. 5 in Annex I Table 3				S1 Processes to remediate negative impacts and channels for own workforce to raise concerns (ESRS S1-3)
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraphs 88 (b) and c	Indicator No. 2 in Annex I Table 3		Delegated Regulation (EU) 2020/1816, Annex II		not material
ESRS S1-14 Number of days lost to injuries,	Indicator No. 3 in Annex I Table 3				not material

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
accidents, fatalities or illness, paragraph 88 c					
ESRS S1-16 Unadjusted gender pay gap, paragraph 97 (a)	Indicator No. 12 in Annex I Table 1		Delegated Regulation (EU) 2020/1816, Annex II		S1 Remuneration metrics (Gender pay gap and total remuneration)
ESRS S1-16 Excessive CEO pay ratio, paragraph 97 (b)	Indicator No. 8 in Annex I Table 3				S1 Remuneration metrics (Gender pay gap and total remuneration)
ESRS S1-17 Incidents of discrimination, paragraph 103 (a)	Indicator No. 7 in Annex I Table 3				S1 Incidents, complaints and severe human rights impacts (ESRS S1-17)
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 104 (a)	Indicator No. 10 in Annex I Table 1 and Indicator No. 14 in Annex I Table 3		Delegated Regulation (EU) 2020/1816, Annex II, Delegated Regulation (EU) 2020/1818, Article 12 (1)		S1 Processes to remediate negative impacts and channels for own workforce to raise concerns (ESRS S1-3)
ESRS 2 SBM3 – S2 Significant risk of child labour or forced labour in the value chain, paragraph 11 (b)	Indicators Nos. 12 and 13 in Annex I Table 3				ESRS 2 Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (SBM-3)
ESRS S2-1 Human rights policy commitments, paragraph 17	Indicator No. 9 in Annex 1 Table 3 and Indicator No. 11 in Annex 1 Table 1				S2 Management of impacts, risks and opportunities (S2-1)
ESRS S2-1 Policies related to value chain workers, paragraph 18	Indicators Nos. 11 and 4 in Annex 1 Table 3				S2 Management of impacts, risks and opportunities (S2-1)
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 19	Indicator No. 10 in Annex 1 table 1		Delegated Regulation (EU) 2020/1816, Annex II, Delegated Regulation (EU) 2020/1818, Article 12 (1)		S2 Management of impacts, risks and opportunities (S2-1)
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Indicator No. 14 in Annex 1 Table 3		Indicator No. 10 in Annex 1 Table 1		S2 Management of impacts, risks and opportunities (S2-1)
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Indicator No. 14 in Annex 1 Table 3				S2 Taking action on material impacts on value chain workers (S2-4)
ESRS S3-1 Human rights policy commitments, paragraph 36	Indicator No. 9 in Annex 1 Table 3 and Indicator No. 11 in Annex 1 Table 1				not material
ESRS S3-1 Non-respect of UNGPs on	Indicator No. 10 in Annex 1 Table 1		Delegated Regulation		not material

Data points from other EU legislation

Disclosure requirement and related data point	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Non-financial Group Declaration of TUI Group
Business and Human Rights, ILO principles or OECD guidelines, paragraph 17			(EU) 2020/1816, Annex II, Delegated Regulation (EU) 2020/1818, Article 12 (1)		
ESRS S3-4 Human rights issues and incidents, paragraph 36	Indicator No. 14 in Annex 1 Table 3				not material
ESRS S4-1 Policies related to consumers and end-users, paragraph 16	Indicator No. 9 in Annex 1 Table 3 and Indicator No. 11 in Annex 1 Table 1				S4 Policies consumers and end-users (S4-1)
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 17	Indicator No. 10 in Annex 1 Table 1		Delegated Regulation (EU) 2020/1816, Annex II, Delegated Regulation (EU) 2020/1818, Article 12 (1)		not material
ESRS S4-4 Human rights issues and incidents, paragraph 35	Indicator No. 14 in Annex 1 Table 3				not material
ESRS G1-1 United Nations Convention against Corruption, paragraph 10 (b)	Indicator No. 15 in Annex 1 Table 3				G1 Management approach 4: Preventing and detecting corruption and bribery (G1-3)
ESRS G1-1 Protection of whistleblowers, paragraph 10 (d)	Indicator No. 6 in Annex 1 Table 3				G1 Management approach 2: Whistleblower protection
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24 (a)	Indicator No. 17 in Annex 1 Table 3		Delegated Regulation (EU) 2020/1816, Annex II		G1 Management approach 4: Preventing and detecting corruption and bribery (G1-3)
ESRS G1-4 Standards of anti-corruption and anti-bribery, paragraph 24 (b)	Indicator No. 16 in Annex 1 Table 3				G1 Management approach 4: Preventing and detecting corruption and bribery (G1-3)

Environment

Climate Change (E1)

Material impacts, risks and opportunities and their interaction with strategy and business model (ESRS 2, SBM-3)

The table below provides an overview of the results of the double materiality assessment in relation to material impacts, risks and opportunities (IROs) for issues in connection with climate change mitigation and climate change.

E1 Climate change mitigation and adaption

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Climate change mitigation	Negative impact	Short-, medium- and long-term	Own operations	High CO_2e emissions result from operating passenger aircraft to the holiday destinations in TUI's own business operations and contribute to climate change. Energy consumption on the ground, for example at maintenance sites, can also indirectly result in emissions.

E1 Climate change mitigation and adaption

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Climate change mitigation	Negative impact	Short-, medium- and long-term	Own operations	High CO_2e emissions result from operating cruise ships in TUI's own business operations and those of its joint ventures, and contribute to climate change.
Climate change mitigation	Negative impact	Short-, medium- and long-term	Own operations	High CO_2e emissions result from operating hotels in TUI's own business operations and those of its joint ventures, indirectly driven by high energy consumption and the use of refrigerants, which contribute to climate change.
Climate change mitigation	Negative impact	Short-, medium- and long-term	Own operations	CO_2e emissions result from transporting clients in TUI's own business operations (via TUI Musement) and contribute to climate change.
Climate change mitigation	Negative impact	Short-, medium- and long-term	Upstream value chain	CO_2e emissions result from TUI's supply chain, from direct emissions and high energy consumption, for instance in producing assets or interim products, and contribute to climate change.
Climate change mitigation	Negative impact	Short-, medium- and long-term	Upstream and downstream value chain	CO_2e emissions result from TUI's supply chain, in particular in Hotels & Resorts and Cruises, from purchased products and materials in hotel operations as well as upstream or downstream processes (e.g. waste), and contribute to climate change.
Climate change	Risk	Long-term	Total value chain	TUI faces physical risks due to climate change-induced alterations in the weather, which may cause changes in people's travel behaviour. The risks include changes in rainfall and temperature in the destinations. They may impact TUI's core business as certain destinations might no longer be attractive destinations for holidaymakers.
Climate change	Risk	Medium- to long-term	Own operations	TUI faces transition risks due, for example, to increased insurance costs for certain assets (such as hotels), or rising operating costs for alternative fuels, CO_2 prices, or other regulatory measures in TUI Airline or in Cruises. These risks may additionally include potentially higher investment costs for state-of-the-art low-emission or zero-emission technologies.
Climate change	Risk	Medium- to long-term	Own operations	TUI faces reputational risks arising in case of potential failure to achieve the defined decarbonisation targets because of insufficient financial resources or non-availability of alternative fuels or expected technical low-emission or zero-emission solutions.

Climate-related scenario analysis

TUI conducted a qualitative and quantitative climate scenario assessment in financial year 2023 to gain a better understanding of the potential impact of climate change on its business, review its strategy and financial planning and enhance resilience. The results of that assessment remain valid for TUI Group with unchanged business forecasts, regulatory requirements and up-to-date climate-related scenarios. They were therefore included in the double materiality assessment and assessed in accordance with the requirements.

The analysis included two climate-related scenarios: a high-emission scenario to assess the impacts of significant changes in the physical climate, based on Representative Concentration Pathway 8.5 (IPCC RCP 8.5) as set out by the Intergovernmental Panel on Climate Change (IPCC) and the Stated Policy Scenario of the International Energy Agency (IEA), which assumes global warming of around 4.3 °C by 2100, and a low-emission scenario to assess the impact of significant socio-economic changes required to achieve a low-carbon economy, drawing on IPCC RCP 2.6 and the IEA's Net Zero Scenario, which envisages global warming of approximately 1.5 °C by 2100. The scenarios are based on a number of assumptions relating, for example, to changes in the intensity and frequency of weather-related events, economic growth, technological developments and future energy and carbon prices.

The process began with a qualitative assessment of the risks and opportunities along TUI Group's value chain which had been identified in the different combinations of scenarios and time horizons in order to establish the climate-related risks and opportunities most relevant to TUI. Based on the findings of that qualitative assessment, various risks and opportunities were subsequently analysed in detail to gain a better understanding of the potential financial impact on TUI Group. TUI analysed short-term, medium-term and long-term climate-related risks and opportunities in its climate-related scenario analysis. TUI defines "short-term" as the period up to 2030 (aligned with its science-based targets), "medium-term" as the period up to 2040, and "long-term" as the period up to 2050 (the date by which TUI aims to achieve net zero emissions across its entire business operations and supply chain). For the double materiality assessment, the findings of the more critical scenario in each instance were reanalysed based on the time horizons defined (short-term: less than one year, medium-term: one to five years, long-term: more than five years).

For details on the time horizons and methodology, please refer to the sections General information according to ESRS 2 and Description of the process used to determine and assess the material impacts, risks and opportunities (IRO-1).

The quantitative climate-related scenario analysis took into account the expected financial effects of physical risks and transition risks as well as the climate change mitigation actions and measures described in the section on Actions. The assessment is based on a number of assumptions relating, for example, to changes in the intensity and frequency of climate-related events, technological developments, future energy and carbon prices, and advances in knowledge about global warming. For TUI Group, the consequences of both emission scenarios are variable. In a low-emission scenario, stricter emission and fuel efficiency targets set by TUI Group or by regulation could increase operating costs. In a high-emission scenario, physical risks from extreme weather events and natural disasters could affect TUI's tourist destinations. Rising operating costs due to stricter environmental regulations could affect profitability.

The results of the climate-related scenario analysis confirm the appropriateness of TUI Group's strategic initiatives and reduction paths described in the section on Actions in minimising the respective risks and tapping into opportunities. The impact on financial planning over the three-year observation period is considered immaterial, while potential medium- to long-term uncertainties are continuously monitored and assessed.

TUI is aware that the climate-related scenario analysis is based on a number of assumptions described above and that the uncertainties surrounding the consequences and the likelihood of certain impacts will increase in the medium to long term.

For further details on the impacts of climate-related risks on the useful lives and valuation of assets, please refer to the chapter on Key judgments, assumptions and estimates in the Notes to the Consolidated financial statements in the present Annual Report.

TUI Group decarbonisation roadmap (ESRS E1-1)

TUI Group's decarbonisation roadmap is derived from the science-based climate targets and underlying action plans aimed at reducing emissions for TUI Airline, Hotels & Resorts and Cruises, the most emission-intensive areas of the TUI Group. The greenhouse gas emission reduction target for TUI Hotels & Resorts is aligned to limiting global warming to 1.5 °C under the Paris Agreement. The targets for TUI Airline and Cruises are aligned to limiting global warming to well below 2 °C. All three targets have been validated by the Science-based Target Initiative (SBTi).

TUI's action plan for greenhouse gas emission reduction and target performance comprises the decarbonisation levers presented in the section Actions. For TUI Airline, TUI combines fuel efficiency and fleet modernisation measures as well as sustainable aviation fuels (SAF) in order to reduce emissions. The roadmap takes account of the emission output of current and planned aircraft by 2030. TUI has also developed an action plan for Cruises, which comprises the levers required to achieve SBTi's targets. The roadmap covers specific measures such as the use of shore power, energy efficiency enhancement, route optimisation and the use of lower-emission fuels. The action plan for TUI Hotels & Resorts comprises more extensive use of renewables, based on both sourcing activities and the expansion of on-site generation. In addition, energy efficiency enhancement measures are continually identified.

For more detailed information on the decarbonisation levers in the individual businesses, please refer to the sections on Climate change mitigation actions: TUI Airline, Actions (ESRS E1-3), Cruises, Actions (ESRS E1-3) and Hotels & Resorts, Actions (ESRS E1-3).

In exercising its business activities, TUI Group uses assets that potentially cause locked-in greenhouse gas emissions resulting from the tourism services. The most relevant assets in this context are aircraft and cruise ships. However, the actions mentioned above, such as fleet modernisation and the use of lower-emission fuels, help TUI achieve its targets and include the potentially negative effects of these locked-in emissions in the action plans for the business areas. Potential impacts on transitory climate risks, e.g. high CO_2 prices, are covered by the risk mitigation measures. TUI Group is not exempted from the EU Paris-aligned Benchmark.

Transitioning to net zero is the core ambition of TUI's Sustainability Agenda. Operational implementation of greenhouse gas emission reduction management activities is the responsibility of the individual business areas, with any investment required covered by the financial planning. The Agenda is managed by the Group Sustainability Officer and has been approved by the Group Executive Committee.

Progress towards the achievement of targets is presented for TUI Airline, Targets (ESRS E1-4), Cruises, Targets (ESRS E1-4) and Hotels & Resorts, Targets (ESRS E1-4).

For further details on the TUI Sustainability Agenda, please refer to the section on Strategy, Business model and value chain (SBM-1).

Management of the impacts from CO_2e emissions from own operations and the value chain

TUI Group's management approach addresses the following topics: climate change mitigation, climate change adaptation, energy efficiency and use of renewable energies and fuels.

Management approach (ESRS E1-2)

The *Planet* dimension of the TUI Sustainability Agenda reflects TUI's ambition to achieve net zero emissions in all business areas and in the supply chain by 2050. In support of that ambition, TUI has joined the SBTi and has committed to implementing emission reductions on the basis of globally acknowledged scientific climate-related findings.

TUI's Sustainability Agenda applies to TUI Group as a whole. The targets set in the *Planet* dimension focus, in particular, on TUI Airline, Cruises and Hotels & Resorts. TUI's Sustainability Agenda is managed by the Group Sustainability Officer and has been approved by the Group Executive Committee. The operational responsibility for managing reductions in carbon emissions lies with the individual business areas.

Within TUI's Sustainability Agenda and its *Planet* dimension, Science-based Targets (SBTs) and specific decarbonisation roadmaps aimed at significantly reducing emissions have been drawn up for the TUI Airline, Cruises and Hotels & Resorts. However, other business areas and segments such as TUI Musement, our offices and our purchasing departments are likewise committed to reducing emissions in pursuit of the Agenda. The targets relating to climate change mitigation are outlined in greater detail below.

The net zero ambitions of TUI's Sustainability Agenda and the activities launched to achieve the SBTs are specified in policies for operational activities in the individual business areas. For TUI Airline, these include the *Airline Environmental Policy* and a specific action plan for emission reductions aligned to the Science-based Target.

In Cruises, too, an action plan has been drawn up to achieve the emission reduction target validated by the Science-based Targets Initiative by 2030. The measures and investments in these action plans are based on planned budgets and CO_2e forecasts. Implementation of these measures is monitored by the project management teams.

A similar action plan to achieve the Science-Based Target has been drawn up for Hotels & Resorts. In addition, *Green Building Guidelines* have been published to provide Group-owned hotels and hotel partners with specific recommendations for construction and refurbishment projects. The aim is to reduce pollution and achieve water and energy savings. The Guideline also addresses topics such as monitoring systems, sustainability certification and stakeholder communication. In addition, there are specific policies for individual hotel brands, e.g. the *Riu Sustainability Policy*, the *TUI Blue Sustainability* approach and the ROBINSON *ROBsponsible Programme*. These policies set out the management approach to be adopted by hotels with regard to climate change mitigation, energy efficiency and other measures to prevent negative impacts on the environment.

In TUI Musement, the key policies relevant to climate change mitigation are the *Policy for More Sustainable Offices* and the *Policy for More Sustainable Mobility and Guest Transfers*. Both policies set out measures for reducing emissions, thereby contributing to the environmental goals of the business and the ambitions defined in TUI Group's Sustainability Agenda.

Moreover, the *People* dimension of the Sustainability Agenda with its focus on *Buy local* aims to establish a management approach that strengthens links with local suppliers and creates new income opportunities for the local community so that emissions in the upstream supply chain can be reduced. TUI is building a sustainable sourcing organisation and to that end has launched its *Policy for Diverse, Sustainable and Ethical Sourcing*. All procurement processes are subject to standards that play their part in day-to-day requirements and sourcing specifications. When purchasing or replacing goods or services, these specifications apply to such aspects as energy efficiency, use of renewable energies and fuel efficiency. Moreover, all suppliers are obliged by the Suppliers' Code of Conduct to minimise any adverse impacts on the environment.

The Sustainability Council receives regular reports from the managers and executives responsible for operations of key significance within TUI about the progress delivered in connection with the Sustainability Agenda. TUI's Sustainability Agenda supports the United Nations' Sustainable Development Goals (SDGs) – 17 global goals to fight inequality, end poverty and protect our planet by 2030. The management approach for reducing greenhouse gas emissions addresses SDG 7 "Affordable and Clean Energy" and SDG 13 "Climate Action".

TUI's Sustainability Agenda takes account of the interests of stakeholders around the world in climate change mitigation. Insights into the interests of our stakeholders help guide our strategy and actions, not least because they are reflected in our materiality assessment. We run national and international processes to engage in dialogue with our stakeholders in the destinations and with political decision-makers. We also engage with various stakeholder groups through our committees and the associations representing us.

The management approach and the resulting policies are communicated in-house by a number of decision-making bodies and reporting formats, e.g. via the Sustainability Council or the intranet. External stakeholders receive information about our management approach from our sustainability reporting, press releases, and customer and investor meetings.

TUI Airline

TARGET (ESRS E1-4)

Under TUI's Sustainability Agenda, the Group is targeting a 24% reduction in CO_2e emissions per revenue passenger kilometre from TUI Airline by 2030. In this way, TUI is helping to limit global warming to well below 2 °C, taking into account the climate scenarios of the applicable sectoral decarbonisation approach for airlines associated with the Science-based Targets Initiative (SBTi). This target is, accordingly, not compatible with the goal of 1.5 °C. TUI includes emissions from flights from all own-fleet flying operations as well as sub-charter operations within the target scope, including well-to-wake emissions for aircraft activities (emissions from aviation fuel, Scope 1 and Scope 3, Category 3). The SBTi target does not include Scope 1, 2 and 3 emissions from support services such as ground handling, engineering and maintenance, and onboard services. This area of application is derived from the SBTi methodology for aviation and therefore addresses the strongest CO_2e drivers in TUI Airline.

The following greenhouse gases associated with climate change are included: carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O), perfluorocarbons (PFCs), sulphur hexafluoride (SF_6) and nitrogen trifluoride (NF_3). 82.7% of emissions are allocated to Scope 1 and 17.3% to Scope 3, Category 3. The intensity target also reflects future developments such as the expanding flight portfolio based on the Group's recent growth scenarios.

Science-based targets performance TUI Airline

		2025	Baseline 2019	Var. %	**Target (2030) %**
TUI Airline	g CO_2e/rpk	74.6	80.9	- 7.8	- 24.0

rpk = revenue passenger kilometer

A number of decarbonisation levers are being used to achieve the target. They include actions to enhance operational fuel efficiency, modernise the aircraft fleet and use sustainable aviation fuels. For a more detailed description, please refer to the section on Actions below.

ACTIONS (ESRS E1-3)

For TUI Airline, actions to reduce CO_2e emissions are implemented in three different areas: operational fuel efficiency, aircraft fleet modernisation, and use of sustainable aviation fuels (SAF). TUIfly Deutschland actively supports the scientific understanding to reduce the impact of other climate-related effects of aviation, e.g. by taking part in a research programme to prevent contrails under the aegis of the German Aerospace Centre (DLR).

FUEL EFFICIENCY

Continuous improvements in fuel efficiency are a cornerstone of TUI Airline's emission reduction roadmap and a key lever to reduce greenhouse gas emissions from flight operations. Targeted technical and operational measures are taken in order to systematically optimise fuel consumption. The measures, ranging from short-term optimisation schemes to long-term innovation projects, entail close cooperation between the relevant departments and operational areas. They serve to identify potential improvements across the entire aviation process, from flight planning and the flight itself to ground operations.

Examples of efficiency enhancement measures include:

- Weight reduction through technical modifications and optimised loading
- Adjustment of flight profiles, taking current weather data into account
- Digital tools to analyse and optimise flight performance
- Lower fuel consumption on the ground by drawing on external power supply
- Training schemes for pilots to promote fuel-efficient flying

The measures apply to all flights operated by TUI's own fleet and are regularly evaluated and improved. External flight partners are requested to pursue their own efficiency strategies and communicate them in a transparent manner. Implementation depends on available resources, technical developments and the regulatory framework.

FLEET MODERNISATION

TUI's rolling re-fleeting programme is contributing to significant reductions in CO_2e emissions from flight operations. TUI specifically invests in state-of-the-art aircraft such as Boeing 787 and Boeing 737 Max. On average, these planes are around 20% (787) and 15% (737 Max) more fuel-efficient than the aircraft they replace in TUI's fleet. A total of 95 Boeing 737 Max are scheduled for delivery by 2029 – with 45 of these planes already delivered by the end of financial year 2025. As the new aircraft are introduced, older, more fuel-intensive aircraft are successively taken out of service.

Wet lease providers are also requested to supply the most efficient aircraft possible, for example aircraft with winglets. Together with our partners, we analyse fuel data and identify optimisation potential. The re-fleeting measures apply to all flights operated under TUI flight numbers by both the Company's own fleet and external capacity providers, with a focus on TUI's own aircraft.

Currently, around 54% of TUI's fleet is equipped with new engine technology. The implementation of the re-fleeting programme depends largely on Boeing's ability to deliver the agreed aircraft on time.

SUSTAINABLE AVIATION FUEL (SAF)

Sustainable aviation fuels are a key component of TUI Airline's decarbonisation strategy and play a crucial role in reducing CO_2e emissions in aviation. SAF is a liquid fuel that causes significantly lower greenhouse gas emissions over its entire life cycle compared to conventional aircraft fuel. It can be produced from bio-based raw materials such as used cooking oils, non-food animal waste or biodegradable waste from various industries, but it can also be produced synthetically. SAF is a drop-in solution and can be blended with conventional aircraft fuel and used in existing aircraft and infrastructure without any technical modifications.

TUI works with various partners to secure supplies of SAF. SAF can reduce emissions by up to 80% compared to conventional Jet-A1 fuel, and even more with synthetic variants. SAF is going to be used on flights operated under TUI flight numbers, provided that it is available at the respective departure airport. TUI purchases both mandatory quantities in accordance with EU quotas and voluntary quantities.

In financial year 2025, over 11,000 tonnes of SAF were voluntarily refuelled, mainly in Amsterdam. This represents an increase of around 10,000 tonnes year-on-year. The 2% minimum supply mandate for SAF, in force since January 2025, adds further to the total SAF volume. Fuel suppliers largely comply with the EU timeline and will not provide airlines with the documentation required for certification of SAF sourced during calendar year 2025 until February 2026. This means that the total amount of SAF refuelled in financial year 2025 cannot be audited and confirmed until spring 2026. Currently, the evidence is only available for the first three months of the financial year (October to December 2024) under review, as these fall within the previous calendar year.

Allowances for Eligible Aviation Fuels – EU Emissions Trading Scheme (EU ETS): In March 2025, TUI Airline applied for support available under the framework of the European Union Emissions Trading Scheme (EU ETS), Directive (EU) 2003/87/EC, Article 3c(6), and further defined in the Commission Delegated Regulation (EU) 2025/723 supplementing Directive 2003/87/EC of the European Parliament and of the Council. This incentive aims to promote the uptake of eligible aviation fuels, notably of SAF, identified in Regulation (EU) 2023/2405 on ensuring a level playing field for sustainable air transport (ReFuelEU Aviation), by granting EU ETS allowances to commercial aircraft operators that use such fuels on eligible routes within the scheme. By doing so, it seeks to mitigate the cost disparity between conventional kerosene and SAF. The scheme runs by calendar year, and financial support is decided only 9 months after calendar year end. In calendar year 2024, TUI Airline uplifted a total of 5,019 tonnes of eligible aviation fuel, including 3,702 tonnes delivered in the fourth quarter of calendar year 2024, which corresponds to the first quarter of TUI financial year 2025. In the calendar year 2024 1,675 tonnes were attributable to routes falling within the scope of the EU ETS. These include flights within the European Economic Area (EEA), between the EEA and Switzerland, and flights from the EEA to the United Kingdom. These quantities were substantiated by the documentation required to qualify for the EU ETS incentive. As a result, TUI received 16,871 EU ETS allowances in September 2025, which were credited to the company's EU ETS account. These allowances provided financial relief by offsetting a portion of the additional costs associated with the use of SAF in place of conventional Jet Fuel.

The availability of SAF remains a key challenge. SAF is significantly more expensive than conventional fuel and is subject to considerable price uncertainty. TUI secures SAF volumes by means of letters of intent with suppliers and actively participates in political discussions in the EU and the UK to promote SAF production. The further development of synthetic SAF technologies, in particular, requires targeted support.

REDUCING FURTHER CLIMATE IMPACTS: CONTRAILS

Apart from CO_2 emissions, the global climate is affected by other aviation impacts, in particular contrails. Although greater scientific uncertainty surrounds their exact climate impact compared with CO_2, the overall effect of contrails is assumed to be relevant.

TUI Airline actively engages in research to contain these effects. Since 2024, TUI fly Deutschland has conducted normal passenger flights as test flights to prevent contrails, serving both to gain a better understanding of operations and to carry out scientific evaluation. In the framework of the D-KULT project funded by Germany's Federal Ministry for Economic Affairs and Climate Protection, TUI fly transmitted flight data from over 25 contrail avoidance flights to the German Aerospace Centre (DLR) in calendar year 2024. The evaluations have shown that these avoidance measures are highly effective.

As a partner in the consortium for the A4Climate research project, TUI fly has received funding to conduct additional 400 avoidance flights in the period from 2025 to 2027. In addition, in early 2025, TUI Airline was admitted to the Jet Zero Task & Finish Group Contrail Avoidance in the UK, which aims to conduct test flights in British airspace. Information on the experience gained from these projects was presented at a number of technical conferences. Reducing the climate impact of contrails hinges on technical possibilities and financial mechanisms in the regulatory framework.

Cruises

TARGET (ESRS E1-4)

As part of TUI's Sustainability Agenda, TUI Group, together with the joint venture TUI Cruises and its subsidiary Marella Cruises, has set itself a target to reduce greenhouse gas emissions in Cruises. The aim is to cut CO_2e emissions by 27.5% by 2030 compared to baseline year 2019. As a joint project, the target covers all cruise ships operated by TUI Cruises, including the Mein Schiff and Hapag-Lloyd Cruises brands, as well as the ships operated by Marella Cruises, which belongs to TUI Group. In this way, TUI is supporting to limit global warming to well below 2 °C, based on the applicable absolute contraction approach by the SBTi. This target is, accordingly, not compatible with the goal of 1.5 °C. TUI takes account of the above-mentioned cruise ships along with well-to-wake emissions for cruise activities (emissions from marine fuels, Scope 1 and Scope 3, Category 3). The target exclusively relates to activities in Cruises but includes joint ventures in addition to TUI's own business activities. The companies included differ, therefore, from those in TUI Group's greenhouse gas balance.

The following greenhouse gases associated with climate change are included: carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O), perfluorocarbons (PFCs), sulphur hexafluoride (SF_6) and nitrogen trifluoride (NF_3). 80.1% of emissions are allocated to Scope 1 and 19.9% to Scope 3, Category 3. The combined target also reflects future developments, such as the planned expansion of TUI Cruises based on recent growth scenarios.

Science-based targets performance Cruises

		2025	Baseline 2019	Var. %	**Target (2030) %**
Cruises	t CO_2e	1,180,763	1,249,224	- 5.5	- 27.5

A number of decarbonisation levers serve this target. They include the use of lower-emission fuels, the use of shore power, improved energy efficiency and route optimisation. For a more detailed description, please refer to the section on Actions below.

ACTIONS (ESRS E1-3)

Cruises, too, uses a number of decarbonisation levers to achieve the climate change mitigation targets: the use of lower-emission fuels, the use of shore power, improved energy efficiency and route optimisation. The actions outlined below cover TUI's subsidiary Marella Cruises and the joint venture TUI Cruises, with the brands Mein Schiff and Hapag-Lloyd Cruises.

USER OF LOWER-EMISSION FUELS

The transition to lower-emission fuels is a key element of the climate strategy pursued by TUI Group's cruise companies. The goal is to significantly reduce emissions in the marine business area through the gradual adoption of alternative fuels. Currently, all ships operated by TUI Cruises can theoretically be powered with biodiesel or biodiesel blends. Due to the limited availability and high cost of sustainable biofuels, the use of such fuels is phased in gradually and tested in trial runs. Other low-emission fuels, such as synthetic e-fuels and methanol, require technical modifications, for example to engines and fuel tanks.

Since 2022, biodiesel blends have been successfully tested and used by all TUI cruise lines. In the financial year under review, Hapag-Lloyd Cruises' expedition ship HANSEATIC spirit bunkered 100% biofuel for the first time in the port of Amsterdam: 100.6 tonnes of second-generation biofuel made from residual and waste materials, cutting CO_2 emissions by at least 80%. Between May and September 2025, around 6,741 tonnes of biofuel were used on the Marella Cruises vessels Voyager and Discovery. This corresponds to a projected emission reduction of 6,453 tonnes of CO_2e compared with conventional fuel. In addition, TUI Cruises launched Mein Schiff Relax, the first ship with dual-fuel engines technically equipped for the use of e-fuels. In July 2025, the ship was supplied with 1,875m^3 of bio-LNG (around 900 tonnes) for the first time – reducing CO_2 emissions by at least 70%.

The potential for emission reductions through the use of alternative fuels depends largely on the availability of such fuels at the respective locations and ports. Developing appropriate infrastructure therefore remains a key success factor.

USE OF SHORE POWER

Using shore power is an effective lever to reduce emissions from cruising. As cruise ships spend around 40% of their operating time in port, facilities providing shore power connection during these layovers can allow cruise ships to turn off their engines and thus significantly cut CO_2 emissions. The shore power capability of the fleet is a key element in reducing emissions at TUI Cruises. Both brands, Mein Schiff and Hapag-Lloyd Cruises, have made a voluntary commitment to use shore power. A prerequisite for the use of shore power is that the power has been produced from renewable sources of energy.

All newbuilds at TUI Cruises are equipped with shore power connections as a standard feature. Existing vessels are being gradually retrofitted during routine dry-dock periods. In the financial year under review, Mein Schiff 3 was equipped with a shore power connection. Twelve of the thirteen ships at TUI Cruises therefore featured the relevant technology by the end of the financial year under review. In financial year 2025, shore power calls increased significantly to 115 calls compared to 72 in the previous year, an increase of 59.7%, with power consumption amounting to 2.8 million kWh.

Marella Cruises, too, uses shore power for its Explorer 2 and made five shore power calls in Malta in the financial year under review, sourcing over 91,000 kWh of electricity in total. An expansion of shore power use aboard Explorer 2 is planned for the future. The availability of shore power in port remains a decisive factor for implementation.

IMPROVING ENERGY EFFICIENCY

Enhancing energy efficiency on board is key to reducing CO_2 emissions in cruise operations. Potential energy savings can be identified and harnessed by well-chosen technical and organisational measures. In the financial year under review, Marella Cruises implemented a selection of measures aboard several ships to improve energy efficiency and cut CO_2 emissions. These include optimising galley equipment aboard the Discovery 2, Explorer and Voyager, as well as installing new propeller caps to improve hydrodynamics aboard the Explorer.

In the financial year under review, TUI Cruises introduced a software solution to improve energy efficiency by combining data analysis and behavioural research to cut fuel consumption. The behavioural changes prompted by the software are expected to result in annual savings of approximately 1,250 tonnes of CO_2e. In addition, Mein Schiff 4 was given a new underwater coating that reduces friction and therefore resistance to enhance fuel efficiency by estimated 6% and fitted with two optimised propellers to improve propulsion.

These continual measures to enhance energy efficiency contribute directly to TUI Group's SBTi climate targets. Actual implementation depends on the availability of necessary components, delivery times and technical challenges during installation.

ROUTE OPTIMISATION

The rolling optimisation of travel itineraries is an effective tool for reducing fuel consumption and associated emissions in cruise operations. The teams of experts at TUI's cruise lines regularly analyse route planning using specialist software.

Savings can be generated by selectively adjusting arrival and departure times and travel speeds. This enables more efficient programme planning, better fuel requirement forecasts and targeted implementation of efficiency enhancement measures. In winter 2004, TUI Cruises introduced a new Voyage Optimisation Tool, which analyses data from actual voyages and helps to identify additional potential for improvement. The potential for route optimisation depends on a number of external factors, including the availability of itineraries, geopolitical developments, local regulations and events, and weather conditions.

Hotels & Resorts

TARGET (ESRS E1-4)

As part of its Sustainability Agenda, TUI Group has set a target for greenhouse gas emission reductions in Hotels & Resorts. CO_2e emissions are to be reduced by 46.2% by 2030. In this way, TUI is helping to limit global warming to 1.5 °C.

The following greenhouse gases associated with climate change are included: carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O), hydrofluorocarbons (HFCs), perfluorocarbons (PFCs), sulphur hexafluoride (SF_6) and nitrogen trifluoride (NF_3). 41.9% of emissions are allocated to Scope 1 and 58.1% to Scope 2.

The target covers emissions from all sources of energy as well as gases from refrigerants (Scopes 1 and 2). The target refers to owned hotels and hotels with leasing and management contracts, including joint ventures. The scope for the SBT therefore differs from the activities covered by TUI Group's greenhouse gas balance presented in the section Metrics.

The target takes account of future developments such as the planned expansions to the hotel portfolio based on current growth scenarios. Due to portfolio changes, regular assessments are carried out to establish whether the baseline value must be recalculated; if necessary, the value is adjusted accordingly. This process ensures that actual emissions are reported, taking into account changes in the portfolio. In the financial year under review, the baseline value was adjusted in conformity with the SBTi standard to reflect changes in the hotel portfolio. The new value for the baseline year is 875,468 tonnes of CO_2e.

Science-based targets performance Hotels & Resorts

		2025	Baseline 2019	Var. %	**Target (2030) %**
Hotels & Resorts	t CO_2e	722,489	875,468	- 17.5	- 46.2

A number of decarbonisation levers serve the target. They include enhancing energy efficiency, producing energy from renewable sources and sourcing renewables. For a more detailed description, please refer to the section on Actions below.

ACTIONS (ESRS E1-3)

Our hotels and hotel partners continue to focus on promoting the sustainability transformation across their operations. Emission reductions remain our key priority. To that end, the following decarbonisation levers have been identified for Hotels & Resorts so as to achieve our science-based target, and action plans have been drawn up: enhancing energy efficiency, producing energy from renewables and sourcing renewable energy. The actions outlined below cover all hotels owned by TUI Group, either directly or via joint ventures, and hotels operated under lease or management contracts. At the end of the financial year under review, the total number of in-scope hotels was 375.

ENERGY EFFICIENCY

Cutting energy consumption contributes substantially to emission reductions and therefore helps TUI Group achieve its climate-related targets. TUI Group implements a wide range of measures to enhance energy efficiency, including the comprehensive use of modern LED lighting and electric cars.

Sustainable building is an important lever to improve energy efficiency, enabling significant reductions in energy requirements and CO_2 emissions of hotels. The measures implemented in this area are additionally supported by the *Green Building Guidelines* mentioned above. In financial year 2025, examples include the installation of a trigeneration system for combined cooling, heat and power generation at the Royalton Blue Waters in Jamaica, a particularly efficient way to produce and use energy. Energy efficiency measures are continually implemented. The specific measures depend on the availability of technological solutions, specific circumstances in the hotels, the legal framework and the infrastructure in the respective countries.

GENERATING RENEWABLE ENERGY

Expanding the on-site generation of renewable energy is a key element of TUI Group's Sustainability Agenda. The use of energy from solar power enables the Group to significantly reduce emissions and partially cover its electricity requirements. More than a third of all hotels in TUI Hotels & Resorts produce power from renewable sources. In financial year 2025, new photovoltaic systems were installed in hotels around the world, including Riu Touareg in Cape Verde Islands, where a system with a capacity of around 1,500 kWp came onstream. In the period under review, the capacity of photovoltaic systems in Türkiye increased by around 4 megawatts to 19 megawatts. In financial year 2025, photovoltaics are estimated to have cut emissions by 20,000 tonnes of CO_2.

The implementation of photovoltaic systems depends on country-specific conditions, including legal regulations, customs regulations for certain components as well as local availability. In addition, electricity price fluctuations may have an impact on the economic efficiency of the systems.

SOURCING RENEWABLE ENERGIES

Apart from on-site generation, TUI Group selectively procures power from renewable sources in order to further reduce emissions from electricity consumption. Where available, hotels are requested to source electricity through green tariffs, direct Power Purchase Agreements (PPAs), or to obtain Energy Attribute Certificates (EACs). These measures help to significantly reduce their carbon footprint in comparison with the conventional power mix. Examples include TUI's hotel partner Blue Diamond, which managed to reduce 10,000 tonnes of its CO_2 emissions from electricity consumption from a market perspective in financial year 2025 by obtaining EACs.

Sourcing renewable energies is a continuous process heavily dependent on local availability. In many countries, green electricity tariffs are not always available, and EACs can only be obtained in certain regions. In destinations with neither green tariffs nor certificates, TUI Group makes greater use of on-site generation from renewable sources.

TUI Musement

As TUI Musement accounts for a relatively small proportion of TUI's overall emissions, TUI has not established a separate SBTi target covering this business. Nevertheless, TUI Musement implements climate change mitigation measures, contributing to TUI Group's overall net zero ambition (climate neutrality). The key decarbonisation levers are the transition to *Sustainable Mobility* and the *Sustainable Offices* project.

ACTIONS (ESRS E1-3)

SUSTAINABLE MOBILITY

In the framework of the transition to sustainable mobility in ground operations, TUI's fleet of buses uses alternative fuels to reduce its greenhouse gas emissions. Moreover, diesel-powered vehicles for transporting employees are being replaced by hybrid or electric cars as well as e-bikes to cut greenhouse gas emissions from employee transport.

The measures to increase sustainable mobility are ongoing and cover TUI's entire vehicle fleet for ground transport in Spain, Cape Verde Islands, Morocco, Tunisia and Türkiye. Towards this transition, 246 lower-emission vehicles were in operation by the end of the financial year under review. This corresponds to 14.5% of the fleet. In addition, TUI tested two coaches of its fleet in Benidorm, Spain, on Hydrotreated Vegetable Oil (HVO) in financial year 2025. This diesel fuel produced from renewable resources, can reduce lifecycle greenhouse gas emissions by up to 90% compared to conventional diesel. The trial was subsequently extended from two to ten coaches, five in Benidorm and another five in Málaga in the financial year under review. For the future, TUI is planning to replace the diesel-powered fleet with more sustainable electric or hybrid vehicles; this also applies to the vehicle fleet of TUI reps in the destinations. Expanding the use of HVO fully depends on the availability of the fuel and the allocation of resources. To enhance transparency and manage transport emissions more efficiently, TUI is continually implementing measures to strengthen the calculation of greenhouse gas emissions. The focus is on improving the data base for emissions by the Group's own vehicle fleet.

SUSTAINABLE OFFICES PROJECT

TUI continually works to improve the sustainability and reduce greenhouse gas emissions of its office buildings. As a first step, a TUI Group Offices Database was created in order to obtain an overview of the design of existing office buildings. Subsequently, office-related processes were standardised with the introduction of the *Sustainable Office Guidelines*. In addition, questionnaires were used to collect and analyse information about consumption and successful approaches in the offices. The Guidelines and the survey results serve as a basis to initiate measures towards more sustainable office design. The project initially covers all TUI Musement offices around the world fully controlled by TUI Group, whereas airport counters and small harbour offices have not yet been regularly included. The Sustainable Office Guidelines and related surveys were implemented across all TUI Group offices in February 2025.

Complementary disclosures on the climate change mitigation targets (ESRS E1-4)

The climate change mitigation measures described above for TUI Airline, Cruises and Hotel & Resorts have been validated by the SBTi and are derived from scientific findings. They are based on the Greenhouse Gas Protocol methodology and the ambitions of the 2015 Paris Agreement to limit global warming as well as the European Green Deal to become climate neutral by 2050. In establishing the targets, TUI took account of the interests of stakeholders by applying the recognised SBTi methodology, which recognises various stakeholder interests through a range of organisations including CDP, WWF, the UN and the World Resources Institute.

TUI's SBT cover the emissions reported in ESRS E1-6 Scope 1 and Scope 2 (market-based) by 99%, Scope 3, Category 1 by 3% and Scope 3, Category 3 by 94%. Of the total gross GHG emissions reported in E1-6, TUI's SBTs cover 58%.

The year 2019 was selected as the baseline year for all SBTs. The baseline year is therefore representative and unaffected by external factors such as the effects of the COVID-19 pandemic in subsequent years. Unless stated otherwise, the target values were not changed in financial year 2025. No intermediate targets were publicly announced for the three SBTs.

The SBT for TUI Airline is aligned to limiting global warming to well below 2 °C. The target was derived from SBTi's sectoral decarbonisation approach. In establishing the target and the emission reduction roadmaps, future developments such as new technologies and regulatory developments were taken into account. The underlying climate scenarios are based on the SBTi methodology to achieve the ambition of well below 2 °C for airlines.

The SBT for Cruises is aligned to limiting global warming to well below 2 °C. The target was set on the basis of SBTi's Absolute Contraction Approach. In establishing the target and the emission reduction roadmaps, future developments such as new technologies and regulatory developments were taken into account. The underlying climate scenarios are based on the SBTi methodology and the ambition of well below 2 °C.

The SBT for Hotels & Resorts is aligned to limiting global warming to 1.5 °C. The target was set on the basis of SBTi's Absolute Contraction Approach. In establishing the target and the emission reduction roadmaps, future developments such as new technologies and regulatory developments were taken into account. The underlying climate scenarios are based on the SBTi methodology and the ambition of well below 1.5 °C.

The targets are continually monitored by the management of the business areas, the Group Sustainability Team and the Sustainability Council, and the current performance is published annually in the CDP (Carbon Disclosure Project) Report.

Complementary disclosures on climate change mitigation actions (ESRS E1-3)

The greenhouse gas emission reductions achieved through the measures are counted towards the performance of TUI Airline, Cruises and Hotels & Resorts in achieving their Science-based Targets. Total reductions are presented in the annual progress report covering the targets.

The management of the material impacts is driven ahead by members of the Group Sustainability Team and the business areas in charge. Any material investments made in connection with the measures are included in the financial planning for the segments. Disclosures on significant investments, e.g. payments made to modernise our aircraft fleet, are presented in the section on Financial position of the Group. For information on the taxonomy, please refer to the section Disclosures pursuant to the EU Taxonomy Regulation (2020/852); under the taxonomy criteria, the climate change mitigation measures do not result in any taxonomy-aligned disclosures.

See sections Financial position and Disclosures pursuant to the EU Taxonomy Regulation (2020/852)

Management of risks from impacts of climate change and climate change adaptation

Management approach (ESRS E1-2)

The Group Risk Management Policy governs the handling of existing risks and the identification of potential critical risks within TUI Group in order to secure its long-term success. The management approach comprises all risks and opportunities for the Company and the management of risks relating to emissions as well as TUI's Sustainability Agenda.

The risk management approach aims to reduce risks. An effective Group-wide risk management system also aims to create a positive risk governance and culture. The management approach affects all TUI Group employees at every level of the organisation. The effective implementation of the management approach is the responsibility of the management team of the TUI Group subsidiary concerned. Group functions are responsible for identifying, assessing and handling risks. The Group Risk & Internal Control function provides support and submits regular reports to the Group Risk Oversight Committee (GROC). The GROC's role is to review the risks and formulate risk strategies and management approaches on that basis. It also ensures the effective monitoring of the risks and provides reports to the Executive Board, which has ultimate responsibility for risk management and reviews and approves the strategies and approaches of the GROC.

TUI Group's relevant central functions involved in the risk process submit their questions and comments. The experts involved also represent relevant stakeholder interests and ensure they are taken into account. The Executive Board is in charge of internal and external communication of the management approach. The *Group Risk Policy* is available to all employees on the intranet. The processes and risks are presented in the publicly available Annual Report.

For more detailed information on the processes, please refer to the Risk report.

TARGET (ESRS E1-4)

The climate change mitigation targets mentioned above for TUI Airline, Cruises and Hotels & Resorts help mitigate the climate change-related impacts and minimise the identified risks in relation to climate change and climate change adaptation.

RISK MITIGATION ACTIONS (ESRS E1-3)

Disclosures on risk-mitigating factors are presented in the section Risk report under main risk no. 5 Sustainable tourism and main risk no. 8 Climate change. The scope of the measures differs as described in the section on Actions outlining the design and structure of the measures for TUI Airline, Cruises and Hotels & Resorts. Unless stated otherwise, the measures are continually implemented and optimised.

For more detailed information on risk-mitigating factors, please refer to the Risk report.

Metrics
Energy (ESRS E1-5)

Energy consumption and mix

	2025	2024[1]
1 Fuel consumption from coal and coal products (MWh)	109	-
2 Fuel consumption from crude oil and petroleum products (MWh)	18,529,133	19,278,562
3 Fuel consumption from natural gas (MWh)	112,432	94,709
4 Fuel consumption from other fossil sources (MWh)	0	-
5 Consumption from purchased or received electricity, heat, steam and cooling from fossil sources (MWh)	669,442	696,612
6 Total consumption of fossil energy (MWh) (sum of lines 1 to 5)	19,311,116	20,069,883
Share of fossil sources in total energy consumption (in %)	**98%**	**99%**
7 Consumption from nuclear sources (MWh)	0	-
Share of consumption from nuclear sources in total energy consumption (in %)	**0%**	**0%**
8 Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) (MWh)	96,392	2,159
9 Consumption from purchased or acquired electricity, heat, steam and cooling and from renewable sources (MWh)	169,209	199,687
10 Consumption of self-generated non-fuel renewable energy (MWh)	43,665	27,589
11 Total consumption of renewable energy (MWh) (sum of lines 8 to 10)	309,266	229,435
Share of renewable sources in total energy consumption (in %)	**2%**	**1%**
Total energy consumption (MWh) (sum of lines 6, 7 and 11)	**19,620,382**	**20,299,318**

[1] Previous year's figures are unaudited.

Energy intensity per net revenue

	2025	2024[1]	% N / N-1
Total energy consumption from activities in high climate impact sectors per net revenue from activities in high climate impact sectors (MWh/€)	0.00081	0.00088	-7.4%

[1] Previous year's figures are unaudited.

Net revenue from activities in high climate impact sectors used to calculate energy intensity

	2025	2024[1]	Var. %
Total net revenue (Financial statements) (Mio €)	24,179	23,167	+ 4.4
Net revenue (other) (Mio €)	0	-	-

[1] Previous year's figures are unaudited.

CALCULATION BASIS: ENERGY CONSUMPTION AND ENERGY MIX

TUI Airline: The main source of data for TUI Airline is the Airpas system, an industry-specific fuel and cost management solution. The data is collected per flight and transferred to Airpas on a daily basis (overnight). The data is consolidated quarterly at fleet level.

Cruises: The cruise lines use NAPA as their primary data source. NAPA is an industry-specific solution supplying real-time shipping data on a daily basis. The environmental managers enter the data manually into the NAPA system aboard the ships. The data is compiled as a Voyage Performance Report (VPR) once a week or at the end of a voyage and consolidated quarterly for each individual vessel.

Hotels & Resorts: Data collection varies within the portfolio. A small proportion of the hotels have installed AMRs (Automatic Meter Reading) or smart meters for automated data capture. Most data is billed and / or recorded every month. The data is consolidated quarterly for each individual hotel.

TUI Musement: Data is collected based on manual requests for information and consolidated annually at fleet level.

Markets and travel agencies: Data is retrieved manually via invoices or AMRs and consolidated annually at regional level.

Offices: Data retrieval varies, with some sites transferring information via a data capture tool in the form of check boxes. The data is consolidated annually at the level of individual buildings.

DEFINITION OF ENERGY TYPES

Fuel consumption from crude oil and petroleum products: Hotels & Resorts consume heating oil, diesel, petrol, liquefied gas (propane) and butane. Cruises consume HFO (high-sulphur fuel oil), HFO-VLSFO [0.5%], HFO-VLSFO [1.5%] and marine gas oil. Markets, retail shops and central functions consume heating oil. Also included are aircraft fuel for Airlines and diesel for public transportation. Fuel consumption from natural gas relates to the natural gas consumed in Hotels, retail shops and central functions.

Consumption of purchased or acquired electricity, heat, steam or cooling from fossil fuels: This comprises purchases of electricity from the grid by Hotels & Resorts, central functions and retail shops. It includes district heating and cooling purchased by Hotels & Resorts, central functions and retail shops.

Fuel consumption from renewable sources: Comprises the use of biomass by hotels and biofuel.

Fuel consumption of purchased or acquired electricity, heat, steam or cooling from renewable sources: This comprises green electricity acquired by hotels, retail shops and central functions.

Consumption of non-fuel renewable energy generated on site: Comprises e.g. PV energy generated and consumed by hotels.

Energy intensity is derived from the energy consumption mentioned above and net revenues of TUI Group as a whole. TUI's entire business activities must be classified as high climate impact operations.

GHG-Emissions (ESRS E1-6)

Gross GHG emissions from Scope 1, 2 and 3, as well as total GHG emissions

	2025	2024[1]	% N / N-1	Base year	2025 Target	2030 Target	Annual % target / Base year
Scope 1 GHG emissions							
Gross scope 1 GHG emissions (t CO_2e)	4,673,449	4,855,744	-3.8%	n/a	n/a	n/a	n/a
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	n/a	33%	-	n/a	n/a	n/a	n/a
Scope 2 GHG emissions							
Gross location-based Scope 2 GHG emissions (t CO_2e)	339,440	367,810	-7.7%	n/a	n/a	n/a	n/a
Gross market-based Scope 2 GHG emissions (t CO_2e)	145,539	169,176	-14.0%	n/a	n/a	n/a	n/a
Significant Scope 3 GHG emissions							
1 Purchased goods and services	3,806,468	3,854,763	-1.3%	n/a	n/a	n/a	n/a
2 Capital goods	127,749	79,981	59.7%	n/a	n/a	n/a	n/a
3 Fuel and energy-related activities (not included in Scope 1 or Scope 2)	1,023,596	1,049,915	-2.5%	n/a	n/a	n/a	n/a
4 Upstream transport and distribution	106	125	-15.2%	n/a	n/a	n/a	n/a
5 Waste generation at operations	55,388	55,022	0.7%	n/a	n/a	n/a	n/a
6 Business travel	45,911	47,834	-4.0%	n/a	n/a	n/a	n/a
7 Employee commuting	52,652	52,448	0.4%	n/a	n/a	n/a	n/a
8 Upstream leased assets	n/a	n/a	-	n/a	n/a	n/a	n/a
9 Downstream transportation	n/a	n/a	-	n/a	n/a	n/a	n/a
10 Processing of sold products	n/a	n/a	-	n/a	n/a	n/a	n/a
11 Use of sold products	n/a	n/a	-	n/a	n/a	n/a	n/a
12 End-of-life treatment of sold products	n/a	n/a	-	n/a	n/a	n/a	n/a
13 Downstream leased assets	n/a	n/a	-	n/a	n/a	n/a	n/a
14 Franchises	119,390	108,736	9.8%	n/a	n/a	n/a	n/a
15 Investments	n/a	n/a	-	n/a	n/a	n/a	n/a
Total indirect (Scope 3) gross GHG emissions (t CO_2e)	5,231,260	5,248,824	-0.3%	n/a	n/a	n/a	n/a
Total GHG emissions							
Total GHG emissions (location-based) (t CO_2e)	10,244,148	10,472,378	-2.2%	n/a	n/a	n/a	n/a
Total GHG emissions (market-based) (t CO_2e)	10,050,248	10,273,744	-2.2%	n/a	n/a	n/a	n/a

[1] With the exception of Scope 3.2, all previous year's figures are unaudited.

CALCULATION METHODS FOR THE SCOPE CATEGORIES

Significant change: The scope of TUI's key performance indicator reporting changed in fiscal year 2025 compared with previous years and was adjusted to the requirements of the ESRS standard. The most significant changes are the exclusion of TUI Cruises (Mein Schiff and Hapag-Lloyd fleets) and TUI Hotel & Resorts, which do not comply with the financial consolidation approach. All relevant previous year figures have been recalculated accordingly.

Scope 1: For Scope 1 emissions, the methodological approach comprises the quantification of direct greenhouse gas (GHG) emissions from sources belonging to or controlled by the company, e.g. incineration of fuel in the company's vehicles (aircraft, cruise ships and ground transport), on-site fuel incineration (hotels, larger buildings and retail shops) and the use of coolants. This process follows the Greenhouse Gas Protocol's Corporate Accounting and Reporting Standard in order to ensure accuracy and comparability.

Scope 2 (location-based): For Scope 2 emissions, the method comprises calculation of indirect emissions resulting from the consumption of purchased electricity, heat, steam or cooling from own or controlled sources (hotels, larger buildings and retail shops). Our location-based approach calculates emissions using grid average emission factor types (IEA) of the geographic location at which the electricity is consumed, regardless of the specific energy procurement choice.

Scope 2 (market-based): For Scope 2 emissions, the method comprises calculation of indirect emissions resulting from the consumption of purchased electricity, heat, steam or cooling from own or controlled sources (hotels, larger buildings and retail shops). Our market-based approach calculates emissions from electricity that the company has purposefully chosen, deriving supplier-specific emission factors from the data compiler and contractual instruments such as Energy Attribute Certificates (EACs).

Scope 3, Category 1: A combination of spend-based and average-based calculations following the Greenhouse Gas Protocol (GHGP) were used for purchased goods and services. In order to calculate emissions from spend-based data, TUI uses factors provided by the Environmental Protection Agency (EPA) (v1.3 according to NAICS-6). As the approach for this category was updated to include average-based approach, the 2024 values were recalculated.

Scope 3, Category 2: Spend-based data were used for calculation of TUI's capital goods emissions. In order to calculate emissions from spend-based data, TUI uses factors provided by the Environmental Protection Agency (EPA) (v1.3 according to NAICS-6). TUI's calculations for capital goods are in conformance with the spend-based method of the GHGP.

Scope 3, Category 3: Fuel and energy-related data at company level are entered in Sphera on an annual level during the data compilation period. In order to calculate emissions from fuel and energy-related data, TUI uses the factors provided by the UK Department for Environment, Food and Rural Affairs (DEFRA), applying the most recent versions available. TUI's calculations for fuel and energy-related activities are in conformance with the average data method of the GHGP.

Scope 3, Category 4: Spend-based emissions were used for all postal and logistics services offered by TUI. In order to calculate emissions from spend-based data, TUI uses factors provided by the Environmental Protection Agency (EPA) (v1.3 according to NAICS-6). TUI's calculations for upstream transportation and distribution are in conformance with the spend-based method of the GHGP.

Scope 3, Category 5: Waste generated in operations is entered into Sphera on an annual basis during the data compilation period. In order to calculate emissions from waste data, TUI uses the factors provided by the UK Department for Environment, Food and Rural Affairs (DEFRA), applying the most recent versions. The calculation of Waste generated in operations at TUI is in conformance with the average data method of the GHGP partly applying the waste-type-specific method.

Scope 3, Category 6: Spend-based emissions were used for all business travel within TUI. In order to calculate emissions from spend-based data, TUI uses factors provided by the Environmental Protection Agency (EPA) (v1.3 according to NAICS-6). The calculation of business travel at TUI is in conformance with the spend-based method of the GHGP.

Scope 3, Category 7: All FTE and working contract type (location) data of the consolidated companies is aggregated and shared with an external consultant who have developed an employee emission commuting tool. Factors such as country specific break-downs of commuting times and transport types are accounted for. The calculation of employee commuting emissions is in conformance with the average data method of the GHGP.

Scope 3, Category 8 (immaterial for TUI): TUI Group's main business is to sell travel experiences. The leased assets under TUI's operational control fall under Scopes 1 and 2. This category is therefore not reported.

Scope 3, Categories 9 to 13 (immaterial for TUI): TUI Group's main business is to sell travel experiences. The Company does not sell physical products and does not lease any assets. These categories are therefore not reported.

Scope 3, Category 14: Fuel and energy-related data at the Company level are entered into Sphera on an annual basis during the data compilation period. The list of the portfolio of TUI Hotels & Resorts is provided by Portfolio Management on an annual basis during the data compilation period. TUI's franchise hotels are operated by third-party hoteliers. In order to calculate emissions from fuel and energy-related data, TUI uses the factors provided by the UK Department for Environment, Food and Rural Affairs (DEFRA), applying the most recent versions available. The list of the portfolio of TUI Hotels & Resorts is reviewed and the number of franchise hotels counted. Average (market-based) emissions for the franchise hotel brands are calculated and multiplied by the number of franchise hotels in the portfolio in order to obtain the total. TUI's franchise calculations are aligned to the average data method of the GHGP. For a small number of franchise hotels primary data is available which is used instead of the average data method.

Scope 3, Category 15 (immaterial for TUI): TUI Group's man business is to sell travel experiences. TUI does not carry out any investment activities but acquires companies and brands it intends to manage under the TUI banner. This category is therefore not reported.

Gross GHG emissions and biogenic emissions

	Gross GHG emissions (t CO_2e)	Biogenic emissions of or from the combustion or bio-degradation (t CO_2e)
Scope 1 GHG emissions		
Total Scope 1	4,673,449	3,833[1]
Scope 2 GHG emissions		
Location-based	339,440	-
Market-based	145,539	-
Significant Scope 3 GHG emissions		
Total Scope 3	5,231,260	-

[1] Comprises biofuel from cruises and hotels

GHG emissions share of consolidated group and associated companies

	Consolidated accounting group (the parent and its subsidiaries) (t CO_2e)	Associated companies like joint ventures, and unconsolidated subsidiaries for which the undertaking has operational control (t CO_2e)
Scope 1	4,595,257	78,191
Scope 2 location-based	107,849	231,591
Scope 2 market-based	52,581	92,958

CALCULATION BASIS

The calculation of emissions is identical for the consolidated accounting group and the associated companies within the scope.

For *Scope 1 emissions,* the methodological approach comprises the quantification of direct GHG emissions from sources owned or controlled by the company, e.g. the burning of fuel in company assets (aircraft, cruise ships and ground transportation). This process follows the Greenhouse Gas Protocol's Corporate Accounting and Reporting Standard in order to ensure accuracy and comparability.

For *Scope 2 emissions,* the methodology comprises the calculation of indirect emissions resulting from the consumption of purchased electricity, heat, steam or cooling from owned or controlled sources (hotels, business premises and retail shops). Our *location-based approach* calculates emissions using grid average emission factor types (from IEA) of the geographic location at which the electricity is consumed, regardless of the specific energy procurement choice. *Our market-based approach* calculates emissions from electricity that the company has purposefully chosen, drawing on supplier-specific emission factors or contractual instruments such as Energy Attribute Certificates (EACs*).*

TUI's Scope 3 primary data: 21% of the emissions are calculated using primary data obtained from suppliers and from within businesses own operations. Comprises fuel and energy-related emissions of aircraft, cruise ships and Musement ground transportation vehicles. Comprises fuel and energy-related emissions of fuel burned on site in hotels, retail shops and central functions. Comprises fuel and energy-related emissions from purchased electricity, heating and cooling of hotels, retail outlets and central functions. Comprises waste generated in operations of cruise ships and hotels.

TUI's Scope 3 secondary data: Comprises waste generated in operations of airlines, franchise hotel emissions and employee commuting. Comprises all spend-based calculations, e.g. purchased goods and services, capital goods, business travel and transportation and distribution.

GHG intensity per net revenue

	2025	2024[1]	Var. %
Net revenue (€m)	24,178.7	23,167.3	+ 4.4
Total GHG emissions (location-based) per net revenue (t CO_2e/€)	0.00042	0.00045	-5.9%
Total GHG emissions (market-based) per net revenue (t CO_2e/€)	0.00042	0.00044	-6.2%

[1] Previous year's figures are unaudited.

CALCULATION BASIS GHG INTENSITY
Total location-based GHG emissions are divided by the net revenue recognised in the annual financial statements. Total market-based GHG emissions are divided by the net revenue recognised in the annual financial statements.

Market instruments for electricity

Type of contractual instruments electricity	Share of contractual instruments [MWh/MWh total electricity]
Green tariffs	20%
EACs	46%
PPAs	1%

CALCULATION BASIS
The type of electricity consumption according to contract type is reported separately via our Group-wide ESG data capture, analysis and reporting system. *Green tariffs* comprise certified green electricity purchased by hotels, retail shops and central functions. *EACs* comprise Energy Attribute Certificates purchased by hotels. *PPAs* comprise hotel power purchase agreements. The disclosure shows the share of the energy purchased with these contractual instruments in relation to the total volume of purchased energy.

Disclosures relating to the external validation of metrics complied for the section Metrics
The metrics disclosed under E1-5 and E1-6 include fuel consumption data for TUI Airline and associated emissions (in tonnes) externally verified with limited assurance by an independent emission inspection body. This applies to the data consolidated in Scope 1 and Scope 3 Category 3 and the consolidated energy consumption data. Further data compiled in this report was not externally verified by inspection bodies other than those conducting the inspection with limited assurance in the framework of the present report.

Disclosures under the EU Taxonomy Regulation (EU) 2020/852

Pursuant to Article 8 of Regulation (EU) 2020/852 of 18 June 2020 on the Establishment of a Framework to Facilitate Sustainable Investment, TUI AG reports in accordance with the Taxonomy Regulation. Initially, it must be stated which portion of revenues, capital expenditure and operating expenditure of TUI are associated with economic activities described in EU Regulations and Delegated Acts and are thus considered taxonomy-eligible. Additionally, the proportion of these KPIs that can be classified as environmentally sustainable or taxonomy-aligned according to Articles 3 and 9 of the Taxonomy Regulation must be reported.

Environmental sustainability is assessed using technical screening criteria for the following six environmental objectives:

- Climate change mitigation,
- Climate change adaptation,
- Sustainable use and protection of water and marine resources,
- Transition to a circular economy,
- Pollution prevention and control,
- Protection and restoration of biodiversity and ecosystems.

An economic activity qualifies as environmentally sustainable or taxonomy-aligned if it demonstrably makes a substantial contribution to one of the six environmental objectives and does not significantly harm any of the other environmental objectives. Furthermore, the economic activity has to ensure minimum standards on human rights, including social and labour standards, standards relating to anti-corruption, fair competition and taxation.

For financial year 2023, only economic activities for the environmental objectives of climate change mitigation and climate change adaption were defined by corresponding regulations. These economic activities, if relevant to TUI, are examined for taxonomy eligibility and alignment as in previous years and reported accordingly. As of 1 January 2024, additional economic activities for the remaining environmental objectives became reportable. Accordingly in financial year 2024 additional TUI activities fell under the EU Taxonomy. These include in particular activity 6.19 "Passenger and freight air transport", which is assigned to the environmental objective "Climate change mitigation", and activity 2.1 "Hotels, holiday, camping grounds and similar accommodation", which is assigned to the environmental objective "Protection and restoration of biodiversity and ecosystems". This marked the first time that TUI's core activities were covered. For these activities newly identified last year, the assessment of taxonomy alignment is being conducted for the first time in this reporting year. Compared to the previous year, no new activities became reportable in financial year 2025.

Some of the terms and definitions used in the EU Taxonomy regulations are still unclear with regard to their meaning and interpretation. The EU regularly publishes statements (FAQs) for clarification. Due to the unclarities and the amendments to regulations, TUI incurs the risk of facing a different future interpretation of these indicators and having to change its reporting accordingly.

The amendments to the EU Taxonomy regulations proposed by the European Commission on July 4, 2025, as part of the Omnibus procedure, have not yet entered into force. These amendments are expected to apply from January 1, 2026. Consequently, TUI AG's reporting for the 2025 financial year does not reflect these changes.

Determination of economic activities qualifying as taxonomy-eligible

As a first step, TUI analysed its economic activities to determine whether they correspond to the activities defined in the EU Taxonomy. In doing so, TUI took into account both of economic activities generating external revenue and activities serving its own needs.

The second step was to determine KPI for these economic activities. Where a KPI relates to several economic activities at once, it was broken down, usually based on the direct costs incurred for the activity in question. The reported numbers only include the revenue, capital expenditure and operating expenditure of companies fully included in the consolidated financial statements.

Checking technical screening criteria

Compliance with the relevant technical screening criteria is determined by consulting the respective Group companies or by means of a screening based on higher-level processes and within the framework of national or EU regulations. Where it was not possible to check compliance with technical screening criteria for lack of data or evidence and the economic activity concerned is not material for TUI, no screening was carried out and the economic activity was classified as non-aligned with the Taxonomy in accordance with Commission Notice C/2023/305 dated 20 October 2023, no. 13. The results are described in the following sections on revenue, capital expenditure and operating expenditure.

Checking minimum protection criteria

TUI ensures compliance with the minimum protection criteria through Group-wide policies, training programmes, codes of conduct and risk management systems, which also cover our suppliers and the impact of the services we provide. On compliance with human rights, we refer to the Non-Financial Group Declaration in particular the explanation on ESRS S1, S2 and S4, and with respect to anti-corruption and fair competition, to ESRS G1. In addition, we refer to the Corporate governance report. TUI has also implemented a tax strategy designed to ensure that we are taxed in a manner concomitant with our business, to prevent aggressive or artificial tax planning, to facilitate cooperation with local tax authorities and to manage and review tax risks centrally. In this context, please refer to the publication of our tax strategy at Reports & Documents | TUI Group - One of the world's leading tourism groups. At the reporting date, no relevant litigation was pending in this context.

Revenue

Total revenue is the revenue determined in accordance with international accounting standards and carried as revenue in the Notes. Only revenues of consolidated subsidiaries will be reported as taxonomy-eligible or taxonomy-aligned.

In the TUI Musement segment, customer transport in the destination, e.g. for excursions or transfers between the airport and the hotel, was allocated to economic activity 6.3 "Urban and suburban transport, road passenger transport". The revenue numbers were taken from our internal reporting system. Where this revenue also related to other economic activities, e.g. in the case of excursions involving not only transport but also guided tours, it was allocated on the basis of direct costs. Revenue from coach transport services provided by third parties is only recognised if this revenue meets the definitions of international accounting standards and if TUI controls the underlying processes.

The revenue generated in the Cruises segment is allocated to economic activity 6.11 "Sea and coastal passenger water transport". Revenue in the Northern Region segment includes revenue from economic activity 6.7 "Inland passenger water transport". The revenue is regularly generated from sales of package tours consisting, for example, of a flight, transport to the destination and overnight accommodation on a ship. For the purposes of the EU Taxonomy, this revenue is broken down in line with the direct costs incurred so as to determine the revenue attributable to passenger transport by ship.

The revenue earned from the economic activities 6.19 "Passenger and freight air transport" and 2.1 "Hotels, holiday, camping grounds and similar accommodation" are generated in the Northern Region, Central Region, Western Region and Hotels & Resorts segments. These activities encompass flight operations and the accommodation services offered by TUI and are therefore core activities. Where revenue is generated as part of a package tour, the taxonomy-eligible revenue is derived from intra-Group costs. In financial year 2025, the internal reports forming the basis for calculating revenues for economic activity 2.1 'Hotels, holiday, camping grounds and similar accommodation' were comprehensively redesigned. To ensure year-on-year comparability, the revenues for financial year 2024 were adjusted accordingly. Furthermore, these revenues have been adjusted to eliminate duplicate entries that were included in the prior year. Revenue generated on the basis of flight or hotel capacity provided by third parties is only recognised if it meets the definitions of international accounting standards and if TUI controls the underlying processes.

The proportion of total revenues accounted for by taxonomy-eligible revenues decreased from 36,4% to 35,4%. The decrease is caused by a higher share of dynamic packaging solutions in financial year 2025 in comparison to prior year. TUI does not pre-commit for flight or accommodation capacity in relation to dynamic packaging, accordingly the share of revenues based on controlled processes declined. TUI did not report any taxonomy-aligned revenues.

Revenues from activity 6.19 "Passenger and Freight Air Transport" do not fully meet the criteria for taxonomy-alignment, partly because the EU Taxonomy Regulation considers the use of certain chemicals as impairing other environmental objectives. However, these chemicals are employed in flight operations for safety reasons, in compliance with other EU regulations. The amendments to the EU Taxonomy proposed under the so-called Omnibus procedure would modify this requirement. Once the legal act becomes applicable, TUI expects an increase in taxonomy-aligned revenues.

Capital expenditure

Capital expenditure summarises the additions to the relevant assets mentioned in the Notes in the sections "Goodwill", "Other intangible assets", "Property, plant and equipment" and "Right-of-use assets". In financial year 2024, additions from mergers were carried under Other intangible assets (€1.1m).

The total capital expenditure of €1,055.7m breaks down as follows for financial year 2024:

Other intangible assets	€154.0m
Property, plant and equipment	€751.7m
Right-of-use assets	€150.0m

As a rule, capital expenditure is allocated to individual economic activities on the basis of our internal project controlling and account assignments in Group reporting. Overall, taxonomy-eligible capital expenditure accounts for 79.8% of total capital expenditure (previous year 71.3%). The year-on-year increase is mainly due to the increased capital expenditure for aircrafts and hotels. In financial year 2024 no taxonomy-aligned capital expenditure was reported.

Operating expenditure

TUI's operating expenditure includes non-capitalised direct expenditure for building refurbishment, short-term leases, maintenance and repair as well as any other direct expenditure incurred in connection with the day-to-day maintenance of property, plant and equipment, intangible assets and right-of-use assets. Where necessary, operating expenditure is allocated to an economic activity on a cost basis. The allocation to economic activities follows the allocation of capital expenditure. The review of the taxonomy eligibility and alignment of operating expenditure follows a review of the respective property, plant and equipment, other intangible assets or right-of-use assets to which they can be allocated. Accordingly, no taxonomy-aligned operating expenditures were identified. Taxonomy-eligible operating expenditure thus accounts for 92,4% of total operating expenditure (previous year 91.5%).

Revenue 2025

				Substantial contribution criteria						DNSH ('Does not significantly harm')									
Economic activities (1)	**Code (2)**	Revenue (3)	Proportion of revenue 2025 (4)	Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) turnover, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
Revenues environmentally sustainable activities (taxonomy-aligned) (A.1.)		**0.0**	**0.0**														0.0		
Thereof enabling activities		0.0	0.0														0.0		
Thereof transitional activities		0.0	0.0														0.0		
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)				**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**										
Hotels, holiday, camping grounds and similar accommodation	BIO 2.1	2,645.0	10.9	N/EL	N/EL	N/EL	N/EL	N/EL	EL								10.9[1]		
Passenger and freight air transport	CCM 6.19	5,082.5	21.1	EL	N/EL	N/EL	N/EL	N/EL	N/EL								22.2		
Sea and coastal passenger water transport	CCM 6.11	676.5	2.8	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2.6		
Urban and suburban transport, road passenger transport	CCM 6.3	103.6	0.4	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.6		
Inland passenger water transport	CCM 6.7	41.4	0.2	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.1		
Revenues taxonomy-eligible but not environmentally sustainable activities (non-taxonomy-aligned activities) (A.2.)		**8,549.0**	**35.4**	**24.5**	**0.0**	**0.0**	**0.0**	**0.0**	**10.9**								**36.4[1]**		

Revenue 2025

Economic activities (1)	Code (2)	Revenue (3)	Proportion of revenue 2025 (4)	Substantial contribution criteria						DNSH ('Does not significantly harm')									
				Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) turnover, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
A. Revenues of taxonomy-eligible activities (A.1.+A.2.)		**8,549.0**	**35.4**	**24.5**	**0.0**	**0.0**	**0.0**	**0.0**	**10.9**								**36.4[1]**		
B. Taxonomy-non-eligible activities																			
Revenue from taxonomy-non-eligible activities		15,629.7	64.6																
Total		**24,178.7**	**100.0**																

[1] adjusted (unaudited)

Abbreviations

Y - Yes, Taxonomy-eligible and and Taxonomy-aligned activity with the relevant environmental objective

N - No, Taxonomy-eligible, but not Taxonomy-aligned activity with the relevant environmental objective

EL - Eligible, Taxonomy-eligible activity for the relevant environmental objective

N/EL - Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective

Capital Expenditure (CapEx) 2025

				Substantial contribution criteria						DNSH ('Does not significantly harm')									
Economic activities (1)	**Code (2)**	CapEx (3)	Proportion of CapEx 2025 (4)	Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution(8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution(14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) CapEx, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
CapEx environmentally sustainable activities (taxonomy-aligned) (A.1.)		**0.0**	**0.0**														**0.0**		
Thereof enabling activities		0.0	0.0														0.0	E	
Thereof transitional activities		0.0	0.0																
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)				**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**										
Hotels, holiday, camping grounds and similar accomodation	BIO 2.1	375.3	35.5	N/EL	N/EL	N/EL	N/EL	N/EL	EL								31.8		
Passenger and freight air transport	CCM 6.19	375,4	35.6	EL	N/EL	N/EL	N/EL	N/EL	N/EL								30.3		
Sea and coastal passenger water transport	CCM 6.11	68.7	6.5	EL	N/EL	N/EL	N/EL	N/EL	N/EL								5.6		
Urban and suburban transport, road passenger transport	CCM 6.3	5.5	0.5	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.2		
Acquisition and ownership of buildings	CCM 7.7	16.8	1.6	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.0		
Renovation of existing buildings	CCM 7.2	0.8	0.1	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.9		
Electricity generation using solar photovoltaic technology	CCM 4.1	0.0	0.0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.5		

Capital Expenditure (CapEx) 2025

				Substantial contribution criteria						DNSH ('Does not significantly harm')									
Economic activities (1)	**Code (2)**	CapEx (3)	Proportion of CapEx 2025 (4)	Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution(8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution(14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) CapEx, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
CapEx taxonomy-eligible but not environmentally sustainable activities (non-taxonomy-aligned activities) (A.2.)		**842.5**	**79.8**	**44.3**	**0.0**	**0.0**	**0.0**	**0.0**	**35.5**								**71.3**		
A. CapEx of taxonomy-eligible activities (A.1.+A.2.)		**842.5**	**79.8**	**44.3**	**0.0**	**0.0**	**0.0**	**0.0**	**35.5**								**71.3**		
B. Taxonomy-non-eligible activities																			
CapEx from taxonomy-non-eligible activities		213.2	20.2																
Total		**1,055.7**	**100.0**																

Abbreviations
Y - Yes, Taxonomy-eligible and and Taxonomy-aligned activity with the relevant environmental objective
N - No, Taxonomy-eligible, but not Taxonomy-aligned activity with the relevant environmental objective
EL - Eligible, Taxonomy-eligible activity for the relevant environmental objective
N/EL - Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective

Operating Expenditure (OpEx) 2025

Economic activities (1)	Code (2)	OpEx (3)	Proportion of OpEx 2025 (4)	Substantial contribution criteria: Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	DNSH ('Does not significantly harm'): Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) OpEx, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
A. Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
OpEx environmentally sustainable activities (taxonomy-aligned) (A.1.)		**0.0**	**0.0**														**0.0**		
Thereof enabling activities		0.0	0.0														0.0		
Thereof transitional activities		0.0	0.0														0.0		
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)				**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**	**EL; N/EL**										
Hotels, holiday, camping grounds and similar accomodation	BIO 2.1	91.7	11.2	N/EL	N/EL	N/EL	N/EL	N/EL	EL								10,8		
Passenger and freight air transport	CCM 6.19	572.3	69.8	EL	N/EL	N/EL	N/EL	N/EL	N/EL								68,8		
Urban and suburban transport, road passenger transport	CCM 6.3	16.3	2.0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.9		
Sea and coastal passenger water transport	CCM 6.11	65.5	8.0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								7.6		
Renovation of existing buildings	CCM 7.2	8.6	1.0	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2.0		
Data processing, hosting and related activities	CCM 8.1	3.1	0.4	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.4		

Operating Expenditure (OpEx) 2025

				Substantial contribution criteria						DNSH ('Does not significantly harm')									
Economic activities (1)	**Code (2)**	OpEx (3)	Proportion of OpEx 2025 (4)	Climate change mitigation (5)	Climate change adaption (6)	Water (7)	Pollution(8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution(14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	**Portion of taxonomie-aligned (A.1.) or taxonomie-eligible (A.2.) OpEx, 2024 (18)**	Category (enabling activity) (19)	Category (transitional activity) (20)
		€ million	in %	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	in %	E	T
OpEx taxonomy-eligible but not environmentally sustainable activities (non-taxonomy-aligned activities) (A.2.)		**757.5**	**92.4**	**81.2**	**0.0**	**0.0**	**0.0**	**0.0**	**11.2**								**91.5**		
A. OpEx of taxonomy-eligible activities (A.1.+A.2.)		**757.5**	**92.4**	**81.2**	**0.0**	**0.0**	**0.0**	**0.0**	**11.2**								**91.5**		
B. Taxonomy-non-eligible activities																			
OpEx from taxonomy-non-eligible activities		62.0	7.6																
Total		**819.5**	**100.0**																

Abbreviations
Y - Yes, Taxonomy-eligible and and Taxonomy-aligned activity with the relevant environmental objective
N - No, Taxonomy-eligible, but not Taxonomy-aligned activity with the relevant environmental objective
EL - Eligible, Taxonomy-eligible activity for the relevant environmental objective
N/EL - Not eligible, Taxonomy-non-eligible activity for the relevant environmental objective

Proportion of revenue / Total revenue

%	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate change mitigation (CCM)	-	24.5
Climate change adaption (CCA)	-	-
Water and marine resources (WTR)	-	-
Circular economy (CE)	-	-
Pollution (PPC)	-	-
Biodiversity and ecosystems (BIO)	-	10.9

Proportion of CapEx / Total CapEx

%	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate change mitigation (CCM)	-	44.3
Climate change adaption (CCA)	-	-
Water and marine resources (WTR)	-	-
Circular economy (CE)	-	-
Pollution (PPC)	-	-
Biodiversity and ecosystems (BIO)	-	35.5

Proportion of OpEx / Total OpEx

%	Taxonomy-aligned per objective	Taxonomy-eligible per objective
Climate change mitigation (CCM)	-	81.2
Climate change adaption (CCA)	-	-
Water and marine resources (WTR)	-	-
Circular economy (CE)	-	-
Pollution (PPC)	-	-
Biodiversity and ecosystems (BIO)	-	11.2

Social information

Own workforce (S1)

Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)

The table below provides an overview of the results of our double materiality assessment of material impacts and risks relating to our own workforce.

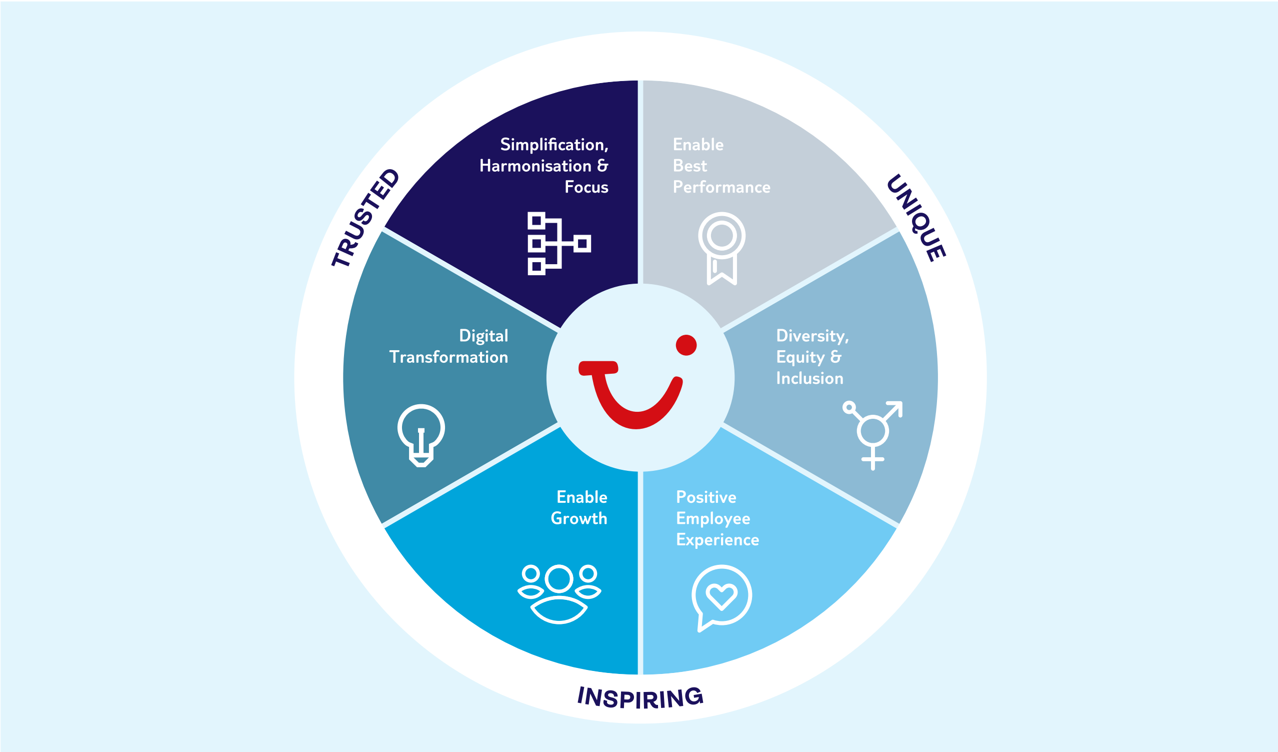
S1 Own workforce

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Training and skills development	Positive Impact	Short-, medium- and long-term	Own Operations	TUI creates a positive impact in the short-, medium- and long-term on their own employees with increasing competence, confidence, growth and organizational innovation as well as competitiveness due to an established training and skills development and support of their career development. Examples for training and skills development for its employees are various learning and development opportunities, such as on-the-job training, instructor led sessions both face to face and virtually, coaching, or mentoring. The career development exists of providing feedback, guidance, and recognition.
Employment and inclusion of persons with disabilities	Positive Impact	Short-, medium- and long-term	Own Operations	TUI creates a positive impact in the short-, medium- and long-term on their own employees with disabilities based on diversity, inclusion, and empowerment, as well as its organizational culture and performance. This impact is generated through opportunities, reasonable accommodation, support services and the absence of any form of discrimination, harassment, or stigma in the workplace.
Diversity	Positive Impact	Short-, medium- and long-term	Own Operations	TUI values and respects the diversity of its employees, customers, and stakeholders, and strives to create an inclusive and equitable workplace where everyone can contribute and thrive. TUI's diversity impacts its employee engagement, innovation, and performance, as well as its customer satisfaction and social responsibility.
Gender equality and equal pay for work of equal value	Positive Impact	Short-, medium- and long-term	Own Operations	TUI promotes gender equality and equal pay for work of equal value among its employees, by ensuring that men, women and diverse have the same rights, opportunities, and responsibilities in the workplace, and that they receive the same remuneration for the same work or work of equal value. TUI's gender equality and equal pay for work of equal value impact its employee fairness, recognition, and motivation, as well as its organizational culture and performance.
Work-life balance	Positive Impact	Short-, medium- and long-term	Own Operations	TUI creates a positive impact on its own employees' work-life balance such as their well-being, happiness, and performance, as well as its organizational culture and reputation in the short-, medium- and long-term, by offering them flexible and diverse working arrangements and by providing them with various benefits, such as parental leave, childcare support, or wellbeing programs.
Adequate wages	Positive Impact	Short-, medium- and long-term	Own Operations	TUI creates a positive impact in the short-, medium- and long-term on their employees by paying adequate wages, which are aligned with the market rates, the living costs, and the performance and qualifications of the employees. TUI also ensures that its employees receive their wages on time, and that they are informed of their wage components and deductions
Adequate wages	Risk	Short-, medium- and long-term	Own Operations	TUI faces the risk of higher costs in the short-, medium- and long-term due to filling potential vacancies by hiring employees from agencies or externals at higher costs.

TUI People Strategy (ESRS S1-1)

TUI is a people business and our people are at the heart of everything we do. Our vision is to be digital, engaging and inclusive. Our People Strategy forms the centrepiece for the implementation of this vision. TUI's success largely depends on the engagement of its employees. It is therefore crucial for us to define who we want to be as a Company and what it means to work for TUI. Our People Strategy with its six key areas of action forms the basis for implementing this vision and addresses all the material impacts and risks identified. The activities and areas of action derived manage the impacts and risks relating to our employees in a targeted manner.

Key areas of action of our People Strategy



- **Enable Best Performance:** the actions empower employees to perform at their best. This objective is served by a broad range of development and learning formats.
- **Diversity, Equity & Inclusion:** the actions create an environment where employees feel accepted, appreciated and included. All employees have the same career opportunities and receive equal pay for work of equal value.
- **Positive Employee Experience:** the actions create an environment where people feel comfortable, trusted and able to work flexibly.
- **Enable Growth:** the actions ensure that new employees are recruited in a demanding labour market. They ensure talent succession and include the launch of a new TUI Careers website to strengthen our social media presence.
- **Digital Transformation:** the actions centre on harmonising and digitising our HR systems and the use of artificial intelligence to facilitate data-driven decision-making.
- **Simplification, Harmonisation & Focus:** our measures are guided by the principles of simplification, harmonisation and focus in order to realign and enhance the efficiency of our organisational structure in HR by consolidating expertise globally.

The present report does not include actions falling under Simplification, Harmonisation & Focus or Digital Transformation as these topics are not covered by Sustainability Reporting.

The People Strategy applies to TUI Group's own workforce. Employees working at Riu Hotels & Resorts are not included in the policies, actions or targets of TUI's People Strategy since they are the responsibility of Riu's management team. Implementing the strategy is the responsibility of the Executive Board, the Group Executive Committee (GEC) and the HR Leadership Team (HRLT) and contributes to three Sustainable Development Goals (SDGs) of the United Nations: Gender equality, Decent work and economic growth, and Reduced inequalities. TUI uses various engagement formats to understand the interests of its employees and aligns its People Strategy accordingly. For further information, please refer to the section on Processes for engaging with own workforce and workers' representatives. Our strategy is communicated via the intranet (Smile), via live chats and at a range of other events. The strategy is implemented through further initiatives such as the Diversity, Equity & Inclusion Strategy (DEI Strategy), all of which refer back to TUI's overarching strategy. The People Strategy is based on a holistic concept and applies right across the Group. For a more detailed description, the actions and targets defined for each area of the People Strategy have been outlined with a view to the positive impacts and risks for employees.

Managing impacts, risks and opportunities

Enable best performance (ESRS S1-13)

MANAGEMENT APPROACH LOOK@LEARNING

TUI uses the global Look@Learning approach, launched in April 2025, to strengthen the skills of its employees in a targeted manner and with that enhance the Company's competitiveness. The key objective is to create a consistent, inclusive learning journey with training and skills development programmes for all employees. Creating a global learning solution underlines TUI's commitment to developing its employees and executives, supports the business strategy, promotes innovation and facilitates TUI's business success. These development opportunities help TUI attract and retain high-performing employees. TUI's employees are thus empowered to achieve their potential and acquire the skills they need to succeed in an evolving global environment. Look@Learning offers four modules:

- Self-paced learning which takes place online
- Virtual training programmes
- Instructor-led virtual or face-to-face sessions
- Peer-to-peer/social learning in the framework of a mentoring or coaching concept.

In developing the approach, attention is explicitly paid to the interests of stakeholders. Voluntary and anonymous feedback helps to identify areas in which additional support or adjustments are needed, triggering continuous improvements to the learning approach. Based on a communication plan, Look@Learning will be made available to all TUI employees and can be tailored to the needs of all employees with access to our global learning platform TUI People (SAP Success Factors). The plan includes monthly updates of the policy, communication via Smile and the Learning Lounge, and integration into the TUI People learning platform. Information is also shared via webinars, the People Development & Culture teams, leaders and the HRLT. The initiative for this project was taken by the Chief People Officer (CPO) and the Director of Global Talent, People Development and Culture in Learning & Development.

TARGETS

The management approach and the corresponding actions were introduced and implemented in the financial year under review. Targets are to be set in the forthcoming financial year. The success of Look@Learning to date has been gauged by employee interest in the management approach and the monthly updates on new learning options available. Since the launch of the programme, the monthly updates and information about the modules on offer have been accessed by 10,489 employees.

ACTIONS

As part of the Look@Learning approach, TUI has developed personalised training for its employees. Collectively, these different learning methods form a comprehensive learning model that supports the effective acquisition, application and retention of knowledge and skills. During the first stage, in addition to these methods, TUI is offering a Skills for All programme with tailored learning for all employees and a Skills for Leaders programme for leaders. During the second stage, a Skills for Business programme will be rolled out to several business units. With Skills for All, TUI has defined appropriate learning topics for its employees around the world. The programme helps employees to develop the skills they need in order to excel in their respective roles and achieve their career aspirations. Key topics are communication skills, change, critical thinking, inclusion, technical skills and personal effectiveness. The Skills for Leaders programme covers globally relevant learning topics for business leaders. It enables them to develop their skills, support the development of other employees and achieve their career aspirations. The key learning topics, therefore, are coaching and developing other employees, delegation and empowerment, and emotional intelligence.

The Look@Learning programmes apply to TUI's own employees, with limited availability for seasonal employees in Hotels & Resorts. The first stage of Skills for Leaders and Skills for All launched successfully in April 2025. The second stage with the individual learning approach for separate business units will follow in financial year 2026.

Diversity, Equity & Inclusion (ESRS S1-9/12/16)

MANAGEMENT APPROACH "COME AS YOU ARE"

"Come as you are" is a Group-wide approach to diversity, equity and inclusion which further strengthens TUI and opens up numerous opportunities. Our approach is based on three pillars:

People and culture	Inclusive leadership	Community
People and Culture helps to attract, recruit, develop and retain a diverse workforce. The focus is on assessing inclusive recruitment processes, fair promotion criteria, training programmes and workplace accessibility, to ensure that everyone can fulfil their potential without bias. Another objective is to encourage and support global and local networking groups, involving them in decision-making and enabling them to provide feedback to help achieve ambitions. Progress is monitored and reported to help track it.	Inclusive leadership is designed to build trust and create open working cultures in which everyone can excel; this makes inclusive leadership essential. The leadership team is responsible for promoting the "Come as you are" approach and integrating it into performance evaluations and goal setting. The development of cultural competence among leaders will help them to understand and recognise discriminatory behaviour and initiate potential countermeasures, thereby fostering a more inclusive culture. TUI supports and develops diverse employees equally throughout their careers. This pillar includes equal pay, as well as participation in global initiatives such as allyship and women in leadership programmes.	Community fosters global partnerships and creates a determined commitment to social responsibility and ethical practices. TUI wants to play a part in changing the world beyond the Company, supporting underrepresented groups through the TUI Care Foundation. TUI seeks feedback through benchmark data on whether it is seen as diverse and inclusive. The goal is to attract potential employees and promote the sense of community and corporate loyalty among existing employees.

The management approach "Come as you are" applies to TUI's own workforce. The approach is shaped by the interests and needs of a diverse range of stakeholders, ensuring it is inclusive and effective, and aligned with broader commitments. Employees are included in the TUIgether+ survey with its comment function to ensure their perspective is reflected. Additionally, leadership and HR are affected by playing a key role in implementing the policy. This approach is communicated both internally and externally to ensure alignment and engagement with all stakeholders. Internal communication takes the form of company-wide announcements, launch events, HR all-hands meetings, and regular workshops and discussions. External communication is available through the corporate website, the careers site, and the statements on job alerts. TUI's management approach for Diversity, Equity and Inclusion aims to prevent discrimination and supports equality for TUI employees. It also tackles the grounds for discrimination, such as race, ethnicity, gender, sexual orientation, national origin, gender identity, disability, age, religion, political views and social origin, as well as other forms of discrimination. TUI pays specific attention to people from groups at particular risk of vulnerability and has committed itself to be an inclusive employer with internal benchmarks for diversity, like the targets mentioned below. TUI is also subject to legal requirements, which differ between countries and local jurisdictions. TUI complies with local requirements, e.g. the quota for employees with severe disabilities in Germany. The management approach is communicated to all employees to foster an awareness of preventing discrimination. In addition, there are specific training programmes about inclusion for all employees. If TUI becomes aware of any complaints or cases of discrimination, e.g. through the TUI Speak Up Line, remedial measures and processes are initiated. Responsibility for the implementation of "Come as you are" lies with the CPO, the HRLT and the Head of People Development and Culture at TUI.

TARGETS

People and culture	Inclusive leadership	Community
TUI's target is to be recognised by 2030 as an inclusive employer, with the aim of achieving a score of 85% or more in an internal DEI survey. In the financial year under review, TUI worked towards the first target by carrying out a comprehensive impact assessment on the accessibility of office buildings at the head office sites, drew up an Inclusive Hiring Guideline, carried out neuroinclusion training programmes with external providers and launched a global project focusing on disability with supporting targets. For the second target, TUI is currently in talks with various providers to determine the benchmarking option. A final decision on measuring target achievement is still outstanding. Progress towards target achievement is measured by the Inclusion and Authenticity Score in the TUIgether+ survey. In the financial year under review, Authenticity rose by one percentage point from 83 to 84. Inclusive leadership also improved by one percentage point from 73 to 74.	TUI aims to increase the proportion of women in leadership positions to 35% by 2026. The target of 35% women in leadership positions was achieved in the financial year under review due to a changeover of the reporting logic and will be examined for a potential need for adjustments in the forthcoming financial year. Target achievement will be tracked every quarter with specific reporting to the GEC, measuring the proportion of women in leadership functions in the light of the targets fixed.	By December 2026, TUI aims to have established at least five new accreditations for DEI partnerships. In the financial year under review, TUI became a member of the Business Disability Forum. The current target achievement status is regularly reported to the HRLT and tracked by that body.

The targets for the "Come as you are" approach are likewise divided into the three pillars: People and Culture, Inclusive Leadership and Community. The target values relate to TUI's own employees. All Diversity, Equity and Inclusion targets were defined based on various internal calculations within the departments, taking into account challenges and potential for improvement. Ultimately, they were approved by the Executive Board. Since all targets for Diversity, Equity & Inclusion are absolute targets, no baseline year applies. Various stakeholder groups were involved in the target setting process. Apart from senior leadership and the HRLT, additional interaction took place with the GEC and all Managing Directors. Moreover, various colleagues across TUI Group, as well as employee networking groups and graduates, took part.

ACTIONS

To foster positive impacts on its employees in the field of Diversity, Equity & Inclusion, TUI implemented the following actions.

People and culture	Inclusive leadership	Community
TUI plans to develop an inclusive talent acquisition process. The current recruitment practice will be evaluated, as will the understanding of possible opportunities and gaps in practical DEI implementation. The next step will be to suggest improvements and train the recruiters and managers leading the process. Furthermore, TUI plans to conduct an impact assessment on accessibility in the workplace. The goal is to implement changes that will enable TUI to attract and retain people with disabilities. A report will outline the necessary changes as well as the cost and priorities for Company businesses. The communication of the findings and the implementation of the actions to recruit people with disabilities will be planned on that basis. The actions mentioned above are divided into smaller tasks with a timeframe to execution of 6-12 months. For the accessibility assessment, TUI is setting up working groups and liaising with an external provider called Access Able.	A key area of the programme is to create a working environment offering women equal opportunities to lead, grow and succeed. A review of existing guidelines across all functions and topics helps evaluate and update those guidelines to ensure they support gender equality, for example by offering flexible working arrangements and parental leave. Cultural change comprises initiatives that challenge bias and promote and recognise inclusive leadership. Progress is tracked with the aid of accountability actions such as the use of clear metrics and reporting mechanisms, which also ensure that TUI is held to account. The programme is still in its early stages, with the key areas currently being developed. It is not possible yet to set a time horizon for completing the action.	TUI aims to develop external partnerships with leading organisations to amplify its positive impact, drive systemic change, and create a more inclusive environment for colleagues, customers and communities. Key content includes enhancing DEI expertise and leveraging external partnerships to bring cutting-edge knowledge, tools and resources into TUI. The actions for developing partnerships with external organisations and the TUI Care Foundation have already started and should be completed by 2026. The external partnerships workstream has already identified five potential partnerships that align with the DEI targets and offer opportunities to drive progress. These partnerships include the International LGBTQ+ Travel Association (IGLTA). The next steps will be to finalise the partnerships, develop action plans, engage employees and measure the impact.

EQUAL PAY

The strategic goal is to gain insights into the extent to which a gender pay gap exists at TUI and to define actions to reduce potential gaps on a global and local basis. Key actions for equal pay at TUI include collecting the remuneration data of all employees to calculate the gender pay gap. TUI has established a standardised global reporting system for that purpose, using annual data to calculate the unadjusted and adjusted gender pay gap. The unadjusted gender pay gap reflects the difference without accounting for factors such as job family, role level or other relevant comparators. For the purpose of defining effective targets, TUI additionally determines an adjusted gender pay gap metric, which compares average pay levels between female and male employees within comparable job families. This approach ensures a like-for-like comparison as it takes account of structural differences and therefore provides a more accurate reflection of equal pay across similar roles. This forms part of our broader efforts to promote equal opportunities. TUI is committed to identifying potential structural inequalities at an early stage and addressing them through targeted measures. The analysis covers 48,735 employees in 45 countries. The actions are continually implemented, with gender pay gap calculations carried out annually. The effectiveness of actions to address impacts and risks is measured through the annual tracking of the gender pay gap.

All actions outlined in the DEI section relate to TUI's own workforce. The effectiveness of the actions in addressing impacts and risks is measured indirectly based on progress towards target delivery.

METRICS

DIVERSITY

Gender distribution in number of employees (head count) at top management level

	2025		2024[1]	
	No. of employees	in %	No. of employees	in %
Male	105	65.6%	97	66.9%
Female	55	34.4%	48	33.1%
Other	0	0.0%	0	0.0%
Total	**160**	**100.0%**	**145**	**100.0%**

[1] Previous year's figures are unaudited.

At TUI, the top management level consists of global leaders who determine and drive the business strategy. The relevant population for this data point is determined on the basis of a qualified analysis, in which all employees are grouped into bands between 1 and 6, with band 1 being the Executive Board level. For this data point, the population consists of top management in band 2, i.e. Executive Board level minus 1. This metric is defined as gender distribution among employees at the top management level.

Age structure of employees

	2025		2024[2]	
	No. of employees	in %	No. of employees	in %
<30 years old[1]	15,435	30.0%	16,995	32.5%
30–50 years old	23,912	46.5%	23,926	45.8%
>50 years old	12,093	23.5%	11,323	21.7%
Total	**51,440**	**100.0%**	**52,244**	**100.0%**

[1] In financial year 2024, the corresponding age group comprised individuals under 31 years of age. An adjustment was made in financial year 2025 to comply with CSRD requirements.
[2] Previous year's figures are unaudited.

This metric is defined as number of employees broken down by age groups "Under 30 years", "30-50 years" and "Over 50 years", excluding executives, interns and Riu Hotels & Resorts employees.

REMUNERAITON METRICS (GENDER PAY GAP AND TOTAL REMUNERATION)

Gender pay gap

	2025
Gender pay gap in % – unadjusted	21.78

The gender pay gap is defined as the difference in average pay between female and male employees, expressed as a percentage of the average pay of male employees. The calculation includes all active employees with permanent or temporary contracts, excluding the Executive Board of TUI AG, non-guaranteed hours employees and interns.

Total remuneration

	2025
Total remuneration	33:1

This metric is defined as the total annual remuneration ratio of the highest paid individual to the median annual total remuneration for all employees (excluding the highest-paid individual). Due to the even number of employees (a total of 48,734 employees excluding the highest-paid individual), the median does not reflect the remuneration of an individual employee, but rather the average of the remuneration of two employees.

Positive Employee Experience (ESRS S1-15)

MANAGEMENT APPROACH

In order to strengthen the work-life balance, TUI developed a management approach for the creation of a positive employee experience which covers different aspects of the work-life balance. The management approach is set out in the TUI Workwide approach and in the TUI Way of Working. TUI aims to holistically promote the wellbeing of all employees and anchor it in TUI's culture. The goal is to ensure that responsibility is shared between the leadership level, managers and all employees. Solving key wellbeing challenges is designed to enhance employee engagement, productivity and retention.

The management approach related to Positive Employee Experience applies to TUI's own workforce and is aligned to global best practices. However, it also entails regional flexibility in order to meet local needs. Moreover, the management approach enables employees to work from another country for a maximum of 30 working days per year. Employees can choose from a variety of countries with the exclusion of locations affected by war or civil or political unrest. Other potential exceptions relate to employees who are required to work from a specific location or a non-flexible workplace due to the nature of their tasks, e.g. employees in customer-facing roles in a travel agency. In order to take account of the views and interests of its key stakeholders, TUI's employees, the Company carries out an annual employee survey. The results are used as input for the further development of the management approach. The topics addressed by the management approach are communicated separately via Smile. This channel is also used to publish changes and updates. Responsibility for the implementation and examination of the management approach in accordance with the general People Strategy lies with the Executive Board, the GEC and the HRLT.

TARGETS

For financial year 2025, the Supervisory Board defined sustainability targets for the members of the Executive Board. The target relating to Social is to increase employee satisfaction by 2 percentage points. Target achievement is measured via the results of the annual TUIgether+ survey and evaluated by the Supervisory Board. For the financial year under review, employee satisfaction matched the prior year's level.

For further details, please refer to section II. Overview: Individual remuneration of the members of the Executive Board in the Remuneration Report.

ACTIONS

In the completed financial year, three global surveys were conducted in order to secure the effectiveness of the management approach. The surveys have been adjusted to different employment cycles of TUI's employees.

The TUIgether+ survey aims to collect employee feedback on general topics related to the workplace (e.g. leadership, learning and development, sustainability, wellbeing, DEI) to measure overall engagement within TUI and understand the factors impacting or driving engagement.

The Exit survey is another survey along the employment cycle of TUI employees. It is aimed at providing information about TUI Group leavers based on the respective employee's reasons for leaving, the sector they are moving to, and potential considerations that might encourage them to return. The overall goal is to gain an understanding of potential improvements to enhance employee retention.

Another survey newly launched in the financial year under review is the Business Insights survey, aimed at measuring specific key topics relating to specific groups of employees within TUI Group. In the completed financial year, perception of the communication activities for the ongoing transformation of Markets + Airline was measured. The survey was carried out in the framework of the change management activities in order to gain a better understanding of the perception of the transformation-related communication. The results of the survey will help the transformation team to continually improve its change management activities for the employees affected and hence positively impact the overall employee experience.

The surveys are addressed to TUI's own workforce. They were all carried out in the course of the financial year under review. The first Business Insights survey for Markets + Airline was launched in December 2024, while the first Exit survey was started in April 2025. The TUIgether+ survey was carried out in June 2025 and has been established as an annual process. The Business Insights survey has already been carried out twice and delivered response rates of 16 % and 14 %. Based on the results of the survey, communication has been adjusted to be better aligned to employees' needs (e.g. introduction of an AI chatbot to answer all employee questions relating to the transformation). As the Exit survey was only launched in April 2025 and the response rate in an exit-related survey is obviously lower due to the nature of the survey, evaluation of the results will require some time. The plan is to provide results at a global level in the forthcoming financial year. In 2025, the Engagement Index of the TUIgether+ survey was 80, i.e. flat year-on-year. The response rate grew by two percentage points to 77%.

Enable growth (ESRS S1-10)

MANAGEMENT APPROACH

Our Global Reward Guidelines ensure that our employees are paid according to clear, fair and competitive standards around the globe. This enhances TUI's attractiveness in the market, increases people's willingness to perform and supports an evolving corporate culture. In this way, we are laying foundations to accelerate growth and achieve our strategic targets. Uniform, lean and digital processes in TUI's Global Reward Guidelines reduce complexity and the administrative workload, creating transparency, accelerating decision-making and enhancing scalability within the organisation. Employees benefit from clear workflows and efficient access to information – while the Company benefits from greater agility, cost efficiency and sustainable growth. The management approach related to Enable Growth applies to TUI's own employees. The Guidelines were developed in the framework of a global project involving Reward professionals from all business areas. Representatives from different countries ensured that the interests of different groups were taken into account. The Guidelines are communicated directly to the Reward team in charge of implementation. While responsibility for the implementation of these Guidelines lies with the CPO, the HRLT is responsible for ensuring implementation of the Global Reward Guidelines through the Reward Teams.

TARGET AND ACTIONS

Fair salaries and benefits are firmly anchored in TUI's corporate culture via TUI's Global Employment Statement. The salaries reflect customary market rates, the cost of living and the performance and skills of employees. By paying market rates, we counter the risk of losing employees because of inadequate pay, whereupon we would have to fill the vacancies by recruiting agency staff or other externals.

METRICS

ADEQUATE WAGES

In the financial year under review, TUI paid adequate wages to all its employees.

Local Reward and HR teams identify the employee with the lowest pay category per country, taking only in-scope employees into account (and excluding, for instance, interns). The lowest wage package is used to verify whether employees are at least paid the adequate wage benchmark. If not, the number of employees whose wage falls short of the benchmark is reported and the reasons are explained.

Additional disclosures on managing impacts, risks and opportunities

TARGETS (ESRS S1-5)

The targets for TUI's own workforce are set by the respective departments and are derived from the TUI People Strategy. If necessary, employees or workers' representatives are included in the target setting process. The performance delivered to achieve the targets is tracked by the respective department. Internally, the progress is regularly communicated to the CPO and the employees, while it is externally communicated through sustainability reporting. TUI gains valuable insights from employee surveys, which help to support the progress towards target achievement.

ACTIONS (ESRS S1-4)

All actions and initiatives in place with a positive impact on TUI's own workforce are mentioned in the sections on Actions. The effectiveness of the actions is generally tracked through the targets listed above the actions. If an action is not linked with any targets, additional information on how the actions are tracked is provided in the respective chapter. The actions planned and implemented and the associated targets to track the effectiveness are described in the individual chapters. The People Strategy contains references in order to ensure that TUI does not cause or contribute to any material negative impacts on its own workforce; this also includes the Company's procurement, distribution and data usage practices. The focus is on managing and driving positive impacts on employees so as to avoid negative impacts, which currently are also immaterial. The material impacts are mainly managed by employees; the costs associated with managing material impacts are therefore difficult to break down. Dedicated DEI, Reward, Reporting and Training teams manage a large number of impacts. Major investments in relation to the actions are discussed in the framework of the financial planning.

General disclosures related to TUI's own workforce (ESRS 2, SBM-3)

All positive impacts on TUI's own workforce arise from the People Strategy and are therefore related to TUI's business and HR activities. The impacts play a major role in the development of TUI's People Strategy and business model. All measures and strategic decisions in connection with the identified impacts are described in the management approaches. Based on TUI's business model as a tourism group, general developments in the labour market and the People Strategy as the basis for the Company's approach to its own workforce, TUI relies strongly on its own employees and therefore faces the risk of increased costs to offset potential shortages of skilled workers. The strong seasonality of TUI's business contributes especially to fluctuations in the headcount and number of employees required.

All chapters in the section Own workforce relate to TUI Group's own employees. The impacts and risks described apply to all of them. Employees working for Riu Hotels & Resorts are not covered by the policies, actions or targets of the People Strategy as responsibility for these employees lies with the management of Riu Group. Riu employees are only included in TUI Group's metrics under Characteristics of employees, but are not included in the theme-specific data in connection with the partial application of the ESRS. Where Riu Hotels & Resorts employees are included in the relevant data points, this is clearly marked.

TUI's own workforce includes all people who are in an employment relationship with TUI Group as well as non-employees, i.e. self-employed people and people provided by undertakings primarily engaged in employment activities. The impacts and risks presented relate to own employees.

The activities that result in the positive impacts are covered in the description of the actions in the corresponding topic. All employees are positively affected or could be positively affected by these activities. No operations at significant risk of incidents of child or forced labour were identified as material. TUI relies on established data to highlight barriers and understand people with special characteristics and how they could be affected. Further information on that topic is presented in S1-2 Processes for engaging with own workforce and workers' representatives.

All metrics shown in the present report are subject to a Governance Model, which ensures validation and adherence to global definitions through clear roles and responsibilities in local teams and the HR leadership team (HRLT). All metrics refer to numbers of employees.

Characteristics of employees (ESRS S1-6)

Number of employees by gender

	2025		2024	
	No. of employees	in %	No. of employees	in %
Male	29,559	44.2%	28,717	43.0%
Female	37,293	55.8%	38,123	57.0%
Other	2	0.0%	5	0.0%
Total	**66,854**	**100.0%**	**66,845**	**100.0%**

This data point is defined as the total number of employees by headcount, excluding executives and interns, at the end of the reporting period, broken down by gender. This data point includes the employees working for Riu Hotels & Resorts.

Number of employees by country

	2025	**in %**	2024	in %
United Kingdom	11,505	17.2%	11,759	17.6%
Spain	10,250	15.3%	10,505	15.7%
Turkey	8,328	12.5%	8,375	12.5%
Germany	7,167	10.7%	7,269	10.9%
Mexico	3,660	5.5%	3,737	5.6%
Cap Verde	3,599	5.4%	3,492	5.2%
Netherlands	2,240	3.4%	2,140	3.2%
Belgium	2,131	3.2%	2,251	3.4%
Switzerland	1,820	2.7%	2,010	3.0%
Other	16,154	24.2%	15,307	22.9%
Total	**66,854**	**100.0%**	**66,845**	100.0%

This data point is defined as the total number of employees by headcount, excluding executives and interns, at the end of the reporting period, broken down by country for countries in which the Company has 50 or more employees representing at least 10% of its total number of employees at the end of the reporting period. This data point includes the employees working for Riu Hotels & Resorts.

Number of employees by type of contract[1]

				2025
	Permanent	Temporary	Seasonal	**Total**
Male	19,441	3,208	6,910	29,559
Female	26,158	4,286	6,849	37,293
Other	1	0	1	2
Total	**45,600**	**7,494**	**13,760**	**66,854**

[1] Data collection only from financial year 2025; for financial year 2024, no breakdown by employment relationships and gender is available.

This metric is defined as the total number of employees, excluding executives and interns, with permanent, temporary or seasonal contracts, broken down by gender. Measuring employees with seasonal contracts is a specific TUI metric to reflect the differentiation between employees hired to cover the increased workload during the peak season versus employees in the non-seasonal business. TUI therefore reports the number of employees with business-specific seasonal contracts instead of employees with non-guaranteed hours. This data point includes the employees working for Riu Hotels & Resorts.

Employees who have left the TUI Group

			2025			2024
	Permanent	Temporary/ seasonal staff	Total	Permanent	Temporary/ seasonal staff	Total
Leavers	11,816	12,162	23,978	14,265	11,461	25,726
Fluctuation rate	19.2%	19.8%	39.0%	23.5%	18.9%	42.4%

This metric is defined as the total number of employees by headcount, excluding executives and interns, who have left TUI in relation to the average quarterly headcount during the reporting period. The exits considered are due to voluntary termination, termination of employment, retirement, invalidity or death, compromise agreements as well as end of temporary or seasonal contracts and other reasons. Due to the seasonality of TUI's business, the headcount increases significantly in the spring and decreases again when the holiday season moves towards autumn. This results in a high turnover rate, driven by the seasonality of the business.

Human rights obligations of TUI Group (ESRS S1-1)

TUI Group is committed to respecting human rights within its own workforce. The Group considers the protection of human rights to be of fundamental importance. Since 2014, TUI has been a signatory to the ten universally recognised principles of the UN Global Compact, including those relating to human rights and employment law. TUI condemns all forms of child labour, forced labour, slavery and practices similar to slavery.

The company believes that all employees should be treated with respect and dignity. This commitment is reflected in the Human Rights Statement and overseen by the Group's Human Rights Officer. In addition, TUI respects the International Labour Organization (ILO) principles for freedom of association and the right to collective bargaining, the elimination of all forms of forced or compulsory labour, the effective abolition of child labour, the elimination of discrimination in employment and at the workplace and the right to a safe and healthy work environment. TUI also complies with the OECD Guidelines in relation to human rights and labour standards (based on the ILO principles), environmental protection, anti-corruption, consumer protection, disclosure and tax transparency.

Engaging with its own employees is fundamental for TUI Group. The Group engages with works councils in various countries as well as TUI's European Works Council, the TUI Europa Forum. Moreover, the annual TUIgether+ survey is used to gain specific insights into the perspectives of our employees.

The issue of human rights is embedded in TUI Group in a structured due diligence process and reflects our general approach to addressing the impact of human rights on our employees. This process includes clear responsibilities, annual and ad hoc risk analyses, preventive measures, accessible complaint mechanisms, remedial actions and ongoing documentation and reporting. The effectiveness of these processes is regularly reviewed and improved.

TUI conducts comprehensive risk analyses at least once a year, and whenever significant changes occur, to identify potential human rights and environmental risks within its own operations and across the supply chain. These analyses have already helped prioritise key risks based on their nature, scope and potential impact.

TUI's commitment is translated into action through a combination of policies, processes and training. Core documents such as the TUI Code of Conduct (Integrity Passport) and the Global Employment Statement set clear expectations for ethical behaviour and the fair treatment of all workers. These documents are supported by practical tools such as targeted training delivered via the TUI People learning platform, which covers areas such as human rights, child protection, and health and safety. TUI also fosters internal collaboration to embed human rights standards into day-to-day operations. Through this multi-layered approach, TUI aims to prevent human rights violations and ensure effective remedies where impacts occur.

TUI's policies regarding its own workforce align with internationally recognised instruments, including the UN Guiding Principles on Business and Human Rights. This commitment is reflected in the TUI Group's Human Rights and Employment Statements, which outline the company's dedication to ethical and responsible business practices.

TUI Group is committed to upholding human rights and environmental standards across its operations and global supply chain. It follows the principles of the Universal Declaration of Human Rights and expects the same of its suppliers and business partners. As a signatory to the UN Global Compact, TUI integrates the latter's core principles on human rights,

labour standards, environmental protection and anti-corruption into its policies and practices. TUI also supports the Global Code of Ethics of the UN World Tourism Organisation (UNWTO), which it signed in 2012. These international frameworks help to inform the content and direction of key policy documents. TUI's policies explicitly address human trafficking, forced or compulsory labour, and child labour. These commitments are clearly outlined in the Group-wide Human Rights Statement, in which TUI condemns all such practices, including child and forced labour and slavery.
TUI Group is an active member of ECPAT and has signed The Code of Conduct for the Protection of Children from Sexual Exploitation in Travel and Tourism. Corresponding policies and guidelines are implemented across business areas to support these commitments.

Processes to remediate negative impacts and channels for own workforce to raise concerns (ESRS S1-3)

TUI offers Group employees and externals the opportunity to report suspected infringements of laws or the policies anchored in TUI's Integrity Passport anonymously and without reprisals. Via the TUI SpeakUp Line, anyone aware of or suspecting an actual or potential breach of compliance caused by TUI business activities or by a TUI supplier can use the available channels to raise concerns. The SpeakUp Line is available worldwide. The system is provided and operated by NAVEX, an external provider. Apart from the SpeakUp Line, employees also report infringements through other channels, e.g. directly to their line managers or to the appropriate Compliance contact, or else use the Compliance mailbox, which is also available externally. Any incident reported through the TUI SpeakUp Line is reviewed by the Integrity & Compliance Team itself or forwarded to the department concerned for processing.

Any incidents reported through the TUI SpeakUp Line are received and reviewed by the Integrity & Compliance Team with the necessary care and professionalism. As soon as a report has been created via the TUI SpeakUp Line, the team receives the report (translated if necessary) within approx. 24 hours. The Integrity & Compliance Team carries out an initial assessment of the report, which includes a plausibility check and a decision on the next steps. The initial assessment can either lead to the initiation of an internal investigation of the reported case or to the closure of the report if there is no reason for further investigation, e.g. no evidence of infringements or misconduct. Depending on the circumstances, the report will possibly not be investigated directly by the Integrity & Compliance team and communication with the whistleblower may be passed on to the relevant department, e.g. Group Audit, Group Sustainability, Group Health & Safety, in accordance with internal procedures and risk responsibility. The persons entrusted with the implementation of procedures must be impartial and independent, not bound by instructions and committed to maintaining confidentiality. In the financial year under review, the effectiveness of the Compliance management system was audited. The audit did not give rise to any findings on the SpeakUp Line.

Information about the TUI SpeakUp Line is communicated internally and externally through various channels, such as the website and the intranet. The information channels are used to communicate all relevant information on the process and system functions. So as to give as many people as possible access to the whistleblower system, incidents can be reported through an online service, by telephone and via mobile devices.

Information on the use of the TUI SpeakUp Line and the reports received is presented in the section Incidents, complaints and severe human rights impacts. TUI treats every report of a potential compliance violation in good faith and protects the identity of the whistleblower. Moreover, reports can be submitted anonymously. Regardless of whether the report turns out to be valid, the whistleblower will not be subject to retaliatory or disciplinary action or to any other adverse consequences. In accordance with Directive (EU) 2019/1937, TUI Group's Integrity Passport states that no form of retaliation against whistleblowers, including threats, will be tolerated. This also applies to third parties associated with the whistleblower, such as colleagues and relatives, who could suffer retaliation in a work-related context, as well as individuals who have supported a whistleblower in the reporting process.

Incidents, complaints and severe human rights impacts (ESRS S1-17)

Total number of incidents of discrimination, including harassment	6
Total number of incidents and complaints filed through the SpeakUp Line for employees to raise concerns in the reporting period	51
Total amount of fines, penalties and compensation for damages as a result of the incidents and complaints disclosed above, and a reconciliation of such monetary amounts disclosed with the most relevant amount presented in the financial statements	0
Number of severe human rights incidents connected to TUI's workforce in the reporting period, including an indication of how many of these are cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration of Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises	1
Total amount of fines, penalties and compensation for damages for the incidents described above, and a reconciliation of such monetary amounts disclosed with the most relevant amount presented in the financial statements	0

Processes for engaging with own workforce and workers' representatives (ESRS S1-2)

Engagement with its own workforce, either direct or indirect, plays a major role at TUI. TUI regularly engages with works councils in various countries as well as TUI's European Works Council, the TUI Europa Forum. In Germany, employee representatives also sit on the Supervisory Board of TUI AG, TUI Deutschland GmbH and TUIfly GmbH. Engagement with the works councils takes place at the local level within the different legal entities, as well as at the national and European levels. The works councils usually meet once a month. In addition, meetings on specific topics are held as needed.

The CPO is responsible for engaging with the workforce. She leads the Labour Law & Labour Relations team at Group level, which manages the relationship with the TUI Europa Forum and the German Group Works Council. Additionally, there are experts in various countries who handle local workforce engagement. Currently, there is no specific Global Framework Agreement with workers' representatives on human rights.

TUI monitors workforce engagement in the framework of the annual TUIgether+ survey. Agreements between works councils and unions are made and reviewed several times a year on various topics that concern TUI's workforce. TUI relied on established data (e.g. McKinsey's DEI reports and World Economic Forum findings), highlighting barriers for groups such as ethnic minorities, people with disabilities and LGBTQ+ colleagues. TUI also engaged with their Employee Networking Groups in order to obtain insights from dialogue with those employees and from the DEI ambassadors, who provided feedback on recurring themes such as microaggression and career progression barriers. Moving forward, TUI will continue to engage with the DEI ambassadors, the Global DEI and Wellbeing Colleague Forum and will utilise data gathered from the global DEI data project.

Workers in the value chain (S2)

Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)

The table below provides an overview of the results of our double materiality assessment in relation to material impacts, risks and opportunities for matters relating to workers in the value chain. These findings are increasingly incorporated in TUI's strategic alignment, e.g. by developing measures to improve working conditions and promote social standards among partners and suppliers. Taking account of these impacts is strategically relevant for TUI as it forms the basis for a responsible and future-proof business development.

S2 Workers in the value chain

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Working conditions	Negative impact	Short-, medium- and long-term	Upstream and downstream value chain	Precarious working conditions such as seasonal employment, precarious employment relationships, inadequate wages, limited working time arrangements and a lack of freedom of association or options for collective bargaining may potentially impair the social protection, professional development and equal opportunities of TUI employees in the tourism value chain.
Equal treatment and opportunities for all	Negative impact	Short-, medium- and long-term	Upstream and downstream value chain	Unequal treatment of employees – e.g. through discriminatory practices or non-respect of equal pay for work of equal value – may potentially result in structural discrimination and a limitation on equal opportunities for TUI employees in the tourism value chain.
Child labour and forced labour	Negative impact	Short-, medium- and long-term	Upstream and downstream value chain	The potential abuse of child labour and forced labour may result in severe human rights violations and massively impair the physical, mental and social development of people affected – with far-reaching consequences for due diligence concerning human rights and social responsibility within TUI's tourism value chain.

Numerous external employees work in TUI's value chain, delivering activities required to perform tourism services. Potential impacts relate, among others, to employees in partner hotels, airlines, cleaning companies, transport companies, IT service providers, local travel agencies and restaurants and catering establishments, e.g. supplying food for hotels and cruise ships. Working conditions for these groups vary substantially, depending on the region and industry. Anyone in a contractual working relationship with our suppliers falls under the term 'workers in the value chain'. Due to TUI's business model, most of these people work in the upstream value chain.

Employees in an employment relationship with TUI are covered in Chapter Own workforce (S1). As a rule, the workers covered here work at the premises of the supplier in question. In some instances, however, such as staff employed by cleaning companies or other service providers, they work on TUI premises.

TUI recognises that its business activities may affect the human rights of workers in the value chain. The annual analysis of risks relating to the supply chain identified hotels, restaurants, transportation and local agencies as particularly relevant segments making key contributions to the delivery of tourism services. Main risks related to child and forced labour exist particularly in regions with limited social and labour law frameworks. These include, among others, parts of North Africa, the Middle East, as well as selected Asian destinations where tourism services are provided or procured. These risks primarily affect workers in hospitality, food service, transportation, and local agencies and are often structurally driven. They are closely linked to sector-specific challenges in the tourism industry and the respective regional circumstances. TUI responds to these challenges with targeted measures such as capacity-building for suppliers, training in employment rights, and partnerships with local stakeholders to promote human rights standards and minimise structural risks.

Managing impacts, risks and opportunities (S2-1)

TUI has a Group-wide management approach in place to implement human rights and environmental due diligence obligations in the supply chain. This approach also serves the corporate due diligence process, with structured procedures for analysing risk, assessing suppliers and deriving appropriate measures. TUI is committed to respecting internationally recognised human rights, including workers' rights, and environmental standards within its supply chain throughout its global operations. This integrated approach systematically identifies, prevents, and mitigates potential negative impacts. The approach aligns with the requirements of, among others, the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises. In addition, TUI has signed the UNWTO Global Code of Ethics for Tourism. TUI's concept of human rights explicitly addresses human trafficking, forced labour and child labour. These aspects are firmly anchored in Group-wide risk analysis and due diligence.

The management approach also takes account of the requirements of the German Supply Chain Due Diligence Act (LkSG). The Chief Sustainability Officer officially acts as TUI Group's Human Rights Officer and oversees all related processes and actions. Implementation is supported by the central Supply Chain Due Diligence Committee and by a coordination unit within the Group Sustainability department. If necessary, additional internal stakeholders are involved, while external stakeholders' views are considered indirectly through multi-stakeholder initiatives.

TUI's Human Rights Statement serves as a central reference for the Group-wide management approach in implementing the duties of due diligence with regard to human rights. In the Statement, TUI commits to respect human rights both internally and along its value chain. The Statement refers, inter alia, to the principles of the UN Global Compact, the ILO standards and the requirements of the TUI Code of Conduct for Suppliers (The Code). The Statement sets out expectations relating to human rights-related behaviour in the supply chain and explains the underlying concept of due diligence. It applies both to TUI's own operations and to the Group's supply chain. It is reviewed on an annual basis, adjusted if necessary, and adopted by the Executive Board.

TUI does not maintain any direct contractual relationships with value chain workers. Instead, all suppliers must undertake to comply with the standards defined in TUI's Code of Conduct for Suppliers and also to ensure that their own business partners comply with these requirements. The Code sets out the binding framework for TUI's ecological, social and ethical expectations for the entire supply chain. Among other things, it prohibits child labour, forced labour and human trafficking, observes environmental and health and safety standards, calls for employees to be treated with respect and complies with data privacy and health and safety requirements. Responsibility for the Supplier Code of Conduct lies with Group Purchasing, and it was approved by the Executive Board.

TUI has, moreover, adopted a Group Policy on Diverse, Sustainable and Ethical Sourcing. This defines criteria for the purchasing process considering diversity, ethics, and sustainability in supplier selection. The Policy defines objectives in various fields, including lower energy consumption, fair and socially acceptable working conditions and diversity in the supplier base. In this way it supports implementation of human rights and sustainability-related requirements in sourcing activities. Responsibility for the Policy lies with Group Purchasing, and it was approved by the Executive Board.

Based on these, a list of questions has been drawn up for the purchasing system, and these must be answered by all suppliers in the selection process. It was revised in the financial year under review and includes questions relating to compliance with ethical standards as well as labour and human rights.

In addition to these actions in relation to sourcing practices and internal processes, TUI places importance on cooperating with other stakeholders in industry initiatives and building supplier competence. This is outlined in greater detail in section S2-4.

In the period under review, a total of four cases were reported in which value chain workers had been affected by potential non-compliance with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work or the OECD Guidelines for Multinational Enterprises. In the financial year under review, no severe problems or incidents occurred in relation to human rights.

Processes for engaging with value chain workers about impacts (S2-2)

The processes for engaging with value chain workers about impacts are part and parcel of the Group-wide due diligence process, which falls under the responsibility of the Human Rights Officer.

As part of its risk management procedure, TUI performs structured risk analyses to identify any risks to human rights or the environment in its own business operations and along its supply chain. These analyses are carried out annually and ad hoc in the event of material changes to the risk profile.

Working conditions and potential impacts on the human rights of value chain workers are central to this analysis. Risks for workers – e.g. relating to fair wages, working hours, freedom of association or health and safety – are systematically taken into account in the identification and assessment of human rights-related risks.

An IT-supported risk management tool plays a key role in this respect. It facilitates holistic assessments along the value chain, taking account of direct and – wherever information is available – indirect suppliers. Based on recognised indices and external sources, an abstract human rights and environmental risk is determined for each company. This risk is subsequently rated "low", "medium" or "high". In a second step, the risk is specified in greater detail based on self-assessments, audit results or further insights from the supplier relationship. This process provides indirect insights into impacts on value chain workers. Through direct dialogue with suppliers – such as requests for evidence or self-disclosure – it also incorporates the perspective of those working for suppliers. This process serves simultaneously to analyse suppliers with a view to obligations of due diligence in relation to human rights and the environment.

In order to engage with value chain workers indirectly, TUI requires all business partners to comply with a Supplier Code of Conduct which defines fundamental criteria regarding human rights, working conditions and environmental protection. The inclusion of appropriate clauses in contracts allows TUI or third parties mandated by TUI to conduct compliance audits.

The whistleblower system – publicly accessible via the Company's website, enables structured engagement with value chain workers. The option to report incidents – even anonymously – permits direct exchange with the individuals concerned. This helps to detect impacts on workers early and to derive targeted measures to improve working conditions.

TUI also engages in multi-stakeholder initiatives to incorporate the perspectives of potentially affected groups – in particular value chain workers – when updating measures and standards. Examples include TUI's membership in Futouris e. V., a sustainability initiative for the tourism sector, as well as in ECPAT Deutschland, an organisation for the protection of children against sexual exploitation in tourism.

Processes to remediate negative impacts and channels for value chain workers to raise concerns (S2-3)

TUI Group commits to identifying, remediating and preventing human rights and environmental risks along the value chain. Workers who are affected by or aware of any incidents can raise their concerns at any time, even anonymously. Access to the electronic whistleblower system and information for third parties is published on the website at https://www.tuigroup.com/en/compliance and therefore accessible regardless of where the person is directly employed. Providing an anonymous reporting option is intended to strengthen trust in the whistleblower system. In addition, suppliers receive information on the whistleblower system along with their contract documents and are requested to pass that information on to their workers. Currently, no additional structural measures ore processes are implemented to actively promote awareness of the whistleblower system. Nevertheless, the system is considered to be generally accessible as it is used by value chain workers.

For more detailed information about the whistleblower system, please refer to the section Management approach 2: Whistleblower protection in the chapter on Governance (G1).

If any material negative impacts on value chain workers are identified, the cases are followed up in close cooperation with the relevant suppliers. The goal is to identify the root causes and implement appropriate measures to remedy the grievances. If the supplier is not prepared to cooperate, contractually agreed measures are initiated. If these measures do not lead to any substantial progress, the business relationship may be suspended or even terminated.

Taking action on material impacts on value chain workers (S2-4)

TUI has introduced a range of measures to promote humane working conditions along the entire value chain, aiming to prevent, avoid or appropriately reduce any material risks identified. The effectiveness of these measures is regularly reviewed in order to ensure that the targeted positive effects for value chain workers are actually delivered. The assessment includes monitoring training participation and analysing reports and complaints. The results are incorporated in the further development of the actions. Unless otherwise specified, all measures are implemented on an ongoing basis.

In order to strengthen people's awareness for human rights and labour standards and build capacity, suppliers can access a Human Rights Toolkit designed to help identify human rights risks and implement appropriate mitigation measures. This toolkit includes information on working conditions, discrimination as well as child labour and forced labour. It offers assistance in implementing preventative measures within the undertaking in order to improve labour standards for value chain workers. The toolkit is publicly accessible on the TUIPartner website and is reviewed annually.

In addition, the industry initiative Futouris offers an e-learning programme on Human Rights in Tourism. This programme has been available free of charge to direct partner companies or tourism providers since January 2025. It provides fundamental information on legal requirements governing human rights and presents practical examples of ways to prevent risks such as precarious working conditions, unequal treatment at the workplace as well as child and forced labour. Suppliers will find information on the programme and a link to the e-learning scheme on the TUIPartner website and can share this content with their workforce. TUI is planning to implement a communication campaign for its direct suppliers in the new financial year. The programme will contribute to implementing measures against material negative impacts on value chain workers, e.g. by means of capacity-building for suppliers and cooperation with industry peers.

Training programmes on protecting children, human rights, health and safety, and integrity are available across the Group via TUI's People Learning platform. The offering is complemented by specific training programmes, e.g. on children's well-being for entertainment and childcare staff or on the Modern Slavery Act for purchasing and procurement teams. The goal of these training programmes is to raise people's awareness for human rights risks and provide practical skills for handling relevant situations. Based on specific case studies, employees learn how to recognise potential grievances – including grievances affecting value chain workers – and report and follow up on corresponding incidents in a responsible manner.

Human rights and environmental requirements have been systematically incorporated in contracts with suppliers. These contractual clauses create a binding basis for responsible action along the supply chain. TUI regularly reviews these requirements, at least once a year, and updates them as needed to reflect new insights or regulatory changes.

Recognised, credible sustainability certifications are used to assess compliance with sustainability standards. A certified standard in line with the criteria of the Global Sustainable Tourism Council (GSTC) was developed for providers of activities and excursions. It obliges the providers to disclose information on fair wages, working hours, child protection and local employment.

TUI also actively engages with industry initiatives and partnership schemes to tackle systemic supply chain challenges jointly with other stakeholders, ensuring lasting improvements for workers.

TUI draws on risk analysis and current developments in the tourism sector to identify any measures required. The measures are selected and prioritised based on the materiality of the identified risks and the possibility of exerting influence. In the event of material negative impacts, TUI ensures the availability of processes to implement or facilitate remedies.

For a more detailed description of these processes, please refer to section Processes to remediate negative impacts and channels for value chain workers to raise concerns (S2-3).

In order to ensure the effectiveness of these processes, feedback mechanisms, such as the whistleblower channel, are regularly evaluated. The implementation and outcome of the remedies are documented and incorporated in the further development of the processes.

Human and financial resources are available to manage material impacts. Responsibility lies with the Group Sustainability department, working in close cooperation with Purchasing, Compliance and other relevant functions. Provision of these resources allows the systematic implementation and further development of the measures to respect human rights in the supply chain.

Targets related to value chain workers (S2–5)

A key concern is to comply consistently with the due diligence obligations in the supply chain and all relevant legal requirements. In this context, the working conditions of value chain workers have shifted increasingly into focus. The effectiveness of the concepts and measures is reviewed annually in the framework of the due diligence process and adjusted as necessary.

To date, no formal quantitative targets have been defined for this stakeholder group. TUI is currently examining whether corresponding targets can be formulated for future reporting cycles in the framework of the further development of the human rights-related risk management system.

Consumers and end-users (S4)

Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)

The table below provides an overview of the results of our double materiality assessment in relation to material impacts, risks and opportunities (IROs) for issues in connection with consumers and end-users.

S 4 Consumer and end-users

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Health and Safety	Positive impact	Short-, medium- and long-term	Own operations	TUI's comprehensive health and safety as well as quality standards across all businesses secure the quality of products and services and have positive short-, medium- and long-term impacts on the customer experience.
Health and Safety	Risk	Short-, medium- and long-term	Own operations	TUI faces a risk of legal, financial and reputational consequences if quality or health and safety standards for all products and services are inadequate.
Security of a Person	Positive impact	Short-, medium- and long-term	Own operations	With its safety and security management and package tour offering, TUI facilitates a safe and plannable travel experience for the short, medium and long term.
Security of a Person	Risk	Short-, medium- and long-term	Own operations	Safety and security risks in destinations may result in customer complaints, reputational loss and economic disadvantages in the short, medium and long term.

Material impacts, risks and opportunities in relation to consumers and end-users (SBM-3)

The focus of our organisation is on our guests and customers with their individual wishes and needs – our ambition is to offer them differentiated and consistent experiences. Our integrated business model enables us to support our customers along the entire customer journey, from the booking and the trip to the destination, the stay in the hotel or on board the cruise ship through to local activities and excursions – both via digital channels and in person. The digital travel experience is complemented by personal support from our employees, which our customers experience in our travel agencies, aircraft and hotels, during tours and experiences, aboard our ships and in the destinations.

Our focus in all operating businesses is on an attractive and safe customer experience. In this regard, the health and safety of our customers plays a key role for us. Due to our integrated business model, we believe these areas create material positive impacts on our customers: effective safety and security management enhances customer satisfaction and may create a competitive edge. TUI is therefore committed to the health, safety and security of customers at all stages of the value chain. This is achieved, for example, by continually monitoring and assessing safety-critical developments in the destinations through regular reviews of accommodation, activities and transport providers as well as specific monitoring protocols for outbreaks of disease. This enables TUI to identify safety risks early on and discuss and initiate response measures with its own tour operators and other business areas involved. In order to secure the quality of the entire customer journey, TUI offers customers multiple digital and physical touchpoints, thereby delivering a strong blend of digital and human interaction.

Impact of the perspective of customers on strategy and business model

As our guests and customers are the focus of our business model, the views, interests and rights of our customers are incorporated when adapting and developing our strategy and TUI Group's business model in the form of feedback on our product and services portfolio.

By capturing the Net Promoter Score (NPS)[1] across all markets and brands, we continually gauge and evaluate our customers' satisfaction. In financial year 2024, this indicator was included in the remuneration system for the TUI AG Executive Board as an individual remuneration component for the first time. In financial year 2025, it was again included as a remuneration component for all Executive Board members.

[1] The NPS score is captured in questionnaires relating to customer satisfaction. It is based on the question "On a scale of 0 to 10, how likely are you to recommend the brand to a friend, colleague or relative?" with 10 being "extremely likely" and 0 "not at all likely". The score is measured by the share of promoters (scores 9 and 10) less the share of detractors (scores 0 to 6).

Customer feedback received in delivering services is also taken into account. In health and safety, for instance, we operate a reporting system to record all observed incidents and those reported by customers. These incidents are subsequently examined by the Group Safety & Risk team, resulting where necessary in appropriate measures. When a customer reports a problem following the delivery of a service, this is also forwarded to the Group Safety & Risk team, who examine the incident and initiate further measures as required.

The insights from customer feedback and the reporting systems may provide indications of potential weaknesses, which are taken into account in evaluating Company-specific risks.

The risks determined as material by TUI Group are directly associated with the tourism business model. Our ambition is to make travel safer, in particular by providing package tours that offer customers seamless support. If we fail to meet our own standards, this may potentially result in customer dissatisfaction, reputational damage or litigation costs.

Against this backdrop, it is essential for TUI Group to recognise and respect the individual needs of its customers, regardless of their origin, the circumstances of their lives, or the travel product chosen. TUI Group's ambition is to guarantee the personal rights, safety and data privacy of all customers, taking into account any individual needs such as the needs of children or persons with limited mobility. The positive impacts of our products and services expressly affect all customers, irrespective of the product or service they purchase and the country where it is purchased.

Customer range

TUI offers tourism and leisure services for different customer groups, in particular solo travellers, couples, families and groups. These customer groups have different needs and expectations, which TUI meets through tailored offerings and services.

This diversity of individual offerings reflects TUI's 'Live Happy' brand promise. It defines an ambition that goes beyond the pure travel experience. TUI's goal is to support customers' wellbeing in the long run by means of safe and healthy products and services. Our products and services are not harmful to people and do not increase the risk of chronic disease.

Apart from the physical wellbeing of our customers, we attach great importance to protecting their personal rights and freedoms. Use of our services does not entail the risk of material negative impacts on the right to privacy, the protection of personal data or the right to freedom of expression and non-discrimination. We take care to ensure that we comply with all requirements of the General Data Protection Regulation (EU GDPR).

In the interest of a holistic understanding of responsibility, TUI Group focuses not only on protecting personal data and rights, but also on providing transparent and reliable information to consumers at any time.

Under EU consumer protection law, travel services can be considered services for which consumers need accurate information in order to avoid any potentially harmful use or misguided decisions. TUI Group therefore provides comprehensive information to its customers prior to conclusion of a contract, e.g. a detailed description of the service, visa requirements, health indications or rights in the event of cancellation. Consumer rights also apply while they use the travel services, based on the need to provide timely and accurate information to travellers, e.g. safety instructions on flights or guidance for how to behave in the event of a fire in a hotel. In order to ensure that this service-related information is available to all customers, TUI Group instructs its employees across the Group on how to comply with internal rules and on health, safety and security procedures.

In managing the impacts, TUI also takes account of the needs of particularly vulnerable groups such as children and persons with disabilities. As a rule, TUI Group subsidiaries provide information and advice for these groups on their own websites in order to make their travels easier. Special safety equipment for children and infants is available on board our planes and ships. Specific procedures and support are available for people with disabilities, e.g. when they board transport or wish to select an accessible holiday.

TUI's comprehensive quality standards aim to deliver consistent operational workflows, ensure our customers' wellbeing and strengthen their positive holiday experience. The goal is to reinforce people's trust and enhance customer satisfaction.

For more detailed information, please refer to the section Actions on material impacts on consumers and end-users (S4-4).

The risks we have identified in the framework of our double materiality assessment can potentially arise from all customer groups. However, we believe that the risks are, in particular, associated with customers using services outside TUI's direct sphere of influence or travelling to regions with issues of relevance to security (countries with weak local and statutory rules and regulations and / or particular risks of terrorism or other Security, Health & Safety risks).

Managing impacts, risks and opportunities

Policies consumers and end-users (S4-1)

HUMAN RIGHTS POLICY COMMITMENTS – MONITORING AND PREVENTION

TUI Group commits to respecting human rights and ecological standards in all parts of its global value chain. Human rights are inextricably linked with our customers' health and safety, security and wellbeing: fair working conditions for service providers, strict sanitary standards in accommodation facilities and responsible leisure-time offerings aim to build trust and ensure safety and security during the holiday. Protecting human rights is therefore firmly anchored in TUI's Human Rights Statement. As a global provider of holiday experiences, it is our responsibility to ensure that our services are delivered in an ethical, sustainable manner based on respect for human rights. In this way, we seek to ensure the quality of our portfolio, strengthen people's trust in our brand and promote long-term customer relationships.

Since 2014, we have pledged to respect the principles of the UN Global Compact in the fields of human rights, labour standards, environmental protection and anti-corruption. We are mindful of laws and international standards, combat human rights violations and discrimination and champion diversity and inclusion. This applies in our dealings with all our employees and directly impacts our dealings with customers. Accordingly, TUI Group's policies and guidelines relating to customers reflect the principles of the UN Global Compact.

Responsibility for TUI's commitment relating to human rights protection lies with different individuals and departments, including, in particular, the Human Rights Officer, Integrity & Compliance, Risk Management, Purchasing and HR. A risk management tool is used to identify potential risks. For more detailed information, please refer to TUI AG's Report on the German Supply Chain Due Diligence Act (LkSG) for financial year 2024. The Company is not planning to update the report for 2025.

For the Report on the German Supply Chain Due Diligence Act, please refer to
https://cdn.sanity.io/files/b6xulh2p/production/e035860eb581e65591778ed0bfcb4c8ab90903d9.pdf

In order to prevent any infringements, TUI Group has launched preventive measures including the Integrity Passport – TUI's Code of Conduct – and carries out regular training programmes. Potential infringements can be reported via the TUI SpeakUp Line. Remedial measures are taken on a case-by-case basis and are disclosed in the annual LkSG reporting.

Enshrined in TUI's Human Rights Statement is a commitment to always ensure that we keep the perspectives of potentially affected groups and other relevant stakeholders in mind. TUI engages in constant dialogue with customers via the TUI Speak-up Line and other channels.

For further information, please refer to the chapter Business Conduct (G1)

HUMAN RIGHTS POLICY COMMITMENTS – INFRINGEMENTS AND CONSEQUENCES

In the framework of the double materiality assessment, no negative impacts of TUI Group's services on human rights were identified, either in the supply chain, nor in its own business operations or in relation to guests. Should TUI gain knowledge of possible human rights violations associated with TUI or any of its direct and indirect business activities, remedial measures will immediately be taken. In the event of violations in its own business operations, TUI implements direct remedial measures, including the use of defined processes and labour law measures such as warnings and termination. In its supply chain, TUI works with suppliers, uses its influence and contractual measures, and may suspend or terminate business relationships in the event of a lack of cooperation. Processes and monitoring in relation to TUI's own business operations include appealing to managers to comply with the Integrity Passport and adapt their behaviour accordingly, while a similar approach is taken vis-à-vis indirect suppliers in the supply chain. The measures are reviewed and further developed on a regular basis, at least once a year. TUI also engages in industry initiatives to promote sustainability in the supply chain, such as Futouris e.V. These measures are aimed at quickly dealing with violations in the supply chain and in relation to customers and monitoring the effectiveness of the processes.

In financial year 2025, a total of six incidents of potential human rights violations related to consumers and end-users were reported through the whistleblower system. These cases concerned our own business activities as well as the supply chain. All reported incidents were investigated in accordance with our internal guidelines. Our Human Rights Statement and the Whistleblower System Procedure are publicly accessible.

Management approach related to health and safety

CONTENTS

Managing our customers' health and safety is based on a range of process instructions aligned to the specific characteristics of the business areas. The policies aim to guarantee the health and safety of all customers to the largest possible extent. They are structured to maximise the positive safety-related impacts of TUI's products and services on customers. At the same time, they are to mitigate the financial risks associated with providing unsafe experiences that might jeopardise the health or safety of our customers. TUI Group's health and safety management covers both our own business operations and the services provided by business partners and suppliers.

In managing its own business operations, TUI's ambition is to ensure that all internal processes and customer interactions comply with quality and health and safety standards. Specific guidelines apply to certain segments such as Hotels & Resorts, governing aspects such as balcony rail height, fire prevention protocols, activities for children and safety by the pool or at the beach. In addition, there are guidelines for excursions, including for the safe transportation of passengers to and from excursions and the overall safety of TUI Musement experiences. In Cruises, health and safety aspects relating to our customers are already governed by comprehensive national and international statutory provisions and written agreements with third parties so that no additional internal policies have been introduced. The existing rules cover, for instance, port calls, shore excursions and procedures to deal with incidents and illness. In Airline, there are also strict national and international statutory rules and regulations. In TUI Airline, operational manuals governing various sub-aspects of flight operations guarantee compliance with the strict legal provisions and hence ensure our customers' health and safety. TUI continually implements monitoring mechanisms such as regular visual and functional tests in order to ensure that the health and safety policies are consistently met by all business areas. This process is complemented by regular checks by Group Safety & Risk Management, carried out to ensure that any new weaknesses are identified and included and that controls remain effective in the long run. This structured risk management approach underpins TUI's commitment to providing a safe environment for all customers and stakeholders.

TUI's Supplier Code of Conduct frames the management of business partners and suppliers. It governs the contractual relationships with all suppliers throughout the Group and also sets out minimum health and safety standards and rules for our customers. It ensures that suppliers comply with our requirements. This is especially important as our customers can be in direct contact with many third-party providers on their journey, e.g. hotels or experience providers. In combination, these policies ensure a seamless, safe customer experience.

SCOPE

Management of the health and safety aspects of TUI's own operations is assigned to the individual business areas in order to take account of the particularities and special requirements of the individual businesses. Some policies, for instance, only apply to hotel operations, excursions, transfers, cruises, or the handling of accidents and illness. Certain areas, e.g. Airline and Cruises, are by now so thoroughly subject to laws and international third-party standards that additional internal health and safety policies are not required. Specific information is provided for special stakeholder groups, e.g. children or people with disabilities, to facilitate accessible travel experiences for these customers. If non-TUI Group airlines are used to carry out flights or excursions, these airlines are examined by the Group Safety & Risk team. Depending on the type and outcome of the pre-operational examination, the checks are repeated at regular intervals ranging from six months to two years. In Airline, a variety of evaluation methods apply.

The Supplier Code of Conduct for TUI Group suppliers universally applies to all contractual partners of the Group. It is used by TUI AG and all companies in which TUI AG directly or indirectly holds a majority stake, whether in Germany or abroad. It also applies to joint ventures and other associated companies, even those over which TUI AG does not have management control, and thus establishes minimum health and safety standards for all business relationships. The Supplier Code of Conduct also obliges direct suppliers of TUI Group to pass on the values and requirements set out in the Code to their sub-contractors and monitor compliance with the requirements by these companies. Our health and safety management system performs risk assessments varying in scope on all suppliers. If a sub-contractor does not comply with the requirements, the reasons must be explained and the supplier has to consider switching to a different sub-contractor.

Overall, these policies ensure a uniform health and safety management approach for the entire value chain covering TUI's own operations, its suppliers and downstream partners, aiming to ensure the wellbeing of customers and employees.

RESPONSIBILITY

TUI's centre of excellence Group Security, Health, Safety & Crisis is responsible for defining the safety and hazard management programmes and aims to pursue a uniform, consistent approach within TUI Group. In line with requirements, responsibilities can be delegated on a case-by-case basis. The Group Director SHSC provides regular reports to the GEC or to the Board member in charge of HR. Group SHS is accountable to the stakeholder groups it represents via the Group's SHS Governance Committee.

EXTERNAL STANDARDS

In addition to the principles of the UN Global Compact in the fields of human rights, labour standards, environmental protection and anti-corruption, TUI has also signed up to the UNWTO's Global Code of Ethics. Due to a lack of internationally recognised standards for travel and tourism, TUI's health and safety standards are largely aligned to ABTA's Tourism Health & Safety Technical Guide. Our cruise brand Marella strictly follows third-party standards, e.g. those of the International Maritime Organization (IMO), the International Convention for the Safety of Life at Sea (SOLAS), the Cruise Lines International Association (CLIA) and the International Safety Management Codes (ISM Codes). These conventions and associations formulate extremely stringent rules for cruise passenger health and safety. In TUI Airline, TUIfly has already received IOSA certification (IATA Operational Safety Audit) in Germany. This voluntary certification is an internationally recognised safety standard in aviation and usually meets higher criteria than statutory safety and quality requirements. At the same time, IOSA offers a uniform organisational framework within which TUI Airline aims to obtain certification for its other regional airlines as well.

STAKEHOLDER INTERESTS

In the field of health and safety, customers' interests are for the most part covered indirectly by local regulatory requirements or the standards defined or applied by TUI. Customers additionally have various communication channels available to inform TUI Group of their needs and interests, so that TUI can take these into account.

COMMUNICATION

All employees can access the Supplier Code of Conduct and other safety information and instructions via our intranet Smile. For external users, the information is provided to our business partners via our TUI Partners website or attached to the contract documents. Travel and safety information relevant for an activity is provided to our customers during the booking process and during use of a product or service.

Management approach related to personal safety and security

CONTENTS

TUI Group implements appropriate guidelines in its various business areas that are tailored to the specific requirements of each area and conform with our Group-wide management approach to customer safety. They govern operations in TUI's own hotels and resorts, in third-party hotels and during excursions, activities and tours. TUI's safety management system defines our global safety strategy, the application of our risk-based, data-driven approach and the specific measures to be taken by each TUI business in relation to the products and services offered under the supervision and aegis of TUI Group SHS. Our SHS approach ensures that the focus is placed on the areas of greatest risk with the aim of minimising the likelihood and/or severity of an incident so as to prioritise the safety of customers in the destinations. This focus minimises the financial risks associated with safety-related incidents and plays a key role in making travel safer overall. Through proactive risk management, TUI aims to offer a safe travel experience, reducing the hazards associated with travel for every customer.

TUI's overall ambition is to set standards in terms of travel safety and enhance safety in the destinations, not just for its own customers but for the entire sector. By taking account of safety aspects in our business operations and partnerships and by implementing risk management practices, we hope to make continual progress towards achieving our target of safer travel for all.

SCOPE

TUI's risk management programmes for safety and hazard control take account of the local circumstances under which a product or service is offered, external factors such as local laws to be adhered to as minimum standards, and international best practice. Maintaining a uniform global approach, TUI implements additional guidelines and management approaches in order to optimise the management of certain situations. Our approach focuses on key risk areas in connection with accommodation, transport and activities. Depending on the business area at stake, additional policies and management approaches are implemented to manage situations in line with requirements. Our hotel policies focus on maintaining high safety standards in TUI's own hotels, hotels operated under management contracts or managed under the TUI brand in order to ensure the safety of customers and employees as well as the integrity of our brand. For third-party hotels, TUI implements strategic minimum requirements relating to safety, including risk assessments and quality assurance processes, in order to ensure that the safety standards correspond to those applied in TUI's own accommodation. Cruises and Airline are governed by strict international rules and regulations, ensuring personal safety and security in implementing transport services.

RESPONSIBILITY

The Executive Board of TUI AG and the Group Executive Committee set the strategic direction and supervise the appropriate handling of personal safety and security in the Group. Group SHS is responsible for TUI's safety and security risk management. This body ensures safeguards the resources for safety and security risk management and advises the Executive Board in safety and security-related matters. TUI Group Security is in charge of TUI's security strategy and management. The function is responsible for the development and revision of security manuals, policies and specification, the establishment of minimum security requirements and reviews of the Group's security practices. It also supports the source markets and destination management in implementing and monitoring compliance with the safety and security risk management framework.

EXTERNAL STANDARDS

When it comes to safety and security information, priority is always given to government travel advice, which serves as a point of reference and basis for all assessments of a given country. The Cruises segment additionally makes substantial use of third-party standards such as those of the International Maritime Organization (IMO), International Convention for the Safety of Life at Sea (SOLAS), Cruises Line International Association (CLIA) and International Safety Management Codes (ISM Codes). All of these conventions and associations have strict rules governing the safety and security of passengers on cruises. In Airline, safe flight operations are ensured by a comprehensive policy based on strict statutory regulations and rules defined by TUI which set the bar higher. Implementing these rules is aimed to guarantee the health, safety and security of passengers.

STAKEHOLDER INTERESTS

In the field of health, safety and security, most customers' interests are covered indirectly by local regulatory requirements or the standards defined or applied by TUI. Customers additionally have various communication channels available to inform TUI Group of their needs and interests, so that TUI can take these into account.

COMMUNICATION

As a leading tourism group strongly committed to quality and safety, TUI regularly reviews all policies and instructions. Internally, the framework is provided to all stakeholders via our intranet Smile and the TUI Security Knowledge Hub, while it is provided externally via our TUI Partners website.

Processes for engaging with consumers and end-users about impacts (S4-2)

Type, frequency and responsibility

TUI Group engages in dialogue with its customers and business partners, governments, authorities and the general public. As part of that process, TUI absorbs external perspectives. These can help in the further development of safety and quality standards.

TUI Group companies use different channels to contact customers and obtain their direct feedback. This dialogue supports customer retention and helps to further improve quality and safety standards. Group Security, Health, Safety & Crisis uses the direct feedback obtained from customers in order to identify potential risk areas. This is part of our strategy of developing a data-driven approach for safety and security risk management. We use our internal data sources Qualtrics and Watchtower as well as external data for our analysis, focusing on our accommodation, destination and product types.

For more detailed information on the feedback channels, please refer to Channels for consumers and end-users to raise concerns (S4-3).

Our customers essentially have the opportunity to reach us quickly at any time. In particular after the booking or during the trip, we are in regular dialogue with customers so as to ensure their continual involvement. After the trip or use of a travel component, at the latest, we ask our customers to provide a review. Customers are free, meanwhile, to limit the frequency of our contacts.

Operational responsibility for dialogue with our customers first and foremost rests with the employees concerned in Airline, Cruises, Hotels & Resorts and Musement. At the top management level, the Executive Board of TUI Group is responsible for incorporating customer perspectives into TUI Group's business model. This ambition is reflected by using customer satisfaction as expressed in the NPS as a parameter for Board remuneration.

For further details about ESG factors reflected in Board remuneration, please refer to the Remuneration Report.

By using NPS (an indicator of willingness to recommend) and CSAT (Customer Satisfaction Score)[1], TUI monitors the effectiveness of all customer-related initiatives. The scores for all source markets are provided on a weekly basis.

TUI carries out regular surveys in order to gain a better understanding of the needs and wishes of its customers. The results help to further improve our services, increase customer satisfaction and ensure that all customer groups, including children and people with special needs, are taken into account. The communication channels used for that purpose are described in the section below.

Channels available to consumers and end-users to raise concerns (S4-3)

TUI has various channels in place to enable dialogue with its customers, including the TUI App providing 24/7 support, hotlines, channels on social media platforms, travel agencies and local tour reps in many destinations. TUI therefore is directly available at any time, regardless of whether customers want to change their booking, book an excursion or have personal concerns, e.g. a visit to a doctor at the holiday destination. With its Holiday Experiences sector, TUI maintains a local presence in over 100 destinations worldwide with almost 40,000 employees.

In addition, customers and prospective customers can use the external TUI SpeakUp hotline to raise concerns regarding actual or potential infringements of applicable laws or internal policies. In particular after the booking or during the trip, we are in regular dialogue with customers so as to ensure their continual involvement. After the trip or use of a travel component, we actively ask our customers to provide a review. TUI analyses the feedback from its customers, i.e. feedback from holiday trips and experiences and feedback received via other contact channels such as e-mails, phone calls or social media posts. The most relevant data include the Net Promoter Score, accommodation ratings and comments regarding aspects of relevance to health and safety. The system recognises and screens out key terms such as "theft" or "sexual assault" in order to facilitate a better understanding of the risks associated with our services and manage these risks in a targeted manner.

As TUI is available as universal point of contact for all matters related to a package tour booked by a customer, direct communication channels between customers and sub-contractors or business partners are not required.

For information about the process for following up on and monitoring matters raised via our whistleblower channels, please refer to the section Management approach 2: Whistleblower protection in the chapter Business conduct (G1).

The information about the TUI SpeakUp Line for employees provided in the chapter Business conduct (G1) equally applies to customers. TUI tour reps use special, tailored processes such as "Solve on the spot" in Germany to provide solutions if customers unexpectedly are not happy with their holiday. By immediately reporting their complaint to the TUI Service, customers can meet their obligation to submit a notice of defect and offer TUI the opportunity to quickly remedy the situation. If the situation cannot be remedied, TUI usually offers its customers adequate compensation.

As a general rule, all information channels are openly communicated: from the contact data of a travel agency through to the contact options on our websites, via our TUI App or via our social media presence. These contact options are also explicitly communicated to customers in the booking documents. The active use of these channels reflects the trust our customers place in our services. The associated delivery, e.g. the performance of travel agents in relation to processing the contacts, is continually recorded and monitored.

Actions on material impacts on consumers and end-users (S4-4)

Actions in relation to health and safety

CONTENTS

TUI Group's ambition is to use its business model to enhance the safety of travel. The goal is to provide its customers with safe holiday experiences and also meet its own high quality standards. TUI Group has implemented a range of actions to maintain and reinforce positive impacts and to mitigate risks.

[1] The CSAT score is captured by means of customer satisfaction questionnaires. It is based on the question: "If you think of your holiday overall, how do you rate the booking experience / your accommodation/the TUI App etc.?".

All employees working in safety-relevant environments take part in regular training programmes on health and safety issues. The goal is to enable them to ensure our customers' health and safety. The frequency of the training programmes varies, depending on the topic and the underlying legal regulations.

As TUI maintains various touchpoints with its customers in delivering the services it offers, the actions launched by the Company vary to match business activities. The key health and safety-related actions aiming to ensure customers' well-being and ensure consistent processes include:

- Raising employees' awareness of health and safety: All employees undergo training on health and safety, depending on their role within the organisation. Our employees learn how to handle potential incidents. This ensures a high safety management standard and therefore the wellbeing of TUI customers on their holiday trips and experiences.

- A universal approach to health and safety risk management: TUI pursues a risk-based, data-driven and data science-based approach for managing health and safety risks in our entire accommodation, activity and transport portfolio. The approach takes account of the degree of control and influence we exercise over individual providers, based on our contractual relationship and the definition of appropriate and feasible requirements. This ranges from full ownership and control to contractual agreements via third parties. All suppliers are subjected to a risk matrix to establish where the biggest risks are. Targeted assessments are carried out, if and as required, and depending on the overall risk score, additional follow-up actions, training programmes and various other measures varying in scope will be implemented.

- Food safety: TUI carries out various actions to avoid health risks, including the introduction and maintenance of a management system for food safety, such as an HACCP (Hazard Analysis Critical Control Point) plan, appropriate to the range of food and beverages offered. These actions include processes to handle food allergens. All contract businesses working for TUI must provide evidence that they alert customers to potential food allergens. TUI also uses processes to evaluate and track risks, so that concerns about health and safety can be raised and remedied within a given timeframe. If a problem is not resolved, it can be passed on to the TUI Management, and preliminary actions to control the risk can be initiated. These actions aim to effectively contain, minimise or eliminate risks related to food safety in order to enhance customers' wellbeing during their holidays.

- Fire protection: TUI operates strict measures, including the installation and regular maintenance of fire protection systems, the provision of unimpeded emergency exit routes through protected stairways and the use of self-closing fire protection doors in guest rooms and risk zones. TUI also attaches importance to clearly marked emergency exits and fire instructions as well as a documented emergency plan including fire protection measures, training programmes for employees and evacuation drills. TUI also has processes in place to support people with limited mobility in the event of a fire. All actions aim to minimise the fire risk, prevent the spread of fires and ensure the safe evacuation of all persons in the event of a fire. Similar risk-specific policies and processes are in place for other risk areas, e.g. water management and pool safety.

- Hotel infrastructure, TUI Airlines and Cruises: TUI has a number of Group policies in place that set out actions to prevent accidents, e.g. in TUI's hotels. These policies comprise regulations, e.g. relating to the height of balcony rails, fire protection and pool areas. In Cruises and Airline, TUI complies with the applicable statutory regulations. TUI makes every effort to address safety matters at an early stage when planning newbuilds or major renovation projects. The goal of the actions is to ensure a safe holiday experience for our customers.

- TUI Musement: TUI Musement offers most transfers and activities in the destinations, partly operated by TUI Musement itself, but for the most part provided by third parties. For TUI's own vehicles, TUI has established measures to reduce health and safety risks, including the selection of and training of drivers, standards governing drug and alcohol consumption, and the safety of customers on board. TUI has also established an emergency plan and processes for vehicle maintenance in order to protect the health and safety of drivers and passengers. Other providers of TUI Musement activities and transports, usually operating as sub-contractors, are obliged under the Supplier Code of Conduct to anticipate, identify, assess and control risks, including emergency situations and events. They must implement emergency plans and response procedures, which include reporting emergencies, informing employees, carrying out evacuations, providing emergency training and drills for employees, offering appropriate first-aid materials, fire detectors and extinguishers, appropriate escape options and recovery plans.

- Reporting and managing incidents: The reactions to incidents vary, depending on the scope and severity of the incident. Day-to-day incidents are usually handled by the local team on the spot. All customer-related health and safety incidents must be recorded in the Group's incident reporting system Riskonnect. These incidents are monitored by the Group's Safety and Risk team, which launches measures, if necessary, ranging from a trend analysis all the way to comprehensive local investigation with the support of experts. If an incident is reported, immediate escalation is required in the destination, and the source markets is immediately contacted and involved. The service in charge is available 24/7 to inform the required departments. Internal escalation in the source market ensures that the relevant internal departments, including the Communication Department, Health & Safety and the Social Teams, are notified. In the event of damage, customers and their relatives are offered comprehensive support and services, including medical aid, provision of interpreters, an escort for appointments with hospitals and doctors, private transfers and arrangements for customers to stay in their hotel rooms until their departure. In addition, arrangements are made for the onward journey and repatriation of the customers' personal belongings, and follow-up contact is established in order to offer further support.

SCOPE

The actions are implemented by the individual business areas, taking account of any particularities including the legal framework. TUI's contract partners are obliged to comply with all applicable national and local laws and regulations and obtain all licences, certificates, approvals and permits required for the accommodation and the services offered.

TIME HORIZON

The Safety Management System and the associated policies and procedures are reviewed at regular intervals with a view to continuous improvement. As we are constantly working to mature our approach to managing health and safety risks, the next steps will be for us to introduce training programmes on topics we have identified as offering the greatest potential for further improvements in the customer experience and customer health and safety.

EFFECTIVENESS

A multi-stage system is in place to continually monitor and assess the effectiveness of the health and safety-related actions outlined above. Key elements of that system are regular visual and function inspections carried out in all relevant business areas. The results of these inspections are systematically documented and evaluated in the Group-wide risk management systems, enabling us to identify trends, recurring weaknesses and potential improvements early on. In addition, all incidents of relevance for health and safety are recorded and analysed in the central reporting system. If any irregularities are noticed, measures ranging from trend analyses to detailed local investigations are promptly launched. The implementation and effectiveness of these measures is regularly reviewed and the measures are modified, if necessary. Effectiveness is also assessed on the basis of indicators such as the number and severity of incidents, the time required to remedy reported defects and the results of customer surveys. The findings are incorporated into a continuous improvement process in order to further develop the health and safety standards and adapt them in the light of new requirements.

This structured process ensures that TUI Group implements actions that are effective in the long term and meet the Group's high quality and safety standards.

OUR ASPIRATION

Our ambition in implementing the actions outlined above is to ensure that TUI Group's business operations do not have any negative impacts on customers and that the positive impacts are maintained and reinforced.

In financial year 2025, there were no material problems or incidents in connection with the human rights of our customers.

The means and resources required to implement the above actions are included in the budgets of the relevant business areas and departments. For larger investments, an investment budget is established as part of the financial planning process.

Actions related to personal security

CONTENTS

TUI Group has implemented various actions to promote safe travel. The goal of its process for handling environmental and country-specific risks is to ensure safe travel for TUI customers and offer them security throughout their journey.

- Determining risks: Risk management serves to identify, assess and document predictable risks.

- Determining actions to reinforce security: Based on the risk assessment, actions are implemented in accordance with needs.

- Developing emergency plans: Emergency plans offering protection form safety hazards are developed and have to be complied with in all sites.
- Information and consent: In the event of risks existing prior to departure, customers have to be informed about the risks and must grant their consent.
- Raising awareness: Training programmes on current risks and safety instructions are carried out for employees and contract partners.
- Offering appropriate support: TUI provides support and insurances to support employees and customers in the event of an incident. TUI Group Security works for the source markets, TUI Hotels & Resorts and TUI Musement, setting Group-wide safety standards to ensure that TUI minimises all potential safety risks in all destinations and has initiated appropriate response strategies and control measures. The measures are controlled by Group Security at Group level.

There is no systematic tracking and assessing of these actions, as their preventive nature, external factors such as dynamic environmental and country risks, and subjective perceptions of security prevent any clear measurement of their effectiveness.

SCOPE

Group Security, Health, Safety & Crisis monitors the actions for TUI Group overall. Operational implementation and the scope of the actions taken are determined on a case-by-case basis for the individual regions. The scope of the key measures excludes accommodation providers that have to be used in an emergency situation, e.g. in the event of flight diversions or delays, as providers outside of the existing portfolio may have to be called upon in that type of scenario.

TIME HORIZON

The above actions are implemented continually and are not subject to a specific time horizon.

Targets related to managing material negative impacts, advancing positive impacts and managing material risks and opportunities (S4-5)

TUI does not have any fixed targets related to our customers' health and safety, as our fundamental goal is to protect our customers' health and safety as far as reasonably possible. The risks to which our customers and the Group are exposed are monitored, with priority given to the areas of highest risk. We constantly strive to offer our customers experiences that are as safe as possible, without defining any detailed targets. If any incidents occur, reports are submitted in accordance with the process outlined above and appropriate measures are taken.

NPS as an indicator of our customers' willingness to recommend is above all an indicator for the perceived quality of our products and services. It is used as a qualitative indicator to assess the effectiveness of our safety measures. Compliance with our safety concepts and measures is a necessary but insufficient condition for achieving a high NPS score. NPS is therefore not regarded as a target within the meaning of ESRS S4.

Governance

Business conduct (G1)

Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model (ESRS 2, SBM-3)

The table below provides an overview of the results of our double materiality assessment of material impacts, risks and opportunities for issues relating to consumers and end-users.

G1 Business conduct

Subtopic	Impact / Risk / Opportunity	Time horizon	Position	Description
Corporate culture	Opportunity	Short-, medium- and long-term	Own operations	A strong Integrity & Compliance culture can help to promote people's commitment and motivation, recruit and retain highly qualified talents and reduce risks and costs arising from breaches of rules.
Political influence and lobbying activities	Positive impact	Medium- and long-term	Own operations	TUI's transparent and registered political engagement and lobbying in the tourism sector includes the promotion of specific political measures, rules or interests shaping tourism in the long run.
Whistleblower protection	Risk	Short-, medium- and long-term	Own operations	Infringements of the German Whistleblower Protection Act and the EU Directive on the Protection of Persons who Report Breaches of Union Law can result in fines, publication of confidential information and reputational damage. Appropriate protection can strengthen stakeholders' trust.
Anti-corruption and anti-bribery	Positive impact	Short-, medium- and long-term	Own operations	Preventive measures and anti-corruption and anti-bribery rules contribute to an ethical and transparent business model.

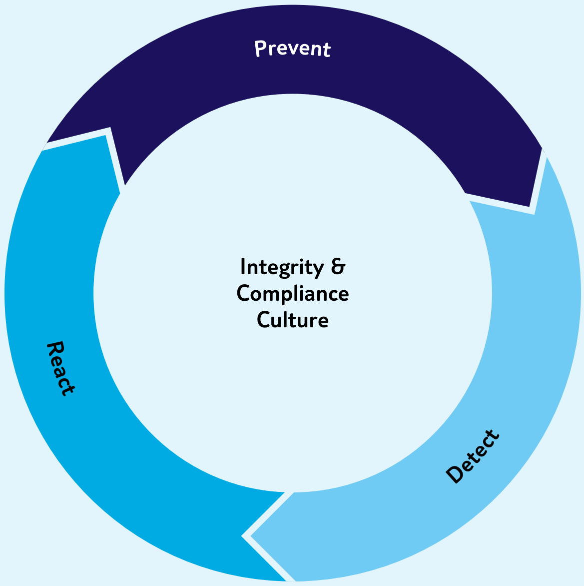
TUI's ambition is to be a role model for responsible governance in the tourism sector. Integrity, legally compliant behaviour and transparency towards stakeholders such as guests, employees, business partners and investors are key elements of our corporate culture, contributing significantly to our reputation and our goal of securing the long-term success of our business.

For these reasons, TUI's Compliance Management System aims to promote integrity and prevent potential misconduct, to make liability risks manageable for TUI and its employees, avoid penalties and fines, and thus protect the Company's reputation. Integrity & Compliance is a fundamental component in TUI's governance structure and is supported by corresponding processes and control mechanisms across the Group.

Our actions to promote legally compliant and ethically responsible business practices include, in particular:

- Advising employees on core compliance issues such as sanctions, corruption, bribery, and fair competition
- Performing risk analysis on these core compliance topics
- Raising awareness of Integrity & Compliance through communication campaigns
- Providing training programmes
- Implementing actions to ensure acting in accordance with our commitment to integrity as set out in our Integrity Passport – the TUI Code of Conduct
- Ensuring the necessary exchange of information between local management and the Integrity & Compliance team
- Reporting regularly to the Group Executive Committee and the Audit Committee of the Supervisory Board

Managing business conduct (G1-1)
Compliance Management System



1 PREVENT

- *Risk Analysis*
- *Training and Communication*
- *Policy Management*
- *System Management*
- *Advice*

2 DETECT

- *Incident Management*
- *Monitoring*
- *Process Management*

3 REACT

- *Information Management*
- *Process Improvement*

TUI Group's Compliance Management System is based on a risk management approach. It is built around three pillars: prevent, detect and react, which in turn, comprise a variety of measures and processe . Our Compliance Management System defines pilot and standard operation and the documentation of roles, responsibilities and processes in these areas. The focus of our work is on preventive risk management in order to identify potential infringements of laws, rules or internal policies early on and to systematically rule them out. The core areas of the Compliance Management System are anti-corruption, fair competition and trade sanctions.

The system applies across TUI AG and all companies majority-owned, directly or indirectly, by TUI AG, whether domestic or foreign, and any other shareholdings where management control directly or indirectly lies with TUI AG ('Managed Group Companies'). Implementation of the Compliance Management System is recommended for companies where the management control does not lie with TUI AG ('Non-Managed Group Companies').

Integrity & Compliance Structure
The Chief Compliance Officer, who reports directly to the Chief People Officer and Labour Director on the Executive Board, is responsible for drawing up, maintaining and developing the Compliance Management System. He is supported by the central Integrity & Compliance department, forming part of Legal, and its Group Director. The Group Director is responsible for designing and improving the Compliance Management System with the support of a team. Dedicated operational Compliance Officers exist for all regions and segments of TUI Group. They are in close contact with local management, who remain responsibile for observing all Compliance rules in the respective Group company.

Managing the impacts, risks and opportunities
TUI Group addresses the following topics in its management approach:

1. Strategies in relation to business conduct policies and corporate culture
2. Whistleblower protection
3. Political influence and lobbying activities
4. Prevention and detection of corruption and bribery

Management approach 1: Strategies in relation to business conduct policies and corporate culture (IRO-1)

Our Integrity & Compliance culture is a fundamental component in our ambition to be a role model for responsible governance in the tourism sector. It influences the behaviour of our employees and their attitude toward complying with applicable rules. Our culture is based on our corporate values and the fundamental attitude and behavior of our managers - from management to the Executive Board and Supervisory Board of TUI AG ('tone from the top'). It is expressed, in particular, in our corporate value 'Trusted', which appeals to our employees' personal responsibility and their honesty and sincerity in handling guests, fellow employees and other stakeholders. TUI's understanding of Compliance extends beyond respecting laws and regulations, as we shift our Company's culture away from a purely rule-based approach towards a living culture of integrity. It is the responsibility of the TUI Group's management bodies to stipulate and monitor legally compliant conduct in exercising our business activities and in handling employees.

TUI is a signatory to the UN World Tourism Organisation (UNWTO) Global Code of Ethics and prohibits any form of bribery or corruption including kickbacks, creating a framework for ethical business conduct. These values are anchored in our Integrity Passport and are additionally passed on to our suppliers through the contractual inclusion of the Supplier Code of Conduct, which requires them to comply with international anti-corruption conventions and national anti-corruption regulations, such as the provisions of the UN Global Compact, the UK Bribery Act 2010, and the US Foreign Corrupt Practices Act 1977.

Through its Integrity & Compliance culture, TUI promotes ethical and sustainable behaviour beyond its own business activities, extending it into the supply chain and the entire tourism sector.

Management approach 2: Whistleblower protection

The whistleblower system is a key element of responsible governance at TUI. That is why TUI offers employees across the Group the opportunity to report suspected infringements of laws, environmental or human rights-related due diligence obligations or the principles anchored in the Integrity Passport anonymously and without reprisals. In order to protect whistleblowers from negative consequences, TUI has established internal rules, which are stipulated in the Integrity Passport and the Group Works Agreement on the Whistleblower System. In accordance with the requirements of the German Supply Chain Due Diligence Act and the EU Whistleblowing Directive, the system is also open to external parties outside TUI Group. It is provided by an independent third party and available worldwide. Encryption software ensures that any reports submitted remain anonymous. Access to the electronic whistleblowing system is available to all employees on the intranet. Information for third parties is provided on TUI's website (https://www.tuigroup.com/en/whistleblowing). In addition, a mailbox is available for e-mail submissions (compliance@tui.com), providing a channel for direct contact with the Integrity & Compliance team.

Incoming reports are consistently followed up in the interests of all stakeholders and the Company. TUI's top priority is to ensure confidentiality and handle information discreetly to protect whistleblowers. All reports from the whistleblower system and the email inbox are picked up by the Integrity & Compliance Team and, depending on the facts of the case, investigated and processed in consultation with various departments. . The individuals entrusted with conducting proceedings, including those relating to incidents in connection with the management, are generally required to be impartial, independent, and not bound by instructions, as well as to maintain confidentiality, ensuring that the investigators are separate from the management chain. Further details on the handling of whistleblowing are set out in the rules of procedure, which are available on the local intranet and on TUI's website (https://www.tuigroup.com/en/whistleblowing). Personal data submitted to us via the electronic whistleblowing system are treated in accordance with our data retention requirements. Mandatory training and ongoing communication measures serve to ensure that employees are aware of the whistleblowing system.

Information from the whistleblowing system is included in the quarterly report to the Group Executive Committee and the annual report to the Audit Committee.

Management approach 3: Political influence and lobbying activities (G1-5)

In the framework of its lobbying activities, TUI advocates aspects related to sustainable tourism, aiming to create a positive impact on the global tourism market. In implementing these activities, TUI pursues ethical practices and ensures transparency in order to uphold public confidence and prevent corruption. Moreover, TUI does not give any – financial or non-financial – contributions to policymakers. As there are no specific directives dealing exclusively with lobbying and political engagement, it is crucial to ensure that all employees respect the values anchored in the Integrity Passport and are familiar with the internal Group Policies on Gifts and Hospitality and on Fair Competition in order to ensure transparency and integrity in TUI's business operations.

Overall, TUI Group's strategic targets and ambitions relating to political engagement and lobbying activities focus on maintaining integrity, transparency and ethical business practices as well as protecting TUI Group's reputation and shareholder confidence.

Implementation of these principles and TUI Group's strategic direction are primarily driven by the representatives of its administrative, management and supervisory bodies. None of the members of TUI's administrative, management and supervisory bodies held a position in public administration or with regulators in the two years preceding their appointment.

TUI is listed in the lobbying registers for Germany and the EU. This registration enhances transparency and enables TUI to contribute actively towards designing sustainable, responsible tourism policies.

Information on the lobbying registers is also publicly available on our website https://www.tuigroup.com/en/policy

Lobby register

Register	Name	Register number
EU-Transparency Register	TUI AG	654909925315-71
Lobby Register of the German Bundestag	TUI AG	R001264

TUI Group's political and lobbying activities are aligned to specific legislative processes and regulatory requirements in the source markets and destinations. Although there is no overall, measurable target for these activities, they create many different opportunities to reinforce the Company's positive impact in a targeted manner. Balanced political engagement can support the development and implementation of national and regional policies and regulations in the EU. In this way, TUI helps to create a beneficial business environment and actively drive the sustainable development of the tourism sector further ahead.

This strategic alignment is also reflected in a number of lobbying activities pursued by TUI in contributing actively towards shaping sustainable tourism policies:

ALTERNATIVE FUELS
TUI calls for an accelerated use of alternative fuels (such as bio-LNG in the cruising sector) by setting effective incentives for airlines and cruise lines.

BLENDING QUOTAS
TUI supports blending quotas for sustainable fuels (SAF), but calls for support measures for producers and political pressure to promote blending quotas outside the EU.

ACCELERATING SHORE POWER SUPPLY SYSTEMS
TUI calls for faster global expansion of infrastructure to supply large cruise liners with shore power in port and for the formulation of strategies for green electricity.

IMPLEMENTING UNIFORM PTL BLENDING QUOTAS WITHIN THE EU (GERMANY)
TUI calls for the abolition of the strict blending quota for Power-to-Liquid (PtL) fuels applicable in Germany from 2026, which goes beyond the quotas applicable within the EU.

REFORMING THE SINGLE EUROPEAN SKY
TUI calls for Single European Sky (SES) reforms to be pushed ahead by the EU Commission.

TRANSPARENCY AND COMPREHENSIVE CUSTOMER INFORMATION
TUI calls for clear and transparent rules and conditions for package tours and an obligation for online platforms to proactively inform their customers in clear language about the scope of protection when they make a booking or purchase individual services.

Management approach 4: Prevention and detection of corruption and bribery (G1-3)
TUI Group pursues a comprehensive, uniform zero-tolerance approach to corruption and bribery, which is applied consistently across TUI Group's regions and segments. TUI has introduced processes and actions designed at helping to

prevent and detect corruption and bribery.Appropriate Group Policies have been implemented that focus on the prevention of corruption and bribery and promote compliant behavior by providing guidance on how to deal with the most important legal and integrity issues in day-to-day work practice, hence contributing to fair and legally compliant conduct in business operations. This approach is manifested in the Integrity Passport and the Supplier Code of Conduct. Both documents set out the general principles of integrity and ethical behaviour expected from all employees and suppliers. They expressly prohibit any form of bribery and other forms of corruption, including 'grease payments'. They also explain where suspected infringements can be reported and provide links to the TUI Speak Up Line, enabling people to report incidents anonymously.

TUI SpeakUp Line (https://secure.ethicspoint.eu/domain/media/en/gui/112626/index.html)

The Integrity Passport, the Supplier Code of Conduct and all Group Policies are approved by the Executive Board. Group Policies are binding for all employees in Managed Group Companies.

Information for employees is available on the intranet or on the corporate website at (https://www.tuigroup.com/en/compliance and https://www.tuigroup.com/en/responsibility-and-positions/humans-rights).

In addition, information for external third parties is available on TUI Group's website at (https://www.tuigroup.com/en/compliance and https://www.tuigroup.com/en/responsibility-and-positions/humans-rights).

The Group Policy on Gifts and Hospitality, too, sets out detailed guidance on when giving and receiving gifts and hospitalities can be considered appropriate. It emphasizes the importance of transparency by stipulating that gifts and hospitalities are to be documented in the Gifts and Hospitality Register and formulating the requirement that prior approval must be obtained for gifts and hospitalities involving public officials.

Moreover, Integrity & Compliance provides a 'compliance clause' for inclusion in agreements and contracts. The clause contains the above-mentioned anti-corruption and anti-bribery obligations and passes them on to our suppliers.

In addition, managers and directors are surveyed annually about conflicts of interests to ensure that potential conflicts are made transparent and can be resolved if necessary.

At regular intervals, a risk analysis is carried out at selected TUI Group companies, covering topics such as corruption and bribery. The results of these analyses are discussed with the responsible management, and risk-mitigating actions are derived and implemented.

Reports of potential incidents of corruption and bribery are investigated in cooperation with other relevant departments. Findings from the investigations are used to enhance the Compliance Management System, adjust the relevant processes and thus prevent systemic misconduct. The results of the investigations are regularly reported to the Group Executive Committee and the Supervisory Board by the Group Director Audit.

The online training programme on the Integrity Passport, which explains integrity and the underlying corporate values, is mandatory for all employees. The topics of anti-corruption and the appropriate handling of gifts and invitations are also addressed in order to raise risk-oriented awareness of the respective challenges. For the recipients refresher training is mandatory two years after completion. Information on completion rates in the training is included in the quarterly report to the Group Executive Committee and the annual report to the Audit Committee.

Apart from training programmes, TUI also uses other communication formats to convey the importance of Compliance. These formats include articles, short videos and information material provided via the Integrity & Compliance website on the Group's internal intranet.

The Compliance Management System is regularly audited by the Group Audit department. The audit findings contribute to the further development and improvement of the Compliance Management System.

All measures, including those relating to the prevention and detection of corruption and bribery, are regularly reported to the Group Executive Committee and the Audit Committee of the Supervisory Board and are discussed at the meetings of the Group Risk Oversight Committee.

The greatest risks are faced by key management personnel and employees working in the destinations (Around 89% of employees are addressed by the Integrity Passport training programme; it is not offered to pilots and cabin crew.)

In the completed financial year, there were no incidents of corruption or bribery leading to a conviction or fine.

Due to a lack of reliable benchmarks and measurable performance indicators, it is currently not possible to define any specific targets. We continually work towards developing meaningful KPIs and integrating them in the reporting. We are committed to consistently complying with legal requirements and internal policies in order to detect risks early on and avoid potential infringements that might harm the Company.

INFORMATION REQUIRED UNDER TAKE OVER LAW PURSUANT TO SECTIONS 289A AND 315A OF THE GERMAN COMMERCIAL CODE (HGB) AND EXPLANATORY REPORT

Subscribed capital

The subscribed capital of TUI AG consists of no-par value shares, each representing an equal share of the capital stock. As a proportion of the capital stock, the value of each share is notionally defined as €1.00.

At the end of financial year 2025, the subscribed capital of TUI AG, registered in the commercial registers of the district courts of Berlin-Charlottenburg and Hanover, remained unchanged at 507,431,033 shares. The subscribed capital accordingly totalled €507,431,033.00. Each share confers one vote at the Annual General Meeting.

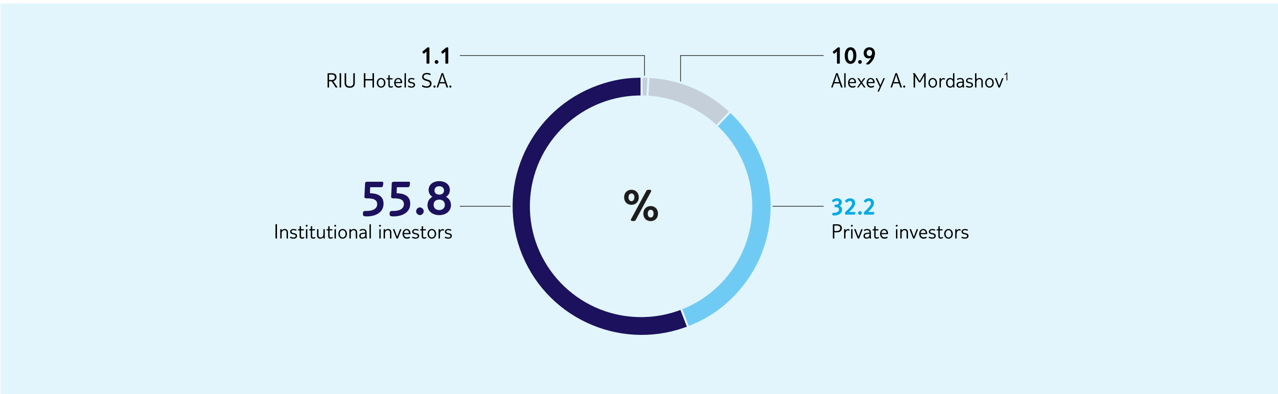
Restrictions on voting rights or share transfers

The Executive Board assumes that it is currently impossible to transfer the shares it considers attributable to Alexey Mordashov or to exercise the voting rights from these shares.

Equity interests exceeding 10% of the voting shares

The Executive Board of TUI AG has been notified of the following direct or indirect equity interests amounting to 10% or more of the voting rights:

Shareholder structure (30 September 2025)



[1] According to the voting rights notifications of the German Federal Financial Supervisory Authority (BaFin) dated 16 May 2023, 10.87% of the TUI AG shares have been indirectly attributable to Alexey A. Mordashov, Moscow, Russian Federation, since 19 April 2023.

At the end of financial year 2025, around 89% of TUI shares were in free float. Around 32% of all TUI shares were held by private shareholders, around 56% by institutional investors and financial institutes, and around 12% by strategic investors.

The current shareholder structure and voting rights notifications according to section 33 of the German Securities Trading Act (WpHG) are available online at: www.tuigroup.com/en-en/investors/share/shareholder-structure and www.tuigroup.com/en-en/investors/news

Shares with special rights conferring powers of control

No shares with special rights conferring powers of control have been issued.

System of voting right control of any employee share scheme where control rights are not exercised directly by the employer

Where TUI AG grants shares to employees under its employee share programme, the shares are directly transferred to the employees (sometimes with a lock-up period). Beneficiaries are free to exercise the control rights to which employee shares entitle them directly, in just the same way as other shareholders, in line with statutory requirements and the Articles of Association.

Appointment and removal of Executive Board members and amendments to the Articles of Association

The appointment and removal of Executive Board members is based on Sections 84 et seq. of the German Stock Corporation Act in combination with Section 31 of the German Co-Determination Act. Amendments to the Articles of Association are based on the provisions of Sections 179 et seq. of the German Stock Corporation Act in combination with Section 24 of the Articles of Association of TUI AG.

Powers of the Executive Board to issue shares

The Annual General Meeting (AGM) on 25 March 2021 resolved to create conditional capital for the issue of bonds totalling €109.9m (2021 Conditional Capital). The authorisation to issue bonds with conversion options or warrants as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €2.0bn and will expire on 24 March 2026. This authorisation was nearly fully used with the issuance of convertible bonds worth €589.6m in April and July 2021. As at the balance sheet date, no shares had yet been issued to service the convertible bonds. In July 2024, the outstanding convertible bonds were partly repurchased so that the outstanding nominal amount totalled €117.6m at the end of the reporting year. The outstanding convertible bonds worth €117.6m were redeemed on 17 November 2025.

The Annual General Meeting on 13 February 2024 also resolved to create conditional capital for the issuance of new shares against cash or non-cash contribution of €203.0m (2024/II Authorised Capital). The issuance of new shares against non-cash contribution excluding shareholders' pre-emptive rights is limited to €50.7m. The authorisation for this Authorised Capital will expire on 12 February 2029.

The General Meeting on 13 February 2024 additionally resolved to create further conditional capital for the issuance of bonds totalling €50.7m (2024 Conditional Capital). The authorisation to issue bonds with conversion options or warrants as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €1.5bn and will expire on 12 February 2029. This authorisation was nearly fully used with the issuance of convertible bonds worth €487.0m in July 2024. As at the balance sheet date, no shares had yet been issued to service the convertible bonds.

The Annual General Meeting on 11 February 2025 resolved to create an authorisation to issue new registered shares against cash or non-cash contribution for up to a maximum of €50.7m (2025 Authorised Capital). This authorisation will expire on 10 February 2030.

The Annual General Meeting on 11 February 2025 also resolved to create further conditional capital for the issuance of bonds totalling €50.7m (2025 Conditional Capital). The authorisation to issue bonds with conversion options or warrants as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €1.5bn and will expire on 10 February 2030.

> Please refer to the section Subscribed capital in the Notes to the consolidated financial statements and the section Subscribed capital in the Annual financial statements of TUI AG (disclosure pursuant to Section 160 (1) no. 4 of the German Stock Corporation Act).

Significant agreements taking effect in the event of a change of control of the Company following a takeover bid, and the resulting effects

Some of TUI AG's outstanding financing instruments contain change of control clauses. A change of control occurs in particular if a third party directly or indirectly acquires control over at least 50% or the majority of the voting shares in TUI AG.

In the event of a change of control, the holders of the currently outstanding Schuldschein worth €328.0m, the 2021 convertible bonds originally worth €589.6m (of which €117.6m were still outstanding as at the balance sheet date), the 2024 convertible bonds of €487.0m and the 2024 sustainability-linked senior notes of €500.0m must be offered a buyback. For the syndicated credit facilities worth around €2.0bn (including bank guarantees), of which €0.0m (via cash) and €139.0m (via bank guarantees) had been used as at the balance sheet date, a right of termination by the lenders has been agreed for the event of a change of control.

Beyond this, there are no agreements in guarantee, leasing, option or other financing contracts that might cause material early redemption obligations that would be of significant relevance for the Group's liquidity. Apart from the financing instruments mentioned above, a framework agreement concluded between the Riu family and TUI AG contains a change of control clause. Accordingly, a change of control occurs if a shareholder group represents a predefined majority of AGM attendees or if one third of the shareholder representatives on the Supervisory Board are attributable to a single group of shareholders. In the event of a change of control, the Riu family is entitled to acquire at least 20% and at most all shares held by TUI in RIUSA II S.A. at the share value determined by an internationally recognised auditing company during three periods following the change of control.

A similar agreement concerning a change of control at TUI AG has been concluded with El Chiaty Group. Here, too, a change of control occurs if a shareholder group represents a predefined majority of AGM attendees or if one third of the shareholder representatives on the Supervisory Board are attributable to a single shareholder group. In that case, El Chiaty Group is entitled to acquire at least 15% and at most all shares held by TUI in the joint hotel companies in Egypt and the United Arab Emirates during three periods following the change of control at a share value determined by an internationally recognised auditing company.

A change of control agreement has likewise been concluded for the joint venture TUI Cruises GmbH between Royal Caribbean Cruises Ltd and TUI AG in the event of a change of control in TUI AG whereby more than 50% of voting rights are acquired by an individual or group. The agreement gives the partner the right to demand termination of the joint venture and under certain circumstances to purchase the stake held by TUI AG at a purchase price which is lower than the selling price of their own stake. No compensation agreements effective in the event of a takeover bid have been concluded between the Company and Executive Board members or employees.

ANNUAL FINANCIAL STATEMENTS OF TUI AG

The annual financial statements of TUI AG were prepared in accordance with the provisions of the German Commercial Code (HGB), taking account of the complementary provisions of the German Stock Corporation Act (AktG), and audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover.

They are available on the Internet at www.unternehmensregister.de and are additionally published at www.tuigroup.com.

In the present Annual Report, the Management Report of TUI AG has been combined with the Management Report of TUI Group.

Earnings position of TUI AG

Income statement of TUI AG

€ million	**2025**	2024	Var. %
Revenue	381.9	168.0	+ 127.3
Other operating income	510.2	328.5	+ 55.3
Cost of materials	10.7	10.7	-
Personnel costs	53.3	63.0	- 15.4
Depreciation	2.3	2.6	- 11.5
Other operating expenses	222.5	234.6	- 5.2
Net income from investments	130.3	234.4	- 44.4
Write-downs of investments	231.5	154.6	+ 49.7
Net interest	- 45.6	- 90.2	+ 49.4
Income taxes	23.8	3.2	+ 643.8
Loss after taxes	**432.7**	**172.0**	**+ 151.6**
Other taxes	1.5	1.4	+ 7.1
Net result for the year	**431.2**	**170.6**	**+ 152.8**

The earnings position of TUI AG, the Group's parent company, is primarily determined by the appropriation of profits from its Group companies, either directly associated with TUI AG via profit and loss transfer agreements or distributing their profits to TUI AG based on relevant resolutions, and by the measurement of financial investments and the funding of TUI Group.

Revenue and other operating income

TUI AG achieved significantly higher income from licence fees with subsidiaries and shareholdings in financial year 2025. License fees of €198.7 million were recognized as one-time income resulting from the extension of an existing license agreement to additional regions. Other operating income in the period under review was characterised in particular by income from write-ups on investments and from intra-Group cost transfers. This income was partly offset by expenses for intercompany charging of service costs to TUI AG, carried in Other operating expenses. Other operating income in financial year 2025 also included income from exchange gains, offset by expenses for exchange losses reported under Other operating expenses. The year-on-year increase in Other operating income was mainly driven by considerably higher income from write-ups on investments.

Expenses

The year-on-year decline in personnel costs resulted essentially from lower pension expenses due to lower transfers to pension provisions. In addition, lower expenses for salaries had a positive effect, as non-recurring costs were taken in the previous year in connection with the stepping down of a member of the Executive Board.

Other operating expenses comprised in particular expenses for exchange losses, fees, charges, services, transfers to impairments, other administrative costs as well as expenses for the intercompany elimination of services. The decline in Other operating expenses was primarily driven by a decrease in expenses for exchange losses and a slight decrease in expenses for the elimination of intercompany services.

Net income from investments

The year-on-year decrease in net income from investments follows an increase in expenses for loss transfers and lower dividend income from investments. The loss transfers mainly related to Leibniz-Service GmbH. The income from profit transfers carried in financial year 2025 resulted in the main from companies allocated to Central Operations.

Write-downs of investments

In the period under review, write-downs of investments mainly related to tour operator subsidiaries.

Interest result

In financial year 2025, the considerable year-on-year improvement in the interest result mainly reflected the refinancing transactions carried out in financial year 2024, which had a positive effect on the interest result.

Taxes

Income taxes and other taxes mainly related to the formation of provisions for income taxes in Germany and abroad, including the first-time formation of provisions for the global minimum tax. Income taxes also included expenses for withholding taxes on dividend payments from subsidiaries. Income taxes did not include any deferred taxes.

Net result for the year

For financial year 2025, TUI AG posted profit available for distribution of €431.2m.

Net assets and financial position of TUI AG

TUI AG's net assets and financial position as well as its balance sheet structure reflect its function as TUI Group's parent company. In financial year 2025, the balance sheet total increased substantially year-on-year to €12,083.5 m.

Abbreviated balance sheet of TUI AG (financial statement according to German Commercial Code)

€ million	**30 Sep 2025**	30 Sep 2024	Var. %
Intangible assets/property, plant and equipment	19.1	20.9	- 8.6
Investments	8,157.3	7,936.4	+ 2.8
Fixed assets	8,176.4	7,957.3	+ 2.8
Inventories	0.3	-	n. a.
Receivables	3,402.0	2,529.5	+ 34.5
Marketable securities	0.3	0.3	-
Cash and cash equivalents	502.0	495.4	+ 1.3
Current assets	3,904.6	3,025.2	+ 29.1
Prepaid expenses	2.5	0.7	+ 257.1
Total Assets	**12,083.5**	**10,983.2**	**+ 10.0**
Equity	5,901.9	5,470.6	+ 7.9
Special non-taxed items	-	-	-
Provisions	297.4	291.6	+ 2.0
Bonds	1,104.6	1,104.6	-
Other liabilities	4,779.6	4,116.4	+ 16.1
Liabilities	5,884.2	5,221.0	+ 12.7
Total Liabilities	**12,083.5**	**10,983.2**	**+ 10.0**

Fixed assets

At the balance sheet date, fixed assets almost exclusively consisted of financial assets. The increase in financial assets was attributable to the capital increases carried out in subsidiaries and higher loans to Group companies, as well as, in particular, to write-ups of shares in Group companies which had been impaired in previous years. The increase was partly offset by unscheduled write-downs of investments. In the financial year under review, write-ups and unscheduled write-downs of shares in Group companies related in particular to companies in tour operation and in Central Operations.

Current assets

The substantial increase in current assets of 29.1% to €3,904.6m was mainly driven by increases in receivables. The increase in receivables was primarily attributable to the short-term financing of Group companies and higher receivables from shareholdings.

Cash and cash equivalents only changed slightly in the financial year under review. The increase in cash and cash equivalents driven by the issuance of new Schuldscheindarlehen (promissory notes) in financial year 2025 was largely used to refinance Schuldscheindarlehen maturing in the financial year under review.

Current assets also rose due to the increase in cash deposits for the hedging of customer deposits for package tours in Germany.

TUI AG's capital structure

Equity

TUI AG's equity rose by 7.9% to €5,901.9m.

The net profit for the year totalled €431.2m. Taking account of a profit/loss (-) carried forward from the previous year of €0.0m, the profit available for distribution as at 30 September 2025 totalled €431.2m. A proposal by the Executive board will be submitted to the Annual General Meeting to use the profit available for distribution of €50.7m for the financial year under review for the payment of a dividend of €0.10 per dividend-bearing share and to carry forward the amount of €380.5m remaining after the payment of the dividend on new account. The final dividend total will depend on the number of dividend-bearing shares on the day the shareholders adopt a resolution on the appropriation of the profit available for distribution at the Annual General Meeting. In financial year 2025, the equity ratio declined to 48.8% (previous year 49.8%) due to the increase in the balance sheet total.

Provisions

Provisions increased by €5.8m to €297.4m. They consisted of pension provisions worth €152.3m (previous year €158.9m), tax provisions worth €43.2m (previous year €27.6m) and other provisions worth €101.9m (previous year €105.1m).

In the completed financial year, the decline in pension provisions was primarily attributable to pension payments.

Tax provisions rose significantly year-on-year due to an improvement in the earnings situation.

Other provisions declined, in particular, due to a decline in provisions for guaranteed results and onerous contracts. An opposite effect was driven by the slight increase in supplier invoices and provisions for personnel costs.

Liabilities

As at 30 September 2025, TUI AG's liabilities totalled €5,884.2m, an increase of €663.2m or 12.7 %.

At the end of the financial year under review, the volume of the outstanding 2021 convertible bonds initially worth €589.6m, of which the Company had repurchased a partial amount in 2024, remained at €117.6m. That residual amount will be repurchased ahead of the due date in November 2025.

In March 2024, TUI AG issued senior notes of €500.0m with a tenor of five years. The senior notes have an annual interest coupon of 5.875%.

In addition, the Company issued convertible bonds with an aggregate principal amount of €487.0m and a tenor of seven years in July 2024. The convertible bonds have a denomination of €100,000 and a fixed-rate interest coupon of 1.95% p.a. The conversion price is €9.60 per share.

Liabilities to banks included the liabilities to banks from the unsecured Schuldschein (promissory notes) issued in July 2018. Following the scheduled repayment of two tranches of €209.5m in the completed financial year, the liability still outstanding was €32.5m, due in July 2028 for scheduled redemption. The Schuldschein carries fixed interest rates.

In July and August 2025, TUI AG issued additional Schuldscheindarlehen totalling €295.5m with tenors of three and five years. The liabilities to banks from the unsecured Schuldschein include both floating-rate (EURIBOR-linked) and fixed-rate tranches.

In March 2025, the Company refinanced its existing syndicated credit facilities. As a result, TUI AG's syndicated credit facilities totalled around €2.0bn as at the end of the financial year under review, including a bank guarantee facility of €190.0m. The syndicated credit facilities have a tenor of five years and will mature in March 2030. In the event of cash drawdowns, the interest rate is variable, linked to short-term interest rate levels (EURIBOR or SONIA) and TUI's credit rating plus a margin. At the balance sheet date, no drawdowns had been effected from the syndicated credit facilities (previous year €0.0m). The use of this credit facility by means of bank guarantees amounted to €139.0m as at 30 September 2025.

The increase in liabilities was driven not only by higher liabilities to banks but above all by an increase in liabilities to Group companies, mainly resulting from transfers of monies from tour operation companies.

The net financial position (cash and cash equivalents less liabilities to banks, bonds and SSDs) totalled €-932.9m (previous year €-854.5m) in the completed financial year.

Capital authorisation resolutions

> Information on new and existing capital authorisation resolutions, adopted by Annual General Meetings, is provided in the chapter Information required under takeover law.

TUI SHARE[1]

TUI shares climb 13% on strong operating performance

The TUI share rose 13% in financial year 2025, climbing from €6.84 at the start of the year to €7.74[2,3] on 30 September 2025. Against a backdrop of macroeconomic and geopolitical uncertainty, the share experienced significant volatility. While falling energy prices and anticipated central bank rate cuts supported market sentiment, ongoing tensions in the Middle East and Ukraine – along with their potential impact on booking behaviour and oil price fluctuations – created uncertainty. Debates over US tax policy added further volatility to global financial markets. In Germany, the federal government's €500bn investment and growth package, approved in March, raised hopes for economic recovery. However, the International Monetary Fund forecasts only modest growth of 0.9% for Germany in 2026, below the +1.1% expected for the Eurozone. The TUI share reached its lowest point on 4 April 2025 at €5.86[2,3], before climbing to an annual high of €9.29[2,3] on 15 August 2025, buoyed by strong Q3 results and positive summer booking momentum.

A key highlight of the financial year was TUI's Capital Markets Day, held at the Riu Plaza España Hotel in Madrid in March 2025. The management team provided analysts and investors with detailed insights into the Group's strategy, transformation progress in Markets + Airline, and growth strategy for Holiday Experiences.

TUI advanced its Group strategy throughout financial year 2025: To position Oman as a sun-and beach destination, TUI signed a strategic agreement with OMRAN Group in September to jointly develop a destination cluster of five new hotels in Dhofar Governorate. As part of this strategic partnership, OMRAN Group will acquire a 1.4% stake in TUI through newly issued shares priced at €9.50 per share, becoming a long-term strategic shareholder. The share issuance is expected in financial year 2026. TUI also advanced its asset-right strategy in Cruises. In September, TUI reallocated two newbuild slots originally secured for Marella Cruises to TUI Cruises, reinforcing long-term growth ambitions in the UK and Northern Europe. With delivery scheduled for 2031 and 2033, this move strengthens TUI's asset-right approach, supports leverage targets, and capitalizes on TUI Cruises' strong financial position and growth potential.

TUI made significant progress strengthening its financing structure. Following the inaugural rating by Fitch at BB in February 2025 and upgrades from S&P and Moody's to BB-/Ba3 in February and March 2025, TUI successfully returned to pre-pandemic rating levels – a milestone reflecting the Group's operational and balance sheet recovery. In March, TUI increased and extended its Revolving Credit Facility (RCF) to €1.9bn with a five-year tenor. In July, TUI successfully placed €250m in Schuldscheindarlehen (promissory notes) at a 4% coupon, later increased to €295.5m, demonstrating TUI's improved financing capability.

TUI continued its growth trajectory in Holiday Experiences and transformation in Markets + Airline throughout financial year 2025. Recent weeks have shown a resilient booking momentum for Winter 2025/26 despite a highly competitive market. After raising underlying EBIT growth guidance to +9 – 11% (from +7 –10%) in August, TUI announced preliminary results in November showing underlying EBIT growth of 12.6% at constant currency for financial year 2025.

Building on this operational and financial strength, TUI will resume dividend payments. The newly defined dividend policy balances growth investment with attractive shareholder returns, comprising a starter dividend of €0.10 per share for financial year 2025 and 10 – 20% of underlying earnings per share[4] from financial year 2026 onwards.

[1] The contents presented in this chapter are unaudited and voluntary.

[2] Source: LSEG (formerly Reuters), Xetra closing prices

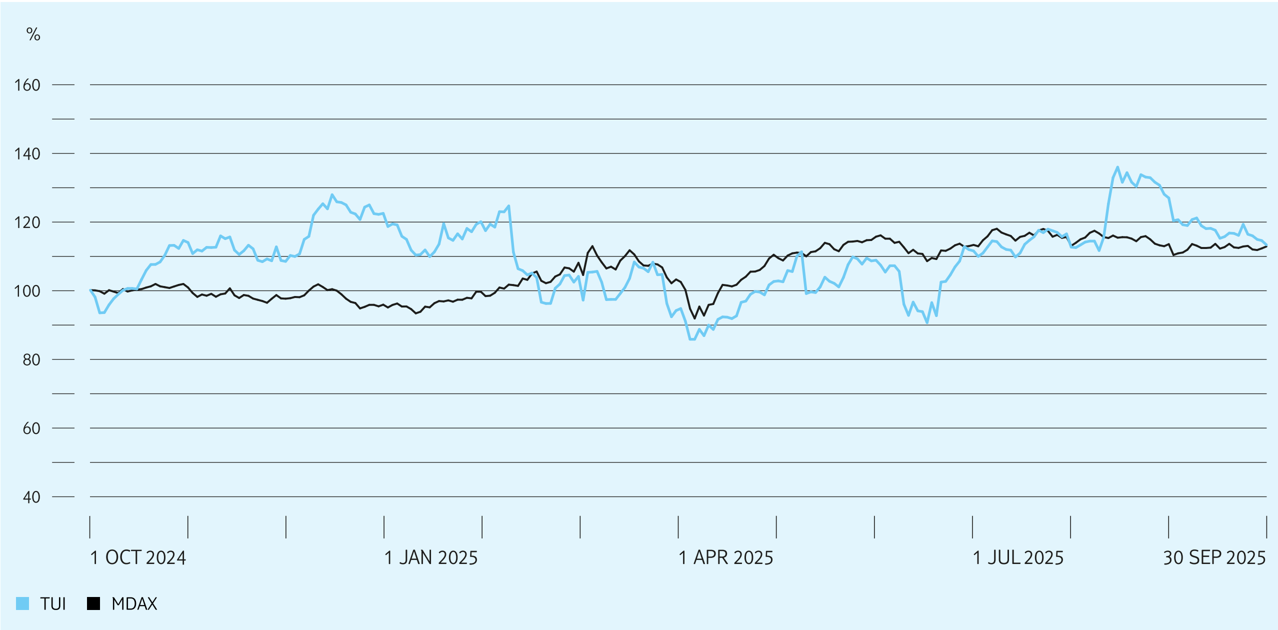
[3] Historical prices adjusted for the effect of the capital reduction through the reverse stock split and rights issue

[4] Calculated on the basis of adjusted EBIT less interest expenses adjusted for one-off effects less taxes based on the underlying tax rate of currently 18% less minority interests adjusted for one-off effects.

TUI share data

30 Sep 2025	
WKN	TUAG50
ISIN	DE000TUAG505
Stock exchange centres	Xetra, Frankfurt, Hannover
LSEG (formerly Reuters) Bloomberg	TUI1n.DE/TUI1.GR (Xetra)
Stock category	Registered ordinary shares
Capital stock (€)	507,431,033.00
Number of shares	507,431,033
Market capitalisation (€ bn)	3.9

TUI share price[1,2]



[1] Source: LSEG (formerly Reuters), Xetra closing prices

[2] Historical prices adjusted for the effect of the capital reduction through the reverse stock split and rights issue

Long-term development of the TUI share (Xetra)[1,2]

€	2021	2022	2023	2024	**2025**
High	25.86	20.37	12.57	7.91	9.29
Low	9.29	7.17	5.01	4.61	5.86
Year-end share price	18.52	7.17	5.22	6.84	7.74

[1] Source: LSEG (formerly Reuters), Xetra closing prices
[2] Historical prices adjusted for the effect of the capital reduction through the reverse stock split and rights issue

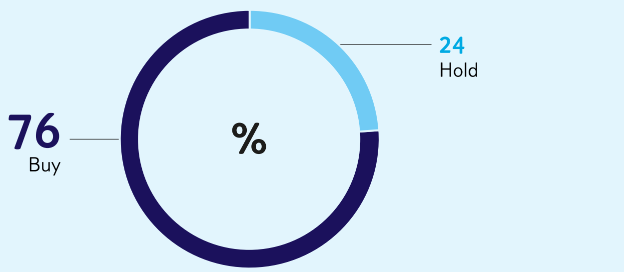
Quotations, indices and trading

The TUI share has its primary listing in the Prime Standard of the Frankfurt Stock Exchange and is listed in the MDAX, where the share ranked 56th (including DAX 40) in financial year 2025, and in the STOXX Europe. The share also has a secondary listing at the Hanover Stock Exchange.

In financial year 2025, the average daily trading volume on Xetra was around 3.9m shares. Across all trading platforms, the daily trading volume amounted to around 9.0m shares. The TUI share thus delivered strong liquidity for trading by institutional and retail investors.

Analyst recommendations

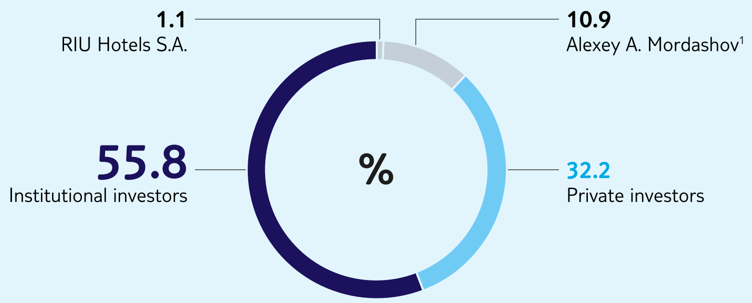
Analyst recommendations



Analyses and recommendations by financial analysts are a key decision-making factor for institutional and private investors. In the financial year under review, 17 analysts regularly published studies on TUI Group. In September 2025, 76% of analysts issued a recommendation to 'buy' the TUI share, with 24% recommending 'hold'. The average analyst price target at the end of financial year 2025 was €10.90, with targets ranging between €7.30 and €16.00.

Shareholder structure

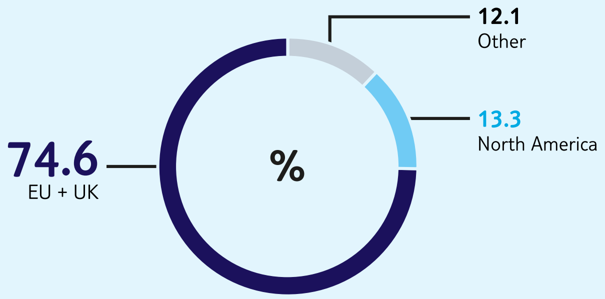
Shareholder structure (30 September 2025)



[1] According to the voting rights notifications of the German Federal Financial Supervisory Authority (BaFin) dated 16 May 2023, 10.87% of the TUI AG shares have been indirectly attributable to Alexey A. Mordashov, Moscow, Russian Federation, since 19 April 2023.

At the end of financial year 2025, around 89% of TUI shares were in free float. Around 32% of all TUI shares were held by private investors, around 56% by institutional investors and financial institutes, and around 12% by strategic investors. Shareholders from Europe and the EU accounted for around 75% (previous year approx. 81%) of the stock. The second largest proportion was held by shareholders from North America at 13% (previous year approx. 7%).

Geographical shareholder structure



The current shareholder structure and the voting right notifications pursuant to Section 33 of the German Securities Trading Act are available online at: www.tuigroup.com/en/investors/share/shareholder-structure and www.tuigroup.com/en/investors/financial-news

Dividend policy

TUI successfully returned to operational and financial strength in financial year 2025. With record results, net leverage improved to 0.6x, and credit ratings restored to pre-pandemic levels, we are resuming sustainable dividend payments, enabling shareholders to participate in the company's success. Our new dividend policy clearly defines our commitment to sustainably increasing shareholder value within our capital allocation framework.

Our strategic focus remains on profitable growth through investments aligned with our asset-right strategy, expansion of digital platforms, and portfolio optimisation through value-accretive Mergers & Aquisitions opportunities. Our new dividend policy – a starter dividend of €0.10 per share for financial year 2025 and distribution of 10 – 20% of underlying earnings per share[1] from 2026 onwards – strikes the right balance between shareholder returns and strategic priorities. At the same time, we are targeting a further strengthening of our balance sheet metrics with net leverage to improve to below 0.5x in the medium-term.

The Executive and Supervisory Boards of TUI AG therefore propose a dividend of €0.10 per share for financial year 2025 to the Annual General Meeting, consistent with our dividend policy. This represents a dividend yield of approximately 1.3% based on the year-end TUI share price.

Development of dividends and earnings of the TUI share

€	2021	2022	2023	2024	**2025**
Earnings per share	- 2.58	- 1.02[1]	+ 0.80	+ 1.00	+ 1.25
Dividend	-	-	-	-	0.10

[1] Earnings per share adjusted by the capital reduction through the reverse stock split

Investor Relations

TUI's management and Investor Relations team maintained open and continuous dialogue with institutional investors, equity and credit analysts, lenders, and retail shareholders throughout the year. Discussions covered Group strategy, business performance across segments, strong operational momentum, financing initiatives, and inflationary impacts.

In financial year 2025, dialogue with investors primarily addressed the following topics:

- Demand for travel, capacity development and booking numbers for the Winter 2024/25 and the Summer 2025 season
- The impact of the unrest in the Middle East and Ukraine on customers' booking behaviour
- Financing measures: extension of the revolving credit facility and issuance of the Schuldschein

[1] Calculated on the basis of adjusted EBIT less interest expenses adjusted for one-off effects less taxes based on the underlying tax rate of currently 18% less minority interests adjusted for one-off effects

- Strategic priorities: implementation of the transformation of Markets + Airline and growth through dynamic packaging; asset-right growth in Holiday Experiences and realignment of the UK cruise market and strategic partnership with the Omani OMRAN Group
- Questions about future shareholder return strategy for shareholders
- Progress in implementing our Sustainability Strategy and initiatives to achieve our SBTi[1] targets by 2030

TUI's management team engaged with investors through physical and virtual roadshows and conferences in New York, London, Frankfurt am Main, Munich, Zurich, Warsaw, Paris, Lyon and Madrid, as well as meetings with investors from other European financial centres and from South and North America, Asia and Australia.

TUI's Investor Relations team also prioritized direct engagement with retail investors. IR representatives presented TUI Group at shareholder association events and addressed questions from this audience. TUI also provided comprehensive information for analysts, investors and retail shareholders on its website, including live streams of all financial results conference calls.

[1] Science-Based Targets initiative

03

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

SUPERVISORY BOARD AND EXECUTIVE BOARD

TUI AG Supervisory Board

Name	Function/Role	Location	Initial appointment	Appointed until close of AGM/Date of resignation	Other board memberships[2]	Number of TUI AG shares
Dr Dieter Zetsche	Chairman of the Supervisory Board of TUI AG	Stuttgart	13 Feb 2018	2027	b) Munro & Associates LLC	37,460
Frank Jakobi[1]	Deputy Chairman of the Supervisory Board of TUI AG Chairman of Group Works Council of TUI AG	Hamburg	15 Aug 2007	2026		311
Ingrid-Helen Arnold	Interim CEO, KAKO Elektro GmbH	Dreieich	11 Feb 2020	2028	b) Société Générale S.A. (Conseil d´Administration)	0
Sonja Austermühle[1]	Trade Union Secretary of ver.di - Vereinte Dienstleistungsgewerkschaft	Berlin	1. Apr 2022	2026		0
Christian Baier	Member of the Board of Management (CFO) Covestro AG	Dusseldorf	31 May 2022	2027		0
Andreas Barczewski[1]	Aircraft Captain, TUIfly GmbH	Grethem (OT Buechten)	10 May 2006	2026	a) TUIfly GmbH[4]	14,450
Peter Bremme[1]	Regional Head of the Special Services Division of ver.di - Vereinte Dienstleistungsgewerkschaft	Hamburg	2 Jul 2014	31 Dec 2024	a) TÜV Nord AG	0
Dr Jutta A. Dönges	Member of the Management Board (CFO), Uniper SE	Frankfurt am Main	25 Mar 2021	2029		0
Prof Dr Edgar Ernst	Member of the Supervisory Board	Bonn	9. Feb 2011	11 Feb 2025		0
Wolfgang Flintermann[1]	Group Director Financial Accounting & Reporting, TUI AG	Großburgwedel	13 Jun 2016	2026	a) Deutscher Reisepreis-Sicherungsverein VVaG b) RIUSA II S.A. b) TUI Netherland N.V.	4,300
María Garaña Corces	Member of the Executive Board Forterro UK Ltd.	Madrid	11 Feb 2020	2028	b) Alantra Partners, S.A.	0
Stefan Heinemann[1]	Technology Team Lead Airline Platform Services, Airline IT, TUI InfoTec GmbH	Nordstemmen	21 Jul 2020	2026		3,906
Janina Kugel	Supervisory Board Member & Senior Advisor	Munich	25 Mar 2021	2029	b) Kyndryl Inc. b) Swissport International Ltd.	0
Johan Lundgren	Supervisory Board Member & Advisor	Okehampton	24 Jun 2025	2029[5]	b) Palma Music Studios b) JPL Consulting b) Kingsmere Music	0

TUI AG Supervisory Board

Name	Function/Role	Location	Initial appointment	Appointed until close of AGM/Date of resignation	Other board memberships[2]	Number of TUI AG shares
Coline McConville	Member of supervisory bodies in different companies	London	11 Dec 2014	2028	b) 3i Group PLC b) Kings Cross Central Partnership Ltd.	0
Helena Murano	Senior Advisor to Arcano Partners	Palma de Mallorca	31 May 2022	2027		0
Mark Muratovic[1]	Chair of Works Council Tour Operator, TUI Deutschland GmbH	Langenhagen	25 Mar 2021	2026	a) TUI Deutschland GmbH a) MER - Pensionskasse V.V.a.G.	1,252
Pepijn Rijvers	Executive Vice President World Business Council for Sustainable Development	Amsterdam	11 Feb 2025	5 Jun 2025	b) Weroad Srl	0
Anette Strempel[1]	Chairman of Works Council, TUI Customer Operations GmbH	Hemmingen	2 Jan 2009	2026		3,357
Rainald Thannisch[1]	Head of Co-Determination Department, ver.di Federal Administration	Berlin	6 Jan 2025	2026	a) Mercedes Benz Mobility AG a) Lufthansa Cargo AG	0
Joan Trían Riu	Member of the Executive Board of Riu Hotels & Resorts	Palma de Mallorca	12 Feb 2019	2028	b) Pep Toni Hotels S.A. b) RIUSA II S.A. b) Riu Hotels S.A. b) Saranja S.L. b) Ahungalla Resorts Ltd.	0
Tanja Viehl[1]	Lawyer (in-house lawyer), Vereinigung Cockpit e.V.	Woelfersheim	25 Mar 2021	2026		0
Stefan Weinhofer[1]	International Employee Relations Coordinator at TUI AG	Vienna	9 Feb 2016	2026	b) TUI Austria Holding GmbH	0

[1] Employee representative
[2] All information refers to 30 September 2024 or the date of resignation from the Supervisory Board of TUI AG in financial year 2025.
[3] Chairperson
[4] Deputy Chairperson
[5] Appointed to replace Pepijn Rijvers
a) Membership in other supervisory boards within the meaning of section 125 of the German Stock Corporation Act (AktG)
b) Membership in comparable supervisory bodies in German and non-German companies within the meaning of section 125 of the German Stock Corporation Act (AktG)

TUI AG Executive Board

Name	Position	Other board memberships	Number of TUI AG shares[1]
Sebastian Ebel (Age: 62) Member of the Executive Board since December 2014 CEO since October 2022 Current appointment until September 2028	Chairman	a) BRW Beteiligungs AG a) Eves Information Technology AG[2] a) Compass Group Deutschland GmbH b) RIUSA II S.A.[2,3]	60,948
Mathias Kiep (Age: 50) Member of the Executive Board since October 2022 Current appointment until September 2028	CFO	a) TUI Deutschland GmbH[2,3] b) Börsen AG Hannover	14,806
Peter Krueger (Age: 49) Member of the Executive Board since January 2021 Current appointment until December 2026	CSO & CEO HEX	b) Midnight Canada Inc.[3] b) Midnight Holdings Ltd.[3] b) Royalton Hotels International Ltd.[3] b) RIUSA II S.A.[3] b) Old Court Management Limited b) Pep Toni Hotels S.A.[3]	47,059
Sybille Reiss (Age: 49) Member of the Executive Board since July 2021 Current appointment until June 2027	CPO/Labour Director	a) TUI Deutschland GmbH[3] b) Midnight Canada Inc.[3]	13,315
David Schelp (Age: 50) Member of the Executive Board since January 2024 Current appointment until December 2026	CEO Markets + Airline	a) TUI Deutschland GmbH[3] b) Turbopass GmbH b) TUI Travel Ltd.[3] b) TUI Nordic Holding AB[3]	4,311

[1] All information, except those referring to the current appointment, refers to 30 September 2025 or the date of resignation from the Executive Board in financial year 2025.
[2] Chairman
[3] Group mandate
a) Membership in supervisory boards required by law within the meaning of section 125 of the German Stock Corporation Act (AktG)
b) Membership in comparable supervisory bodies in German and non-German companies within the meaning of section 125 of the German Stock Corporation Act (AktG)

CORPORATE GOVERNANCE REPORT/STATEMENT ON CORPORATE GOVERNANCE[1]

The actions of TUI AG's management and supervisory bodies are determined by the principles of good and responsible corporate governance.

The Executive Board and the Supervisory Board discussed Corporate Governance issues in financial year 2025. In this chapter, the Executive Board provides – also for the Supervisory Board – the report on Corporate Governance in the Company pursuant to Principle 23 of the German Corporate Governance Code (GCGC) and Sections 289f and 315d of the German Commercial Code (HGB).

Declaration of Compliance with the German Corporate Governance Code

As a stock corporation company under German law, TUI AG's Executive Board and Supervisory Board are obliged to submit a declaration of compliance with the GCGC pursuant to section 161 of the German Stock Corporation Act.

Wording of the Declaration of Compliance for 2025

"In accordance with section 161 of the German Stock Corporation Act, the Executive Board and Supervisory Board hereby declare:

Since the last declaration of compliance was submitted in December 2024, the recommendations of the German Corporate Governance Code in its applicable version have been and will be fully observed".

> Place of publication: https://www.tuigroup.com/en/investors/corporate-governance/reports-and-declarations

Information on Corporate Governance

Functioning of the Executive and Supervisory Boards

TUI AG is a company under German law. A fundamental principle of German stock corporation law is the dual management system. This assigns the management of the Company to the Executive Board and the monitoring of management to the Supervisory Board. TUI AG's Executive Board and Supervisory Board cooperate closely and in a spirit of trust for the benefit of the Company, with strict separation between the two bodies in terms of their membership and competences. Both bodies are obliged to ensure the continued existence of the Company and sustainable creation of added value in harmony with the principles of the social market economy. The Executive Board is responsible for providing information to the Supervisory Board. However, the Supervisory Board must ensure that it receives adequate information. The Executive Board shall inform the Supervisory Board regularly, promptly and comprehensively about all matters relevant to the Company, in particular strategy, planning, business development, the risk situation, risk management and compliance.

Compensation Report / Compensation System

The Compensation Report and the Independent Auditor 's Report in accordance with section 162 of the German Stock Corporation Act, the compensation system for the Executive Board members pursuant to section 87a para. 1 and para. 2 sent. 1 of the German Stock Corporation Act and the decision of the Annual Shareholders' Meeting pursuant to section 113 para. 3 of the German Stock Corporation Act regarding the compensation of the Supervisory Board members are published at https://www.tuigroup.com/en/investors/corporate-governance/remuneration-system-and-reports

Executive Board

TUI AG's Executive Board comprised five members as at the balance sheet date 30 September 2025. It is responsible for managing the Company's business operations in the interests of the Company. The work of the Executive Board is based on the German Stock Corporation Act, the Articles of Association, the terms of reference issued by the Supervisory Board and the resolutions of the Annual General Meeting. All members of the Executive Board are jointly responsible for

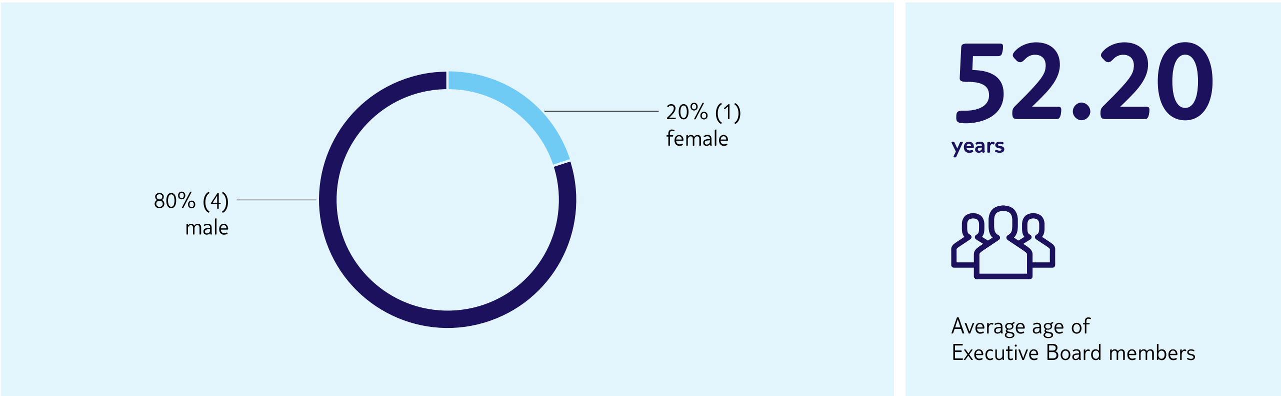
[1] As part of the combined Management Report

the management of the Company. In addition, each member of the Executive Board is responsible for their own area of responsibility. The areas of responsibility of the Executive Board members are listed in a separate overview.

There should be a sufficient mix of ages among the members of the Executive Board. The age limit for Executive Board members is generally in line with the standard retirement age for statutory pension insurance.

The CVs of the members of the Executive Board are updated annually and published at https://www.tuigroup.com/en/investors/corporate-governance/management-information

Gender quote an average age of Executive Board members of TUI AG (30 Sep 2025)



Absolute number in brackets. Total number of Executive Board members: 5

Further information on the composition of the Executive Board and the areas of responsibility of the Executive Board members can be found in the section "Financial year 2025".

Supervisory Board

In accordance with the law and the Articles of Association, the Supervisory Board had 20 members at the balance sheet date, i.e. 30 September 2025. TUI AG is subject to the German Industrial Co-Determination Act (MitbestG). The Supervisory Board is therefore composed of an equal number of shareholder representatives and employee representatives. Employee representatives within the meaning of the MitbestG also include one executive employee (section 5 (3) of the German Works Constitution Act) and three trade union representatives. Prior to the Supervisory Board meetings, the representatives of the shareholders and employees meet in separate preparatory meetings.

In its function as the oversight body, the Supervisory Board continuously advised and monitored the Executive Board in the management of the Company in the past financial year 2025, as required by the law, the Articles of Association and its own Terms of Reference. The Supervisory Board is involved in strategy and planning, including the sustainability strategy and its implementation, as well as in all matters of fundamental importance to the Company. The Terms of Reference for the Executive Board require the approval of the Supervisory Board for major business transactions – such as the determination of the annual budget, major acquisitions and divestments. The Supervisory Board reviews the annual and consolidated financial statements, the combined management report of TUI AG and the Group, including reporting on non-financial topics and disclosures on EU taxonomy, as well as the sustainability report and the proposal for the appropriation of net retained profits. The Supervisory Board also meets regularly without the Executive Board.

The Supervisory Board's monitoring and advisory activities also extend in particular to sustainability aspects in the areas of environment, social affairs and corporate governance (ESG). The Supervisory Board receives regular reports from the Executive Board on the Group-wide sustainability strategy and the status of its implementation. As part of its monitoring function, the Supervisory Board deals with both the opportunities and risks for the Company resulting from social and environmental factors and the ecological and social impacts of its business activities. The Supervisory Board and the Audit Committee also deal with future regulatory requirements for sustainability reporting and are kept informed on an ongoing basis about relevant developments and the progress of implementation within the Company.

Further information on sustainability management can be found in the section Non-financial declaration of TUI Group.

The Chairman of the Supervisory Board coordinates the work in the Supervisory Board, chairs its meetings and represents the interests of the body externally. He is also willing, within reasonable limits, to discuss supervisory board-specific issues with investors. The dialogue of the Chairman of the Supervisory Board with investors took place within an appropriate framework in financial year 2025. The Supervisory Board and the Audit Committee have adopted terms of reference for their own work. The Terms of Reference of the Supervisory Board are available on the Company's website.

The Supervisory Board, after intensive deliberations in financial year 2025, resolved to propose to the Annual General Meeting of TUI AG that the size of the Board be reduced from 20 to 16 members. Numerous organizational and regulatory aspects were carefully considered in making this decision. With the reduction in size, the Supervisory Board aims to further enhance the efficiency of its work without compromising on diversity and expertise. The future composition of the Supervisory Board will continue to fully comply with the recommendations of the GCGC. The Annual General Meeting of TU AG approved the proposal to reduce the size of the Supervisory Board with a majority of 99.80%. The reduction will take effect at the conclusion of the Annual General Meeting in 2026.

The Supervisory Board had four committees in the reporting year. Their tasks, responsibilities and work processes comply with the requirements of the German Stock Corporation Act and the GCGC. The chairmen of the committees regularly report to the Supervisory Board on the committees' activities.

The Supervisory Board has formed a **Presiding Committee** from among its members, consisting of the Chairman of the Supervisory Board and his deputy, as well as four other members of the Supervisory Board to be elected by the Supervisory Board. The Presiding Committee prepares the Supervisory Board meetings and is responsible for matters relating to the Executive Board (including succession planning for the Executive Board, appointments, terms and conditions of employment contracts, Executive Board remuneration, proposals for the Executive Board remuneration system). Although the Presiding Committee is responsible for the concrete succession planning for the Executive Board, the Supervisory Board and the Executive Board jointly ensure long-term succession planning for the Executive Board. The Presiding Committee usually meets in advance of Supervisory Board meetings and as required.

The Presiding Committee consists of:

- Dr Dieter Zetsche (Chair)
- Sonja Austermühle (since 1 January 2025)
- Peter Bremme (until 31 December 2024)
- Dr Jutta Dönges
- Prof Dr Edgar Ernst (until 11 February 2025)
- Frank Jakobi
- Anette Strempel
- Joan Trían Riu (since 11 February 2025)

In addition, an **Audit Committee** is elected, which is also composed of eight members of the Supervisory Board. The Audit Committee supports the Supervisory Board in performing its supervisory function. It is responsible for reviewing the financial statements, monitoring the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system, as well as the audit of the financial statements and compliance. The accounting includes, in particular, the consolidated financial statements and the group management report, including the non-financial statement, interim financial information and the individual financial statements in accordance with the German Commercial Code (HGB). In addition, the Audit Committee is responsible for selecting the external auditor, whereby it also reviews the qualifications and independence of the auditor. Furthermore, the Audit Committee regularly assesses the quality of the audit.

The Audit Committee consists of:

- Dr Jutta Dönges (Chair, since 11 February 2025)
- Prof Dr Edgar Ernst (Chair, until 11 February 2025)
- Christian Baier
- Stefan Heinemann
- Frank Jakobi
- Coline McConville (since 11 February 2025)
- Mark Muratovic
- Stefan Weinhofer
- Dr Dieter Zetsche

The **Nomination Committee**, which consists exclusively of three representatives of the shareholders, nominates suitable candidates from among the shareholders to the Supervisory Board for election by the Annual General Meeting or for appointment by the court. The committee usually meets in connection with upcoming changes to the Supervisory Board of the Company.

The Nomination Committee consists of:

- Dr Dieter Zetsche (Chairman)
- Dr Jutta Dönges
- Prof Dr Edgar Ernst (until 11 February 2025)
- Joan Trían Riu (since 11 February 2025)

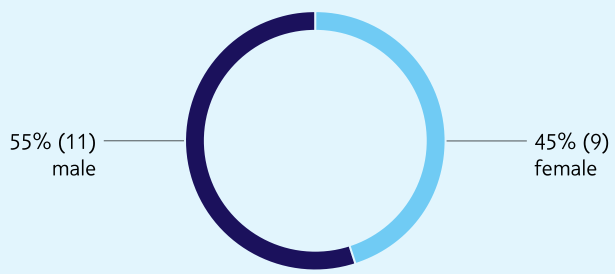
The **Mediation Committee** formed in accordance with Section 27 (3) of the German Co-Determination Act only meets if the necessary two-thirds majority of votes is not achieved when appointing or dismissing members of the Executive Board. The Mediation Committee did not need to be convened in financial year 2025.

The Mediation Committee consists of:

- Dr Dieter Zetsche (Chair)
- Frank Jakobi
- Sonja Austermühle
- Dr Jutta Dönges

Information on the composition of the committees is published at: https://www.tuigroup.com/en/investors/corporate-governance/supervisory-board-committees

Gender quote and average age of Supervisory Board members of TUI AG (30 Sep 2025)

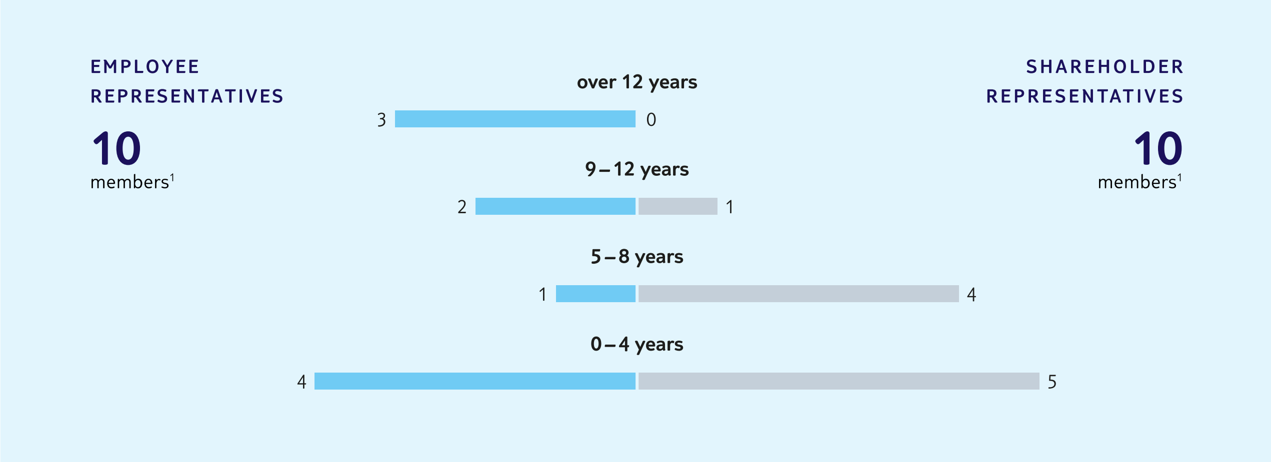


54.30
years

Average age of
Supervisory Board members

Absolute number in brackets. Total number of Supervisory Board members: 20

Duration of appointment of the Supervisory Board members of TUI AG (30 Sep 2025)



[1] Number of representatives on the Supervisory Board of TUI AG

As a rule, members of the Supervisory Board should not be older than 68 years of age (standard retirement age) when elected to the Supervisory Board.

For further details, please refer to the Report of the Supervisory Board.

The CVs of the Supervisory Board members are updated annually and published at https://www.tuigroup.com/en/investors/corporate-governance/management-information

Further information on Corporate Governance is continuously provided in the TUI ESG Investor Presentation available at https://cdn.sanity.io/files/b6xulh2p/production/ce9bf49eb18510575573f36d885847d01bd3e427.pdf

D&O insurance policy

TUI AG has taken out a D&O insurance policy for all members of the Executive Board and Supervisory Board, providing for a deductible for Executive Board members in accordance with the statutory requirements of the German Stock Corporation Act. The deductible amounts to 10% of the loss up to the amount of one and a half times the fixed annual compensation.

Competence Profile of the Supervisory Board

In accordance with recommendation C. 1 of the GCGC, the Supervisory Board has developed a competence profile for the board as a whole and specified targets for its composition. In financial year 2025, the competence profile has been reviewed and supplemented by a criterion regarding regular limit to the term of office of shareholder representatives. With regard to competencies, it is not expected that each individual member of the Supervisory Board possesses all the knowledge and experience listed in the competency profile. Rather, the Supervisory Board as a whole should cover the specified competencies. This also applies to sustainability topics that are of particular importance to the Company. The associated expertise is contributed by different members, ensuring that diverse perspectives and areas of expertise are reflected in the discussions. The current status of implementation of the competence profile can be found in the qualification matrix.

The current competence profile of the Supervisory Board is published at https://cdn.sanity.io/files/b6xulh2p/production/adb455985fe61e31f7e159bb396fb3c729cd87aa.pdf

Qualification matrix of the Supervisory Board

The status of implementation of the Supervisory Board's competency profile is disclosed below in the form of a qualification matrix. In financial year 2025, the methodology for preparing the qualification matrix was fundamentally revised. The qualification matrix now presented contains the individual competencies with a graded competency level for each Supervisory Board member. This enables a more differentiated and transparent presentation of the competencies available within the board.

The competency assessments are carried out on the basis of a structured self-assessment by the members of the Supervisory Board. A defined catalogue of criteria is used for this purpose, which contains detailed criteria and explanatory descriptions for each competency. The members of the Supervisory Board use this catalogue of criteria to make an independent assessment of their level of competence. The classification into the respective competence level is based on the number of criteria fulfilled for each competence. This also enables the results of the self-assessment to be compared within the Supervisory Board. Following the self-assessment, the Chairman of the Supervisory Board carries out a plausibility check against the CVs and other relevant information. In individual cases where information from the self-assessment could not be readily verified by the CV or other relevant information, the Chairman of the Supervisory Board would request any necessary evidence from the respective Supervisory Board member. This was not necessary for the present qualification matrix.

On this basis, the revised qualification matrix is a transparent and meaningful tool for assessing the extent to which the knowledge and experience specified in the Supervisory Board's competence profile are represented on the board. It also serves as a basis for the targeted further development of the board and the continuous optimisation of its composition.

Individualised qualification matrix of the Supervisory Board of TUI AG (as of 30 September 2025)

	Dr Dieter Zetsche	Frank Jakobi	Ingrid-Helen Arnold	Sonja Austermühle	Christian Baier	Andreas Barczewski	Dr Jutta Dönges	Wolfgang Flintermann	María Garaña Corces	Stefan Heinemann
Membership										
First appointment	2018	2007	2020	2022	2022	2006	2021	2016	2020	2020
Current appointment until	2027	2026	2028	2026	2027	2026	2029	2026	2028	2026
Duration of membership (in years, as of 30 Sep 2025)	7	18	5	3	3	19	4	9	5	5
Position	Chairman	Deputy Chairman	SHR	ER	SHR	ER	SHR	ER	SHR	ER
Committee membership										
Presiding Committee	yes	yes		yes			yes			
Audit Committee	yes	yes			yes		yes			yes
Nomination Committee	yes						yes			
Diversity										
Gender	m	m	f	f	m	m	f	m	f	m
Birth year	5 May 1953	18 Feb 1962	5 Oct 1968	27 Feb 1978	6 Nov 1976	15 Aug 1967	9 May 1973	4 Dec 1969	4 Mar 1970	14 Apr 1979
Age (on 30 Sep 2025)	72	63	56	47	48	58	52	55	55	46
Nationality	German	German	German	German	German	German	German	German	Spanish	German
International experience	yes	no	yes	no	yes	yes	yes	yes	yes	yes
Personal qualification										
Independence[1]	yes	N/A	yes	N/A	yes	N/A	yes	N/A	yes	N/A
No overboarding[2]	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Integrity, commitment, engagement	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Professional qualification										
1. Tourism	●	●	◕	◔	◕	●	◕	◕	◕	●
2. Strategy, innovation	●	●	●	◔	●	◕	●	◔	●	●
3. IT, digitalisation	◕	◕	●	◔	●	◔	◕	◔	●	●
4. Accounting	◕	◕	◔	◕	●	◕	●	●	◕	◕
5. Auditing	●	●	●	◕	●	◕	●	●	●	●
6. Sustainability reporting	◕	●	◕	◔	●	◔	●	●	◕	◕
7. Capital market	◕	●	◕	◔	●	◕	●	●	◕	◕
8. Risk management	●	●	●	◕	●	◕	●	◕	◕	●
9. Internal control system	◕	●	●	◕	●	◕	●	◕	◕	◕

Individualised qualification matrix of the Supervisory Board of TUI AG (as of 30 September 2025)

	Dr Dieter Zetsche	Frank Jakobi	Ingrid-Helen Arnold	Sonja Austermühle	Christian Baier	Andreas Barczewski	Dr Jutta Dönges	Wolfgang Flintermann	María Garaña Corces	Stefan Heinemann
10. Compliance	●	●	◕	◕	●	◕	●	◕	◕	◕
11. Human resources	●	●	●	●	◕	◕	◕	◔	●	●
12. Sustainability, Corporate Governance	●	●	◕	◕	●	◕	●	◕	◕	●

[1] In accordance with the GCGC, based on the assessment of the shareholder representatives on TUI AG's Supervisory Board

[2] Within the meaning of Recommendation C.4 and C.5 of the GCGC

Individualised qualification matrix of the Supervisory Board of TUI AG (as of 30 September 2025)

	Janina Kugel	Johan Lundgren	Coline McConville	Helena Murano	Mark Muratovic	Anette Strempel	Rainald Thannisch	Joan Trían Riu	Tanja Viehl	Stefan Weinhofer
Membership										
First appointment	2021	2025	2014	2022	2021	2009	2025	2019	2021	2016
Current appointment until	2029	2026	2028	2027	2026	2026	2026	2028	2026	2026
Duration of membership (in years, as of 30 Sep 2025)	4	1	10	3	4	16	1	6	4	9
Position	SHR	SHR	SHR	SHR	ER	ER	ER	SHR	ER	ER
Committee membership										
Presiding Committee						yes		yes		
Audit Committee			yes		yes					yes
Nomination Committee								yes		
Diversity										
Gender	f	m	f	f	m	f	m	m	f	m
Birth year	12 Jan 1970	4 Oct 1966	21 Jul 1964	12 Jul 1966	29 Jun 1973	28 Nov 1966	27 Jul 1973	10 Jul 1983	24 Mar 1986	31 Aug 1974
Age (on 30 Sep 2025)	55	58	61	59	52	58	52	42	39	51
Nationality	German	Swedish	Australian	Spanish	German	German	German	Spanish	German	Austrian
International experience	yes	yes	yes	yes	yes	no	no	yes	yes	yes
Personal qualification										
Independence[1]	yes	yes	yes	yes	N/A	N/A	N/A	no	N/A	N/A
No overboarding[2]	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Integrity, commitment, engagement	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes
Professional qualification										
1. Tourism	◕	●	◕	●	◕	●	◔	●	●	●
2. Strategy, innovation	●	●	●	●	◕	●	◕	●	●	◕
3. IT, digitalisation	◕	●	○	◔	◔	●	○	◕	◕	◔
4. Accounting	◔	◕	●	◕	◔	◔	◕	◕	◕	◔
5. Auditing	◕	●	●	●	●	◕	◕	◕	◕	◕
6. Sustainability reporting	●	●	●	●	◕	●	●	◔	◕	◕
7. Capital market	◕	●	●	●	◕	◔	◔	◕	●	◕
8. Risk management	●	●	●	●	◕	◕	◕	◕	◕	◔
9. Internal control system	◕	●	◕	●	◕	●	◔	◔	◕	◔

Individualised qualification matrix of the Supervisory Board of TUI AG (as of 30 September 2025)

	Janina Kugel	Johan Lundgren	Coline McConville	Helena Murano	Mark Muratovic	Anette Strempel	Rainald Thannisch	Joan Trían Riu	Tanja Viehl	Stefan Weinhofer
10. Compliance	●	●	◕	●	●	●	◕	◕	◕	◕
11. Human resources	●	●	●	●	●	●	◕	◕	●	●
12. Sustainability, Corporate Governance	●	●	●	●	◔	●	●	◔	◕	◕

[1] In accordance with the GCGC, based on the assessment of the shareholder representatives on TUI AG's Supervisory Board

[2] Within the meaning of Recommendation C.4 and C.5 of the GCGC

Independence of the Supervisory Board members

As of the balance sheet date, the Supervisory Board on the shareholder side has nine independent members according to their assessment. The names of these members are listed in the qualification matrix.

In its assessment, the Supervisory Board considered in particular the aspects set out below:

At TUI AG, Mr Joan Trían Riu (Riu Hotels S.A., 1.1% of the voting rights as of 30 September 2025) is linked to a major shareholder. In this context, he is considered a non-independent.

Prof Dr Ernst was a member of the Supervisory Board of TUI AG from 9 February 2011 to 11 February 2025. Until his departure, the Company considered Prof Dr Ernst to be independent from the Executive Board and the Company.

The Company has no controlling shareholder.

Members of TUI AG's Audit Committee with expertise in accounting and auditing (Recommendation D.3 of the GCGC)

Prior to the departure of Prof Dr Ernst from the Supervisory Board on 11 February 2025, the Company had three members of the Audit Committee of TUI AG with expertise in the fields of accounting and auditing. Currently, there are two members.

Dr Jutta Dönges has expertise in the field of accounting and in the field of auditing due to her professional career and in particular because of her function as CFO at Uniper SE as well as managing director of the Federal Republic of Germany – Finance Agency GmbH (until 31 October 2022) as well as due to her several years of membership in domestic supervisory boards.

Further information, in particular on her activities in these areas, can be found in her curriculum vitae on the Company's website https://cdn.sanity.io/files/b6xulh2p/production/c3145c8db035373dc9651ee620d22d45fa4627fa.pdf

Her expertise in the field of accounting also includes, in particular, knowledge and experience in the application of accounting principles and internal control and risk management systems. Her expertise in the field of auditing includes, in particular, knowledge and experience in the auditing of financial statements. This includes sustainability reporting and its audit.

Mr **Christian Baier** has expertise in the field of accounting and in the field of auditing due to his professional career and in particular due to his function as CFO of Covestro AG and Metro AG (until July 2023).

Further information, in particular on his activities in these areas, can be found in his curriculum vitae on the Company's website https://cdn.sanity.io/files/b6xulh2p/production/949eedc37413e3e3b674ea2e51195524de1931b5.pdf

His expertise in the field of accounting also includes, in particular, knowledge and experience in the application of accounting principles and internal control and risk management systems. His expertise in the field of auditing also includes, in particular, knowledge and experience in the auditing of financial statements.

Since Covestro AG as well as Metro AG have also been publishing a non-financial statement for several years, which is prepared taking into account the Global Reporting Initiative (GRI) standards on sustainability reporting and the UN Global Compact, his expertise in the field of auditing also includes sustainability reporting and its audit.

Information on compliance with the participation requirement for appointments to the Executive Board and minimum proportions for appointments to the Supervisory Board; targets in accordance with Section 76 (4) of the German Stock Corporation Act for the proportion of women in the two management levels below the Executive Board

Pursuant to the German Stock Corporation Act at least one woman and at least one man must be members of the Executive Board of listed companies with more than three Executive Board members that are subject to equal co-determination. TUI AG complied with this requirement with the membership of Ms Sybille Reiss in the reporting period.

45% of the Supervisory Board members were women and 55% were men at the balance sheet date. The Supervisory Board was therefore compliant with section 96 (2) sentence 1 of the German Stock Corporation Act.

In accordance with Section 76 (4) of the German Stock Corporation Act (AktG), the Executive Board has resolved that the proportion of women in the first management level below the Executive Board and in the second management level below the Executive Board should be 30% each. The target date for both targets has been set at 30 September 2026.

In order to achieve this objective, TUI AG has introduced various measures in recent years aimed at increasing the proportion of women in the long term. These include the targeted promotion of women in talent programmes and increased outreach in the recruitment process. In addition, it is planned that at least one woman will be included on the shortlist when filling positions in the Senior Leadership Team. Despite these initiatives, the professional suitability and qualifications of applicants remain the decisive criterion when filling vacant positions. The measures are already having an effect: in the second management level, the proportion of women is 38%, which is above the previous year's figure. In the first management level below the Executive Board, however, the proportion remains at 21%, which is in line with the previous year's level.

Self-assessment of the Supervisory Board

The Supervisory Board and its committees regularly review, either internally or with the involvement of external consultants, how effectively the Supervisory Board as a whole and its committees fulfil their duties.

The second-last self-assessment was conducted internally at the end of September 2020. For this purpose, an anonymous questionnaire was distributed to all members, in which they could give their assessment of the effectiveness of the working methods of the Supervisory Board and its committees. The Presiding Committee and the Supervisory Board have subsequently dealt with the results and derived measures from them. These primarily concerned the work of the Supervisory Board, the organisation of the meetings and the main topics that the Supervisory Board dealt with in more detail.

The last self-assessment took place in 2024 and was conducted externally by the consulting firm ECBE (European Centre for Board Effectiveness GmbH). The Supervisory Board discussed the results and the measures to be derived from them in detail at its meeting on 19 September 2024. The results show a professional and, in essential aspects, effective body. Above all, the Supervisory Board is characterised by a high level of performance. The current composition of the body, with a broad and balanced mix of skills, is perceived as a key strength. The atmosphere for discussion in the Supervisory Board is described as professional, open, appreciative and confidential. In particular, the cooperation with the Executive Board is perceived as open, trusting and goal-oriented. In light of the challenges of recent years, the further development of the business model and the global economic environment, various areas of potential for the work of the body have also emerged, which were addressed and implemented during the year. The potential for improvement that has been identified includes, among other things, the increased inclusion of external expertise on selected topics in the meetings. In addition, suggestions have been put forward to further increase the efficiency of the work of the body, including its committees and meetings. The results of the self-evaluation also show that the onboarding process and the training and development measures should be critically reviewed and new concepts added. In financial year 2025, the Supervisory Board addressed the measures identified in the self-assessment at each of its meetings. These measures were implemented step by step over the course of the year. Particular emphasis was placed on systematically tackling the identified potential and continuously strengthening the work of the committees employing targeted measures.

Onboarding

In financial year 2024, a structured onboarding concept was introduced for the Supervisory Board of TUI AG. To support the effective and efficient onboarding of new members, the Supervisory Board relies on structured onboarding processes. These include comprehensive information materials, introductory meetings with members of the Executive Board, and instructions on regulatory requirements and company-specific topics. The objective is to provide new members with a swift and thorough understanding of the board’s duties as well as the Company’s business activities and strategic direction. Following the onboarding, the new members also receive a questionnaire to evaluate the quality of the process and provide input for its further development.

Further details on the measures implemented in financial year 2025 for the onboarding of Supervisory Board members can be found in the Supervisory Board Report.

Training and development concept and measures

In financial year 2024, a structured training and development concept was introduced for the Supervisory Board of TUI AG. The aim is to continuously develop the professional competencies of its members and to support them as effectively as possible in fulfilling their responsibilities. In addition to internal information sessions on strategic and operational topics, external training courses are also generally offered, particularly on regulatory requirements. The measures are tailored to individual needs and are carried out taking into account the Supervisory Board's competence profile and qualification matrix. Members of the Supervisory Board can actively participate in shaping the content of the training programme by submitting topic suggestions and providing feedback on completed formats. This ensures that the training and development programme is continuously developed and aligned with the needs and interests of the board.

Further information on training and development measures for members of the Supervisory Board carried out in financial year 2025 can be found in the Supervisory Board Report.

Conflicts of interest

The members of the Executive Board and the Supervisory Board are obliged to promptly disclose any potential conflicts of interest to the Chairman of the Supervisory Board and the Chairman of the Management Board. Processes have been established to handle such conflicts, ensuring that appropriate measures are taken to maintain proper and independent corporate governance. In addition, Executive Board members are subject to comprehensive non-compete clauses throughout the duration of their appointment. They may only take on secondary employment with the approval of the Supervisory Board.

In the past financial year 2025, no conflicts of interest arose that were disclosed to the Chairman of the Supervisory Board or the Executive Board. None of the Executive Board or Supervisory Board members have a board role or a consultancy contract with one of TUI's competitors.

Shareholders and Annual General Meeting

TUI AG shareholders exercise their co-determination and monitoring rights at the AGM, which takes place at least once a year. The AGM takes decisions on all statutory matters, and these are binding on all shareholders and the Company. For voting on resolutions, each share confers one vote.

All shareholders registering in due time are entitled to participate in the AGM. Shareholders who are not able to attend the AGM in person are entitled to have their voting rights exercised by a shareholder association, one of the representatives provided by TUI AG and acting on the shareholders' behalf in accordance with their instructions, or some other proxy of their own choosing. Shareholders also have the opportunity of authorising the representative provided by TUI AG via the web or by postal vote in the run-up to the AGM. Shareholders can, moreover, register for electronic dispatch of the AGM documents.

The invitation to the AGM and the reports and information required for voting are published in accordance with the provisions of the German Stock Corporation Act and provided in German and English on TUI AG's website. During the AGM, the presentations by the Chairman of the Supervisory Board and the Executive Board members can be followed live over the Internet.

Risk management

Good corporate governance entails the responsible handling of commercial risks. The Executive Board of TUI AG and the management of the TUI Group have comprehensive general and company-specific reporting and monitoring systems available to identify, assess and manage these risks. These systems are continually developed, adjusted to match changes in overall conditions and reviewed by the auditors. The Executive Board regularly informs the Supervisory Board about existing risks and changes to these risks. The Audit Committee deals in particular with monitoring the accounting process, including reporting, the effectiveness of the internal control and risk management systems and the internal auditing system, compliance and audit of the annual financial statements. The chairman of the Audit Committee reports to the Supervisory Board on the work of the committee at the next Supervisory Board meeting at the latest.

More detailed information about risk management in the TUI Group is presented in the Risk Report. It also contains the report on the accounting-related internal control and risk management system required in accordance with the German Commercial Code (sections 289 (5), 315 (2) no. 5 HGB).

Please refer to the Risk Report for further details.

Transparency

TUI provides immediate, regular and up-to-date information about the Group's economic situation and new developments to capital market participants and the interested public. The Annual Report and the Interim Reports are published within the applicable timeframes. The Company publishes press releases and ad hoc announcements, if required, on topical events and any new developments. Moreover, the company website at www.tuigroup.com provides comprehensive information on TUI Group and the TUI share.

The scheduled dates for the principal regular events and publications – such as the AGM, Annual Report and Interim Reports – are set out in a financial calendar. The calendar is published well in advance and made permanently accessible to the public on TUI AG's website.

Directors' dealings

The Company was informed by Mr Sebastian Ebel, Mr Mathias Kiep, Mr Peter Krueger, Ms Sybille Reiss and Mr David Schelp of notifiable purchase and sale transactions of TUI AG shares or related financial instruments by directors (directors' dealings or managers' transactions) concerning financial year 2025. Details are provided on the Company's website.

Since financial year 2025, the members of the Executive Board have been required to acquire shares of TUI AG in a defined amount and to hold them for the duration of their term of office. Members of the Supervisory Board are not obliged to hold shares of TUI AG. Further details can be found in the Executive Board's remuneration report.

Purchase and sales transactions by members of the boards are governed by the Group Manual Share Dealings by Restricted Persons, approved by the Executive Board and the Supervisory Board, alongside corresponding statutory provisions. Above all, this provides for an obligation to approve transactions in financial instruments of TUI AG by members of the Executive Board, the Supervisory Board or the Group Executive Committee as well as by persons on the insider lists.

Accounting and auditing

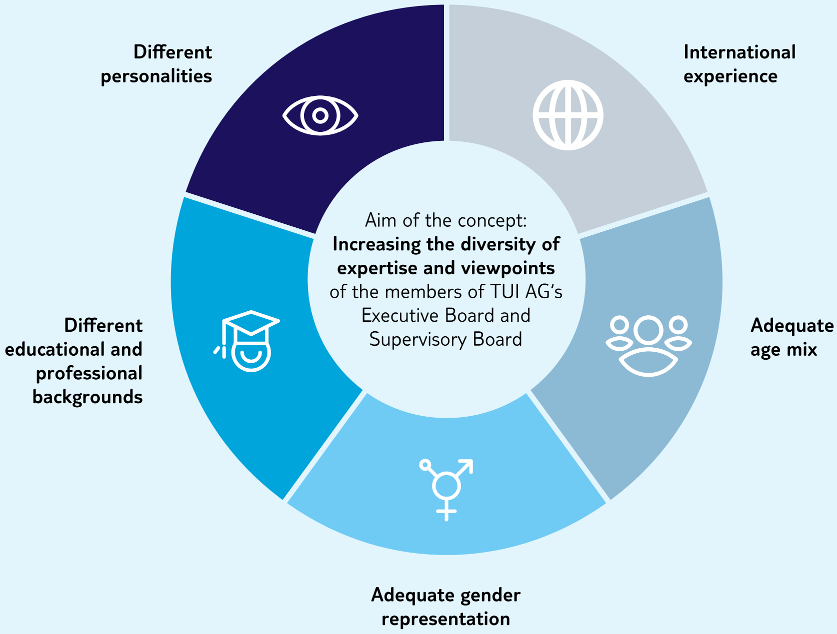
TUI AG prepares its consolidated financial statements and consolidated interim financial statements in accordance with the provisions of the International Financial Reporting Standards (IFRS) as applicable in the European Union. The statutory annual financial statements of TUI AG, which form the basis for the dividend payment, are prepared in accordance with the German Commercial Code (HGB). The consolidated financial statements are prepared by the Executive Board, audited by the auditors and approved by the Supervisory Board. The interim report is discussed between the Audit Committee and the Executive Board prior to publication. The consolidated financial statements and the financial statements of TUI AG were audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, the auditors elected by the 2025 Annual General Meeting. The audit was based on German auditing rules, taking account of the generally accepted auditing standards issued by the German Auditors' Institute as well as the International Standards on Auditing. It also covered the risk detection system.

Please refer to the Auditor's report for further details.

The Audit Committee has agreed with the auditor that the latter will immediately inform the Audit Committee about all findings and issues of importance for its tasks which come to the knowledge of the auditors during the performance of the audit. Furthermore, it was agreed with the auditors that they inform the Supervisory Board or the Audit Committee and include a note in the audit report if, during the performance of the audit, any facts were identified that indicate an inaccuracy in the Declaration of Compliance regarding the recommendations of the GCGC issued by the Executive Board and Supervisory Board. There were no grounds to provide such information in the framework of the audit of financial year 2025.

Diversity concepts for the composition of the Executive Board and Supervisory Boards

Diversity concepts for the Executive Board and Supervisory Board



Diversity concept for the composition of the Executive Board

The following diversity concept for the composition of the Executive Board was updated in financial year 2025 and the current version is published on the company's website.

The diversity concept of TUI AG's Executive Board aims to ensure that the composition of the Executive Board is as diverse as possible in order to contribute to sustainable corporate development. Diversity on the Executive Board ensures that different perspectives are included in decision-making processes and that innovativeness is strengthened. Diversity includes aspects such as the appropriate representation of genders and a sufficient age mix as well as different, complementary educational and professional backgrounds and experience in an international environment.

When selecting members of the Executive Board, the Supervisory Board considers the following aspects in particular:

- Personality, leadership skills and integrity of the Executive Board member.
- The members of the Executive Board should have extensive management experience, preferably gained abroad.
- The Executive Board as a whole should have extensive expertise and long-standing experience in the tourism sector.
- The Executive Board as a whole should have long-standing experience in the areas of strategy, innovation, IT and digitalisation, sustainability, sales, finance, risk management and human resources.
- With regard to gender, the Executive Board is composed of at least in accordance with the legal requirements.
- There should be a sufficient age mix among the members of the Executive Board. The age limit for members of the Executive Board as a rule coincides with the standard retirement age under the statutory pension insurance scheme.

Goals of the diversity concept for the composition of the Executive Board

Inclusion of genders in Executive Board work is on the one hand an expression of the conviction of the Supervisory Board that mixed-gender teams lead to the same or better outcomes as teams with representation from only one gender. But it is also the logical continuation of the gender diversity measures implemented by the Executive Board within the wider company, which aim to increase the proportion of women in leadership roles. These measures are only to be applied and implemented in a credible manner if the Executive Board does not consist solely of male members ('proof of concept').

A variety of professional and educational backgrounds is necessary on the one hand to properly address the tasks and obligations of the law, the company's articles of association and its terms of reference. In addition, it is the view of the Supervisory Board that they are a guarantee of ensuring diverse perspectives on the challenges and associated approaches to overcoming them that are faced in the day-to-day work of the company. International management experience is of particular importance. Without such skill and experience with integrating, leading and motivating global teams, it is impossible to take into consideration the different cultural backgrounds of managerial staff and the workforce as a whole.

The standard retirement age on the one hand enables incumbent members of the Executive Board to contribute their professional and life experience for the good of the company for as long a time as possible. On the other hand, adherence to the standard retirement age is intended to promote regular rejuvenation of the board.

Implementation of the diversity concept for the composition of the Executive Board; Long-term succession planning for the Executive Board

A key aspect of applying the diversity concept to the composition of the Executive Board is inclusion of the Supervisory Board within the corporate organisation, as is prescribed by law, the company's articles of association and its terms of reference. This ensures the Supervisory Board is familiar with the strategic, economic and actual situation of the company.

In its role as supervisor of the management of the Executive Board, the Supervisory Board of TUI AG makes decisions on the allocation of business responsibilities within the Executive Board, appointments to the Executive Board and thus also workforce and succession planning within the Executive Board in line with recommendation B.2 of the GCGC. As part of that workforce and succession planning, the Presiding Committee or the Supervisory Board itself regularly meets with the Executive Board or its members to discuss suitable internal succession candidates for Executive Board positions (short-term, medium-term and long-term scenarios). The contract terms and renewal options for current Executive Board members are discussed, as well as possible successors. As part of these Supervisory Board and Committee meetings, or in preparation for them, members of the Supervisory Board have the opportunity to meet up with so-called high potentials within the Group in a professional and personal setting. The Presiding Committee and Supervisory Board make their own deliberations about these matters and also discuss them in the absence of the Executive Board. This includes evaluation and possible inclusion of external candidates for Executive Board positions in the selection process. If needed, external consultants support the Supervisory Board in the preparation and implementation of concrete succession decisions. In all of these deliberations, the above-mentioned diversity aspects of Executive Board appointments play a part in the decision-making of the Supervisory Board. Long-term succession planning is primarily oriented towards the corporate strategy and takes into account the diversity concept defined by the Supervisory Board. The Supervisory Board also asks the Executive Board to report on current progress and implementation of family-friendly concepts and concrete measures for promotion of women (e. g. at least one woman on the final shortlist for any new or replacement appointments to roles within the senior leadership team).

Results achieved in financial year 2025

The current composition of the Executive Board meets all the requirements of the diversity concept. The Executive Board members cover a comprehensive range of knowledge and experience as well as educational and professional backgrounds and have international experience. With Ms Sybille Reiss as a member of the Executive Board, the Executive Board includes one female member. Different age groups are represented on the Executive Board. More information on all members of the Executive Board can be found in the CVs on the Company's website and in the communication on the occasion of the appointment decisions of the Supervisory Board.

Diversity concept for the composition of the Supervisory Board

The following diversity concept for the composition of the Supervisory Board was updated in financial year 2025 and the current version is published on the company's website.

The diversity concept of TUI AG's Supervisory Board aims to promote a diverse and balanced composition of the Supervisory Board. Diversity contributes to a comprehensive understanding of the company's business matters and thus supports the effective monitoring of management. In addition to aspects such as appropriate representation of genders or a sufficient age mix, diversity also includes different, complementary educational and professional backgrounds as well as experience in an international environment. In its competence profile, the Supervisory Board has defined objectives for its composition that are aimed at diversity. These include, for example, internationality and industry expertise, which entail different educational and professional backgrounds. The application of the German Employee Co-Determination Act also makes a significant contribution to the diversity of educational and professional backgrounds on the Supervisory

Board. With regard to gender, the Supervisory Board is composed of at least in accordance with the legal requirements. As a rule, Supervisory Board members should not be older than 68 years when elected to the Supervisory Board. The Supervisory Board thereby aims to achieve a broad age structure within the board as a whole.

Goals of the diversity concept for the composition of the Supervisory Board; Implementation of the diversity concept for the composition of the Supervisory Board

The goals set with regard to the composition of the Supervisory Board reflect the demands placed on the advisory and supervisory body to perform its task in a globally operating company with a challenging competitive environment. For example, multicultural and international experience is just as important as knowledge of the value and success drivers of the sector. In all of this, the impact and cultural features of the so-called stakeholder approach of a social market economy must be taken into account, which is ensured by the codetermination of employee representatives on the Supervisory Board as well. For the shareholder side on the Supervisory Board, the Nomination Committee also ensures that targets are met with regard to the composition of the Supervisory Board. The Supervisory Board also undergoes a self-assessment, which includes aspects of its composition.

The Supervisory Board has complied with the requirements regarding its composition, which stipulate a minimum representation of 30% for both women and men. As of 30 September 2025, women made up 45% of the Supervisory Board.

The selection of new Supervisory Board members is carried out in accordance with the statutory requirements of the German Stock Corporation Act and taking into account the recommendations of the GCGC. In this context, the Supervisory Board's adopted competence profile and diversity concept are also considered to ensure a balanced composition of the board – in terms of professional qualifications as well as diversity, experience, and independence.

The Nomination Committee of the Supervisory Board is involved in preparing election proposals for the Annual General Meeting and for court appointment. As part of this process, the committee assesses the suitability of potential candidates based on the overall skills profile and the target profile for the composition of the Supervisory Board. Potential conflicts of interest are also carefully reviewed.

The recommendations of the GCGC for a transparent and comprehensible nomination process are observed. The overarching goal is to ensure effective oversight and strategic advice to the Executive Board by means of a Supervisory Board that is appropriately and competently composed, thereby supporting the Company's long-term development.

Results achieved in financial year 2025

The Supervisory Board is of the opinion that it meets the composition targets and fills out the competence profile and the diversity concept. The status of implementation of the competence profile, diversity concept and composition targets has been published in the form of a qualification matrix.

The competence profile of TUI AG's Supervisory Board is published at https://cdn.sanity.io/files/b6xulh2p/production/adb455985fe61e31f7e159bb396fb3c729cd87aa.pdf

Please see the Qualification matrix for further details.

The diversity of professional and educational backgrounds of the individual members of the board is also evident from the CVs of Supervisory Board members published on the corporate website.

https://www.tuigroup.com/en/investors/corporate-governance/management-information

Description of the main features of the internal control and risk management system

TUI Group's internal control system comprises all systematically designed rules within the Group that serve to methodically manage operational, financial and compliance-related risks. These rules may result from published statements or take the form of policies, work instructions, process descriptions or risk control matrices. A Group-wide framework is in place for the creation, approval, revision and communication of rules. With its Integrity Passport, TUI Group commits to implementing its Group-wide Code of Conduct that sets minimum standards and provides guidance on how to deal with ethical and legal challenges in day-to-day work, and provides orientation for conflict situations.

On that basis, the business units define an appropriate framework of processes and rules where necessary for the criticality of the process in question. These rules may vary from business unit to business unit as the process of processing the transactions involves different systems, workflows or volumes. For certain risks, addressed through a uniform Group framework, TUI has established central functions, operating as a "second line" for their area, in order to create appropriate Group-wide standards and support or monitor implementation of these standards.

A Group function has also been established for the area of sustainability. For years, TUI Group has collected certain sustainability-related indicators for management and reporting purposes in the framework of separate sustainability reports or the non-financial statement. A reporting software specifically introduced for environmental non-financial data points allows a sufficiently disaggregated and secured recording of information and builds the foundation of the sustainability related internal control system.

Further explanations are provided in the Non-financial declaration in section Risk management and internal control system in relation to the sustainability reporting process (GOV-5)

To ensure that our businesses are scalable, almost all business processes are supported by IT solutions. Where possible and appropriate, we use the controls integrated in these applications or services. This offers greater security and efficiency in implementation compared with manual controls. The IT solutions themselves are protected by a Group-wide framework of general IT controls. The internal control system is completed by a set of manual process controls to prevent or detect errors.

We have a clear approach for identifying and mitigating information security risks. TUI undergoes external auditing, has an IT security risk insurance policy in place and provides a training and compliance programme. The Executive Boards sees that the Audit Committee is regularly updated above TUI's risk position on this topic.

In the case of business processes, the respective process owners are responsible for the effectiveness of the controls put in place; in the case of Group-wide control frameworks, the respective second line is responsible. Depending on the risk assessment, they use a different degree of monitoring intensity.

As an independent third line, Internal Audit reviews business processes, including IT solutions, according to its own risk assessment and provides recommendations to enhance the effectiveness and efficiency of processes and controls.

The Supervisory Board of TUI AG, in particular the Audit Committee, is involved in TUI Group's internal monitoring system with process-independent auditing activities.

Our Risk report presents the key elements of our risk management system.

The internal control system and the risk management system are dynamic systems that are continuously adapted in response to changes in the business model, the nature and scope of business transactions or responsibilities. As a result, there is potential for improvement in terms of both the appropriateness (lack of suitable controls) and the effectiveness (inadequate execution) of controls, both from the reviews carried out by the second line, from internal audit engagements, and from the audit activities of the external auditor. In addition, potential for improvement may also arise from compliance incidents. In our overall assessment of these management systems, we find that none of the potential improvements identified in the period under review speak against the appropriateness and effectiveness of the two management systems. However, there can be no absolute certainty, despite the internal control and risk management systems in place, that the controls will detect every single process weakness or, in particular, that newly emerging material risks will always be immediately identified and effectively addressed.

TCFD index

TUI AG has structured its climate-related reporting in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) in the past two financial years. This structure has established itself as an internationally recognised framework and is actively sought after by investors, rating agencies and other stakeholders.

With the introduction of the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS), TUI AG has further developed its reporting. The ESRS standards largely integrate the TCFD recommendations, particularly in the ESRS E1 'Climate Change' standard.

To increase transparency and comparability, the existing TCFD structure will continue to be used. A reference matrix shows how the individual TCFD recommendations are assigned to the corresponding ESRS passages. This ensures that both regulatory requirements and international expectations are met.

Reference TCFD - Non-financial Declaration

	Recommended Disclosure	Reference Annual Report 2025 (Combined non-financial declaration of TUI Group)
Governance	a. Describe the board's oversight of climate-related risks and opportunities	GOV-1 – The role of the administrative, management and supervisory bodies; GOV-2 – Information provided to and sustainability matters addressed by the Company's administrative, management and supervisory bodies
	b. Describe management's role in assessing and managing climate-related risks and opportunities	ESRS 2 GOV-1 – The role of the administrative, management and supervisory bodies; ESRS 2 GOV-3 – Integration of sustainability-related performance in incentive schemes; ESRS 2 GOV-3 E1 – Integration of sustainability-related performance in incentive schemes; ESRS 2 GOV-2 – Information provided to and sustainability matters addressed by the Company's administrative, management and supervisory bodies; ESRS 2 IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities
Strategy	a. Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term	ESRS 2 IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities; ESRS 2 SBM-3 – Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model;
	b. Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning	ESRS 2 SBM-3 – Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model; ESRS E1-1 – TUI Group decarbonisation roadmap; ESRS E1-2 – Management approach (Management of the impacts from CO_2e emissions from own operations and the value chain, Management of risks from impacts of climate change and climate change adaptation); ESRS E1-3 – Actions (TUI Airline, Cruises, Hotels & Resorts, TUI Musement); ESRS E1-4 – Targets (TUI Airline, Cruises, Hotels & Resorts); ESRS E1 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model
	c. Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	ESRS 2 SBM-3 – Material impacts, risks and opportunities (IROs) and their interaction with strategy and business model; ESRS E1 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model
Risk Management	a. Describe the organization's processes for identifying and assessing climate-related risks	ESRS 2 IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities;
	b. Describe the organization's processes for managing climate-related risks	ESRS E1-2 – Management approach (Management of the impacts from CO_2e emissions from own operations and the value chain, Management of risks from impacts of climate change and climate change adaptation); ESRS E1-3 – Actions (TUI Airline, Cruises, Hotels & Resorts, TUI Musement); ESRS E1-4 – Targets (TUI Airline, Cruises, Hotels & Resorts); ESRS E1-1 – TUI Group decarbonisation roadmap; ESRS E1 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model
	c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	ESRS 2 GOV-5 – Risk management and internal control system in relation to the sustainability reporting process
Metrics and targets	a. Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process	ESRS E1-6 – GHG-Emissions; ESRS E1-3 – Actions (TUI Airline, Cruises, Hotels & Resorts, TUI Musement); ESRS 2 GOV-3 – Integration of sustainability-related performance in incentive schemes; ESRS E1-1 – TUI Group decarbonisation roadmap; ESRS E1-4 – Targets (TUI Airline, Cruises, Hotels & Resorts);
	b. Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks	ESRS E1 E1-6 – GHG-Emissions
	c. Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets	ESRS E1-4 – Targets (TUI Airline, Cruises, Hotels & Resorts); ESRS E1-1 – TUI Group decarbonisation roadmap;

REMUNERATION REPORT

The remuneration report explains the remuneration of the members of the Executive Board of TUI AG and the remuneration of the members of the Supervisory Board in accordance with the Charter. The underlying remuneration systems are based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the requirements of the German Stock Corporation Act (AktG). In addition, the remuneration report contains the information required by Section 162 AktG.

Executive Board and Executive Board remuneration

Approval of the remuneration system by shareholders

Following preparations by the Presiding Committee, the Supervisory Board of TUI AG approved a revised remuneration system for the members of the Executive Board in December 2023. This applies retroactively from the beginning of financial year 2024, i.e. from 1 October 2023. The revised remuneration system applies to active members of the Executive Board. The exceptions are former members of the Executive Board with current service agreements or those whose service agreements have already ended but who still have remuneration entitlements against TUI AG, for example from variable remuneration components. These are Mr Joussen, Mr Burling, Dr Eller, and Mr Rosenberger. There was no migration to the amended remuneration system for these former members of the Executive Board.

In accordance with the German Stock Corporation Act, the Supervisory Board must submit the remuneration system to the Annual General Meeting for approval in the event of any significant changes, but at least every four years. As part of the resolution passed on 13 February 2024, the Annual General Meeting approved the revised remuneration system for the members of the Executive Board with 88.94% of the votes cast. In accordance with the German Stock Corporation Act, the Executive Board and Supervisory Board must also prepare an annual remuneration report that must meet certain requirements (Section 162 AktG). The auditor must check whether the remuneration report contains all the information required by law within the meaning of Section 162 AktG and also issue an audit opinion. Pursuant to Section 120a (4) AktG, the audited remuneration report must be submitted to the Annual General Meeting for approval. The prepared and audited remuneration report within the meaning of Section 162 AktG for financial year ending 30 September 2024, was approved by the shareholders of TUI AG on 11 February 2025, with 59.52% of the votes cast. The decision of the Annual General Meeting on the approval of the remuneration report is of a recommendatory nature. The Supervisory Board has examined in detail the criticism expressed by some investors and proxy advisors regarding the remuneration report 2024 and remuneration system for the Executive Board in the run-up to the Annual General Meeting 2025. Criticisms regarding the remuneration report are addressed below with additional explanations compared to the remuneration report for financial year 2024, such as a more detailed textual and graphical presentation of facts. The report also addresses aspects that were viewed critically in the public discussion surrounding the remuneration system for the Executive Board. This concerns, among other things, the level of detail in the presentation of executive remuneration adjustments, the design of long-term variable remuneration for members of the Executive Board, pension benefits for Executive Board members, and the retrospective disclosure of targets in relation to variable remuneration.

Composition of the Executive Board

In financial year 2025, the Executive Board consisted of the following members.

- Sebastian Ebel: CEO
- Mathias Kiep: CFO
- Peter Krueger: CSO & CEO HEX
- Sybille Reiss: CPO / Labor Director
- David Schelp: CEO Markets + Airline

General principles

On the recommendation of the Presiding Committee, the Supervisory Board determines the remuneration of the individual members of the Executive Board in accordance with Section 87 para. 1 sentence 1 AktG. The Supervisory Board also regularly reviews the remuneration system for the Executive Board.

In particular, the following principles are taken into account:

- Comprehensibility and transparency
- Economic situation, success and sustainable development of the Company
- Linking the shareholders' interest in value enhancement and profit distribution with corresponding performance incentives for the members of the Executive Board
- Competitiveness in the market for highly qualified managers
- Appropriateness and orientation towards the tasks, responsibilities and success of each individual member of the Executive Board, also in a relevant environment of comparable international companies, taking into account typical practice in other large German companies
- Linking a significant portion of total remuneration to the achievement of ambitious long-term performance targets
- Appropriate relationship between the amount of the fixed remuneration and the performance-related remuneration
- Appropriateness in horizontal and vertical comparison

The remuneration system and the service agreements of the members of the Executive Board stipulate in particular,

- how the target total remuneration is determined for the individual members of the Executive Board and what amount the total remuneration may not exceed (maximum remuneration),
- the relative share of fixed remuneration on the one hand and short-term variable and long-term variable remuneration components on the other in the target total remuneration,
- which financial and non-financial performance criteria are decisive for the granting of variable remuneration components,
- what the link is between the achievement of the previously agreed performance criteria and the variable remuneration,
- in what form and when the member of the Executive Board can dispose of the variable remuneration amounts.

Like the previous remuneration system, the remuneration system adopted by the Supervisory Board in December 2023 and approved by the Annual General Meeting 2024 contains a compliance malus and clawback provision that applies to both the STI and the LTI. Accordingly, in the event of a serious breach by the beneficiary of the principles contained in the company's Code of Conduct or of duties of care in the management of the company during the assessment period of the corresponding variable remuneration components, the company may reduce the amounts paid out, cancel them completely or reclaim them in full or in part after payment. The Supervisory Board decides on this on a case-by-case basis at its due discretion and must take particular account of the severity of the breach and the amount of the financial or reputational damage caused by it in its decision.

In financial year 2025, the Supervisory Board did not make use of the option to withhold or reclaim variable remuneration components.

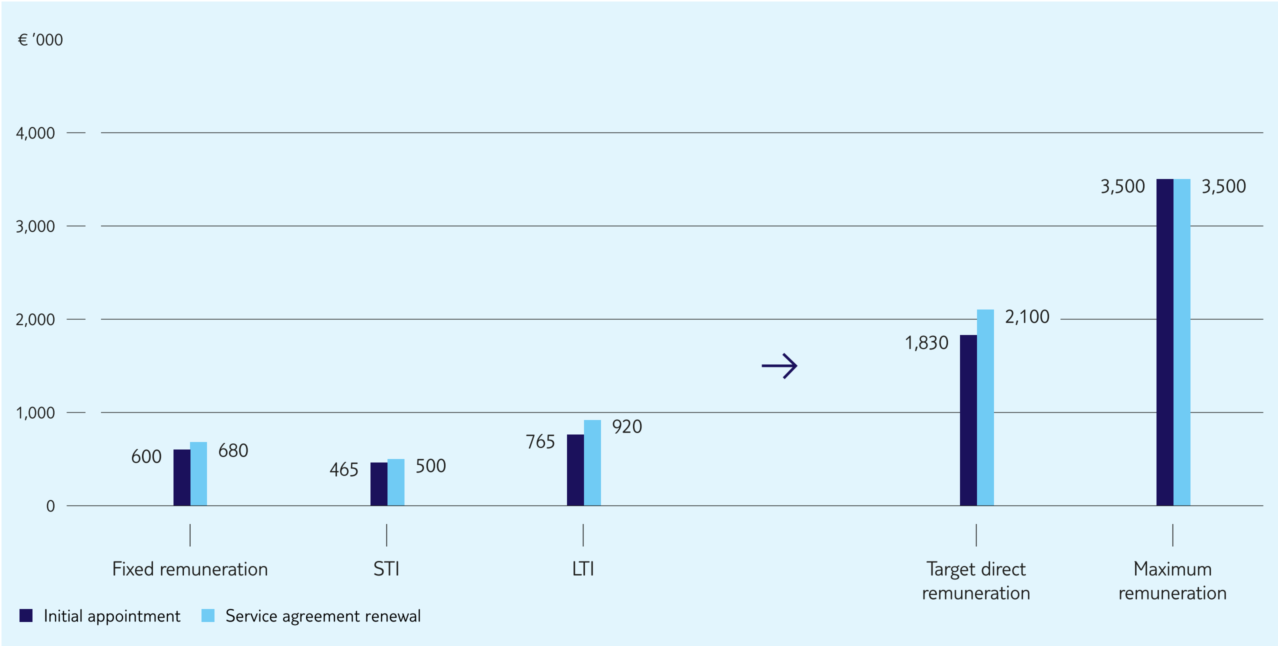
In addition, the Supervisory Board may temporarily deviate from the provisions of the remuneration system, including the remuneration structure and the individual remuneration components, in exceptional circumstances. Any deviations and the reasons for them are disclosed and explained in the remuneration report.

In financial year 2025, the Supervisory Board did not make use of the option to temporarily deviate from the compensation system.

Remuneration adjustments in the Executive Board

At its meeting in February 2023, the Supervisory Board reappointed Mr Krueger for a further three years with effect from 1 January 2024. The Supervisory Board also discussed the level of Mr Krueger's remuneration and resolved in July 2023 to adjust his target amounts to the level of long-standing members of the Executive Board as part of the extension of his appointment. In July 2023, the Supervisory Board also extended the appointment of Ms. Reiss to the Executive Board by further three years with effect from 1 July 2024. With regard to the target amounts, the same system was applied as for Mr Krueger. The increases are moderate and reflect the high value placed on executives at TUI. The remuneration increase also follows a long-established two-stage approach for members of the Executive Board. This approach provides for a defined remuneration package for the first three-year appointment and an increase in target remuneration in the event of a service agreement extension (see also the chart below). Both remuneration levels have remained unchanged for several years, which is a clear sign of stability and predictability.

Target direct remuneration for Executive Board members (excluding CEO): Initial appointment vs service agreement renewal



The Supervisory Board of TUI AG is convinced that this system represents an effective approach in a highly competitive market for highly qualified executives. The remuneration structure is a key component in attracting, motivating, and retaining suitable employees. Peter Krueger and Sybille Reiss are highly valued members of TUI's management team. The extension of their appointments and the associated increase in their remuneration are in the best interests of the company. In the opinion of the Supervisory Board, they are justified and in line with the company's target of creating long-term value. The Supervisory Board also conducted its annual review of Executive Board remuneration and pensions for financial year 2025. It concluded that the level of Executive Board remuneration and pensions is appropriate from a legal perspective and in accordance with Section 87 (1) of the German Stock Corporation Act (AktG).

In financial year 2023, the consulting firm hkp group was commissioned to prepare an expert opinion on the market conformity of the amount and structure of the target remuneration for the members of the Executive Board of TUI AG – including the amount of a remuneration package for the initial appointment and one for the service agreement renewal. The external consultant's findings confirmed the Supervisory Board's assessment that the amount of Executive Board remuneration for financial year 2023 complies with the provisions of Section 87 (1) of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (GCGC). The Supervisory Board did not commission a corresponding opinion on the market conformity of the remuneration level for the members of the Executive Board for financial years 2024 and 2025 in order to assess its appropriateness. The reason for this is that the target remuneration for newly appointed and reappointed members of the Executive Board did not exceed the level of existing members of the Executive Board and was not above the pre-COVID-19 level.

In addition, the Executive Board was reduced in size in financial year 2023. As a result, the total remuneration for the Executive Board of TUI AG has decreased.

I. Remuneration of the Executive Board in financial year 2025

In financial year 2025, the remuneration structure for the members of the Executive Board consisted of (1) fixed remuneration, (2) a performance-related annual bonus (Short Term Incentive - STI), (3) virtual shares in TUI AG under the Long Term Incentive (LTI), (4) fringe benefits and (5) pension benefits. The following table provides an overview of the individual components of the applicable remuneration system approved by the Annual General Meeting for the members of the Executive Board appointed at the balance sheet date and the structure of the individual remuneration components.

Overview of the remuneration system for active members of the Executive Board

Below is a summary graphic representation of the current remuneration system. This is followed by a detailed explanation of the individual remuneration components.

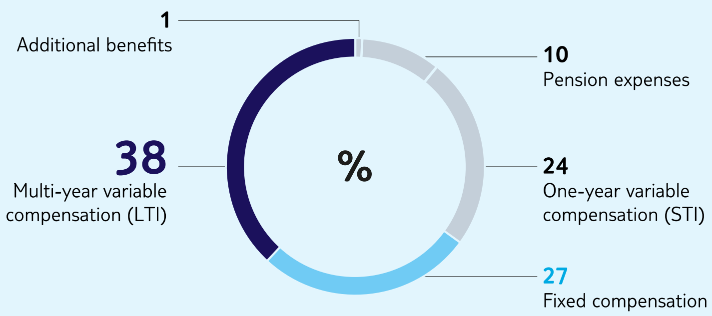
FIXED REMUNERATION	Fixed remuneration paid in twelve equal monthly instalments	
ANNUAL VARIABLE COMPENSATION (SHORT TERM INCENTIVE – STI)	Performance targets	[EBIT (75%) + Cash flow (25%)] × ESG factor (collective, range 0.8 – 1.2)
	Cap	216% of target (EBIT and cash flow: 180%, ESG factor: 1.2)
MULTI-YEAR VARIABLE COMPENSATION (LONG TERM INCENTIVE – LTI)	Plan type	Performance Share Plan (virtual)
	Performance target	EPS (absolute performance measurement)
	Performance period	Performance period of four years, forward-looking
	Cap	240% of target value
	Payment	cash
PENSION BENEFITS	Contributions to the company pension scheme: Sebastian Ebel Fixed annual payout amounts for the purpose of retirement benefits: Mathias Kiep, Peter Krueger, Sybille Reiss, David Schelp	
FRINGE BENEFITS	Especially: Company car / car allowance, subsidy for insurances (e. g. D&O)	
MAXIMUM REMUNERATION	CEO: € 7,500,000, other Executive Board members: € 3,500,000	

Target total remuneration

Target

The target total remuneration of the members of the Executive Board was determined as follows

Composition of the target total remuneration of the members of the Executive Board



Target total remuneration

€ '000	Fixed remuneration[1]	STI	LTI
Sebastian Ebel	1,100.0	1,270.0	1,830.0
Mathias Kiep	600.0	465.0	765.0
Peter Krueger	680.0	500.0	920.0
Sybille Reiss	680.0	500.0	920.0
David Schelp	600.0	465.0	765.0

[1] Fixed amount, no cap applied

(1) Fixed remuneration

Target

Fixed remuneration paid in twelve equal instalments in arrears at the end of each month, taking into account the applicable tax and social security regulations.

Together with the other remuneration components, the fixed remuneration forms the basis for attracting and retaining the highly qualified members of the Executive Board required for the development and implementation of the corporate strategy.

Intra-group mandates

No separate remuneration / offset against fixed remuneration

Mandates outside the Group

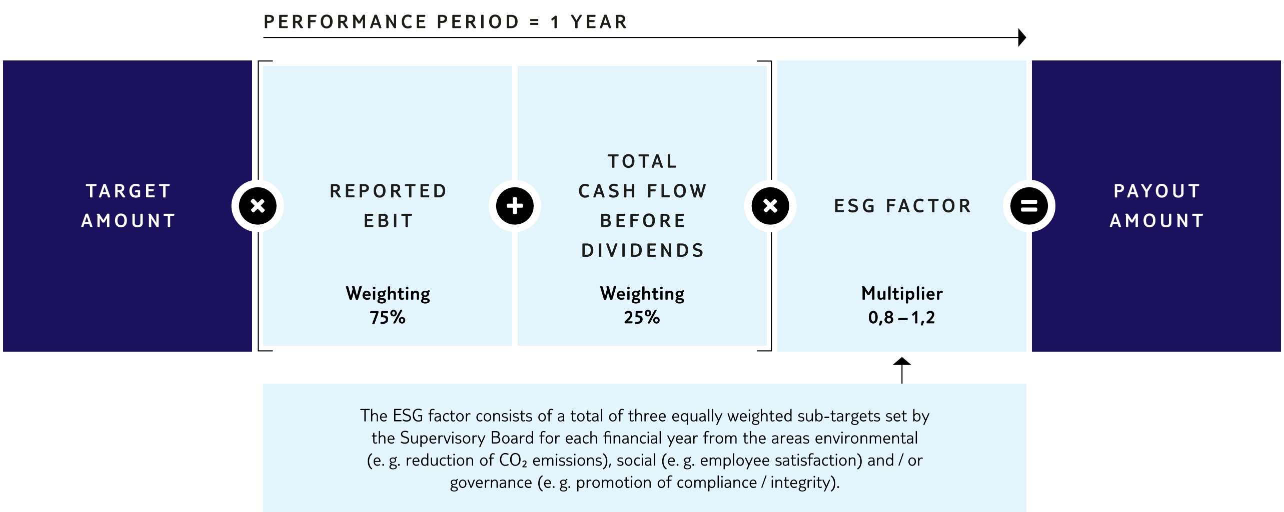
No offsetting against fixed remuneration, subject to approval by the Supervisory Board

(2) STI

Target

The STI is designed to motivate the members of the Executive Board to achieve ambitious and challenging financial, operational, strategic, and sustainability targets during a financial year. The targets reflect the corporate strategy and are aimed at increasing the value of the company. In particular, by linking it to the reported EBIT, the one-year variable remuneration is tied to the achievement of a key Group performance indicator in the respective financial year. As a result, target achievement – and thus the achievable remuneration – is closely linked to performance ("Pay for Performance").

Description STI



Target amount

Contractually agreed, individual target amount

Overall target achievement

- Total target achievement of the financial ratios
- Interpolation of financial ratios: 0 % - 180 %
- ESG factor: 0.8 - 1.2
- Adjustment element in accordance with section G.11 GCGC
- Compliance malus and clawback

Group key figure 1

Reported EBIT

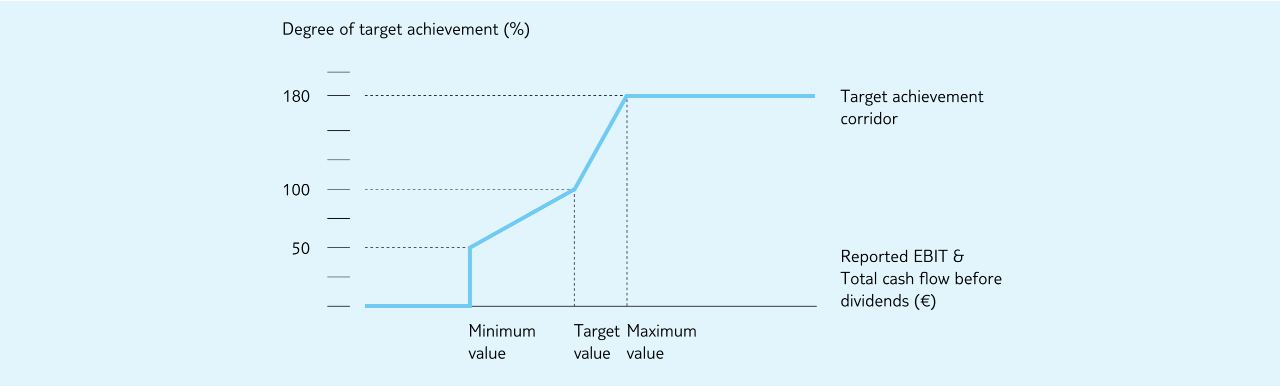
TARGET ACHIEVEMENT

Actual vs. target value based on constant currency

TARGET ACHIEVEMENT CORRIDOR

Minimum, target and maximum values are set by the Supervisory Board for each financial year

Target Achievement corridor EBIT in %



WEIGHTING

75%

Group key figure 2

Total cash flow before dividends

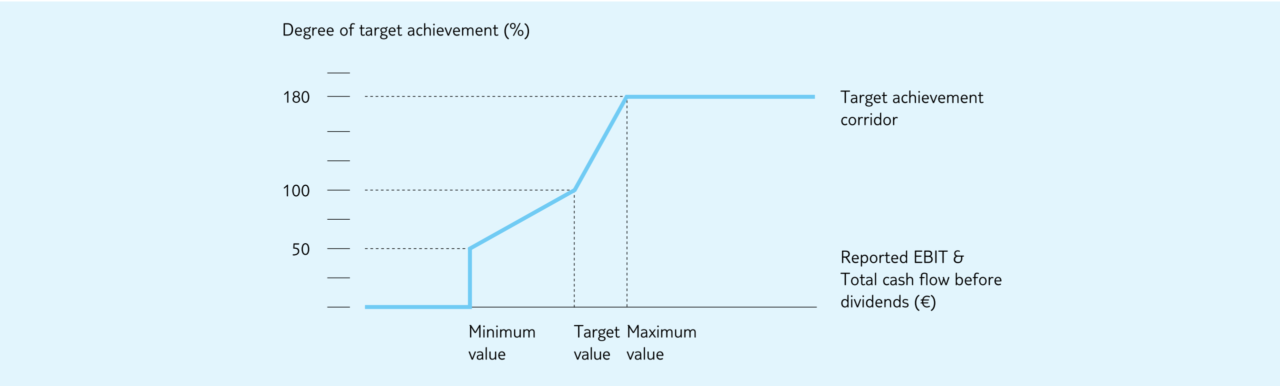
TARGET ACHIEVEMENT

Actual vs. target value

TARGET ACHIEVEMENT CORRIDOR

Minimum, target and maximum values are set by the Supervisory Board for each financial year

Target achievement corridor cash flow in %



WEIGHTING
25 %

ESG factor

TARGET
The Supervisory Board sets a total of three equally weighted sub-targets from the areas of environmental, social and/or governance (ESG) as sustainability targets for each financial year and all members of the Executive Board.

TARGET ACHIEVEMENT CORRIDOR
0.8 - 1.2

(3) LTI

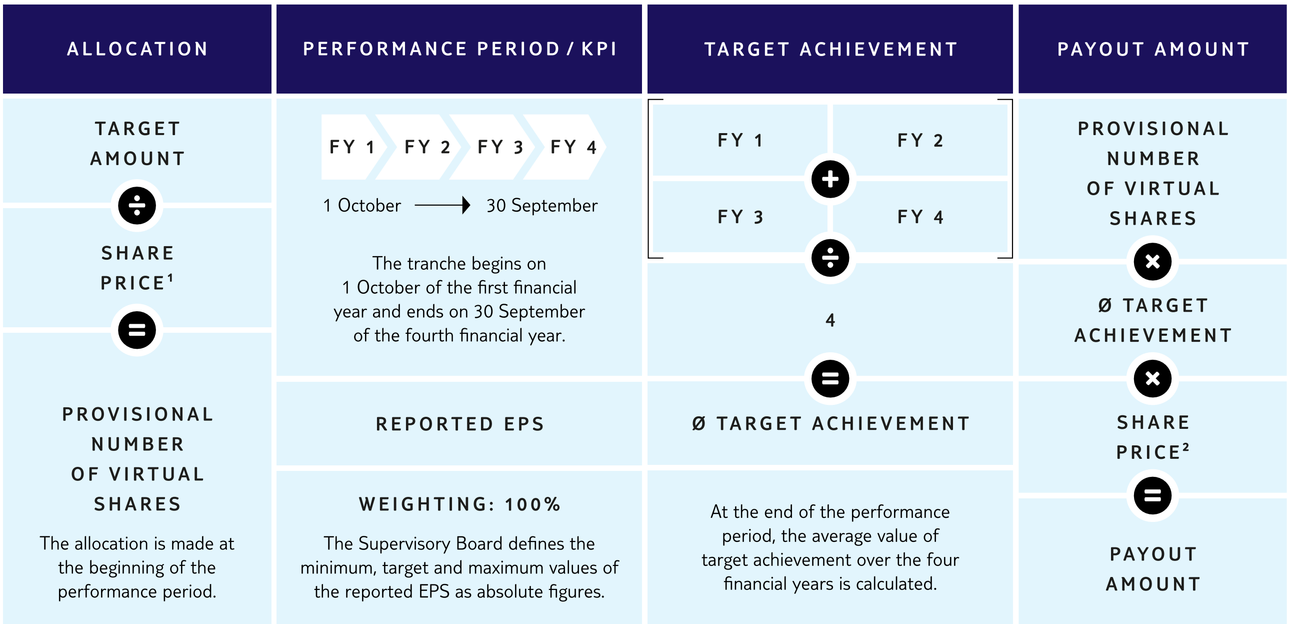
Target

The aim is to increase the value of the company and shareholder value in the long term by setting ambitious targets that are closely linked to the company's earnings and share price performance. By linking remuneration to earnings per share (EPS) and share price performance, the interests and expectations of shareholders are aligned with the remuneration of the Executive Board. The four-year performance period helps to ensure that the actions of the Executive Board in the current financial year are also geared toward the long-term development of the company. This means that the achievement of targets and thus the remuneration that can be earned is closely linked to performance ("pay for performance").

The Supervisory Board takes seriously the criticism expressed in the run-up to the Annual General Meeting 2025 regarding the existing structure of the LTI, in which the achievement of targets depends solely on a financial performance criterion. With regard to the current structure of the LTI, it should be noted that the achievement of targets is determined on the one hand by the EPS ratio, but on the other hand also depends significantly on the performance of the TUI share price. The Supervisory Board is of the opinion that the current structure of the LTI reconciles the interests of shareholders and members of the Executive Board. In addition to this, share ownership obligations for active members of the Executive Board were introduced with the Share Ownership Guidelines (SOG).

The Supervisory Board will also take into account feedback from investors and proxy advisors in its considerations during the next regular review of the remuneration system for the Executive Board, which is generally scheduled for financial year 2028. The Supervisory Board has decided against an unscheduled adjustment of the remuneration system for the Executive Board due to the recent revision and the high approval rate for this revised system at the Annual General Meeting 2024. The Supervisory Board has carefully weighed this decision and is also aware of its responsibility towards the members of the Executive Board of TUI AG to ensure appropriate continuity and reliability with regard to remuneration – also in terms of the steering function of the remuneration system.

Description LTI



[1] Average XETRA price of TUI AG shares over the 20 trading days prior to the first day of the performance reference period
[2] Average XETRA price of TUI AG shares over the last 20 trading days of in the respective performance reference period

Target amount
Contractually agreed individual target amount

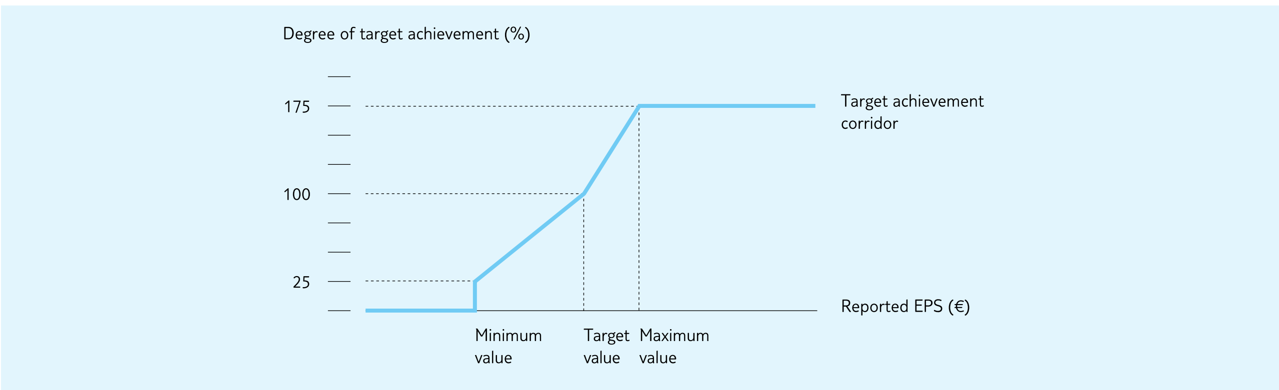
Total target achievement
- Interpolation key figure: 0% - 175%
- Compliance malus and clawback

Group key figure
Reported EPS

Target achievement
Actual vs. target value of average annual EPS over the performance period

Target achievement corridor
Minimum, target and maximum values are set by the Supervisory Board for each financial year

Target achievement corridor EPS in %



Shares

- Allocation of a provisional number of virtual shares, calculated as the quotient of the agreed individual target amount and the average Xetra share price of TUI AG for the twenty trading days prior to the first day of the performance period.
- The final number of virtual shares is calculated as the product of the provisional number of virtual shares and the degree of target achievement of the key figures.

Payout

Multiplication of the final number of virtual shares by the average Xetra share price of TUI AG over the last twenty trading days prior to the end of the performance period.

(4) Fringe benefits

Target

The fringe benefits should be competitive in the market for highly qualified members of the Executive Board so that TUI can attract suitable candidates to the company and retain them in the long term. Furthermore, an attractive working environment should be created for the members of the Executive Board.

- Reimbursement of travel expenses for business trips
- Accident insurance
- Subsidy for health and long-term care insurance
- Assumption of costs for medical check
- Criminal law protection and D&O insurance
- Company car / car allowance

(5) Maximum remuneration

Target

- CEO: €7,500 k
- Other members of the Executive Board: €3,500 k
- Contractually defined upper limit for total remuneration (incl. fixed remuneration, STI, LTI, [company] pension scheme and fringe benefits). If the contractually defined upper limit for total remuneration is exceeded, the LTI is reduced proportionately in the inflow. The contractually defined upper limit for total remuneration corresponds to the respective maximum total remuneration for the members of the Executive Board determined by the Supervisory Board.

Maximum remuneration

€ '000	Fixed remuneration[1]	STI	LTI	**Maximum total remuneration**
Sebastian Ebel	1,100.0	2,743.2	4,392.0	7,500.0
Mathias Kiep	600.0	1,004.4	1,836.0	3,500.0
Peter Krueger	680.0	1,080.0	2,208.0	3,500.0
Sybille Reiss	680.0	1,080.0	2,208.0	3,500.0
David Schelp	600.0	1,004.4	1,836.0	3,500.0

[1] Fixed amount, no cap applied

(6) Severance payment cap in the event of early termination of contract

Target

- Severance payment limited to the value of two years' remuneration
- No change of control clauses agreed

(7) Pension benefits

Target

Highly qualified members of the Executive Board who are necessary for the development and implementation of the corporate strategy should be recruited and retained. Pension benefits and pension subsidies should be competitive in the market for highly qualified members of the Executive Board and offer them an appropriate level of provision in retirement. Pension benefits for new appointments were already converted to a fixed annual pension payment without interest in 2021. The level of the payout amounts has remained unchanged since its introduction. The pension benefits were also part of the considerations of the consulting firm hkp group in financial year 2023. The firm was commissioned to prepare an expert opinion on the market conformity of the amount and structure of the target remuneration for the members of the Executive Board of TUI AG – including the amount of a remuneration package for the first appointment and one for subsequent appointments. The external consultant's findings confirmed the Supervisory Board's assessment that the amount of Executive Board remuneration is in line with market conditions and not unreasonable within the meaning of Section 87 (1) of the German Stock Corporation Act (AktG) and thus complies with the recommendations of the German Corporate Governance Code (GCGC).

Contributions to the company pension scheme

- Mr Ebel: € 454.5 k per year. In the case of Mr Ebel, the resulting pension can be paid when he reaches the age of 62, if the pension event has occurred

Fixed annual payment amounts for the purpose of retirement benefits

- Mr Kiep: € 230.0 k per year
- Mr Krueger: € 230.0 k per year
- Ms Reiss: € 230.0 k per year
- Mr Schelp: € 230.0 k per year

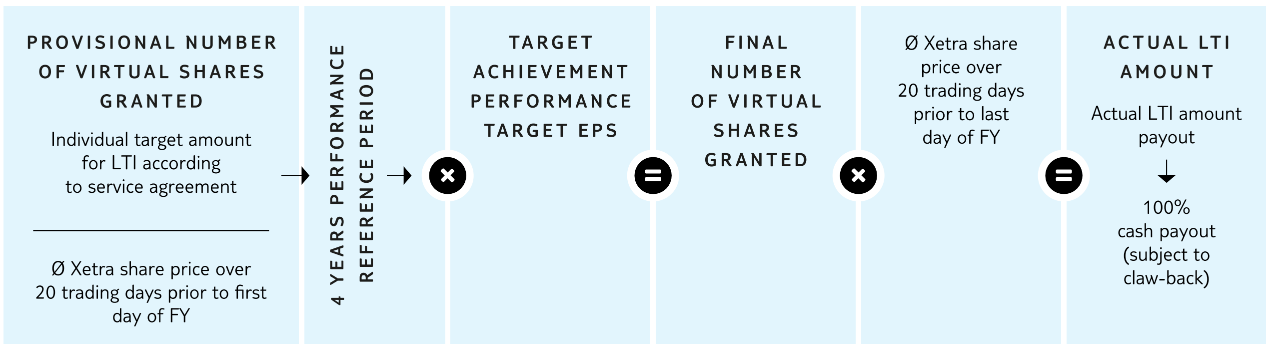
(8) Share Ownership Guidelines

- From the beginning of financial year 2025, the members of the Executive Board are obliged to acquire shares of TUI AG up to a defined minimum amount and to hold them for a defined period of time.
- The purpose of the shareholding obligation is to strengthen the joint interests of the Executive Board and shareholders.
- The amount of the shareholding obligation is determined as a percentage of the fixed remuneration: Chairman of the Executive Board: 150%, other members of the Executive Board: 100%.
- A stake of 25% of the STI payout amount (net) must be invested in shares each year until the minimum amount is reached.
- The shares must be held until the end of the period of service or (in the event of premature termination of the period of service and continuation of the service agreement) until the end of the service agreement.

Overview of remuneration components to be applied to departed members of the Executive Board

The revised remuneration system does not apply to former members of the Executive Board with remuneration entitlements. The previous remuneration system continues to apply to them. Compared to the revised remuneration system, the main difference is the structure of the variable components of the STI and the LTI. As former members of the Executive Board are only entitled to remuneration in respect of the LTI, the following presentation is limited to this remuneration component.

Description LTI



Target amount

Contractually agreed individual target amount

Total target achievement

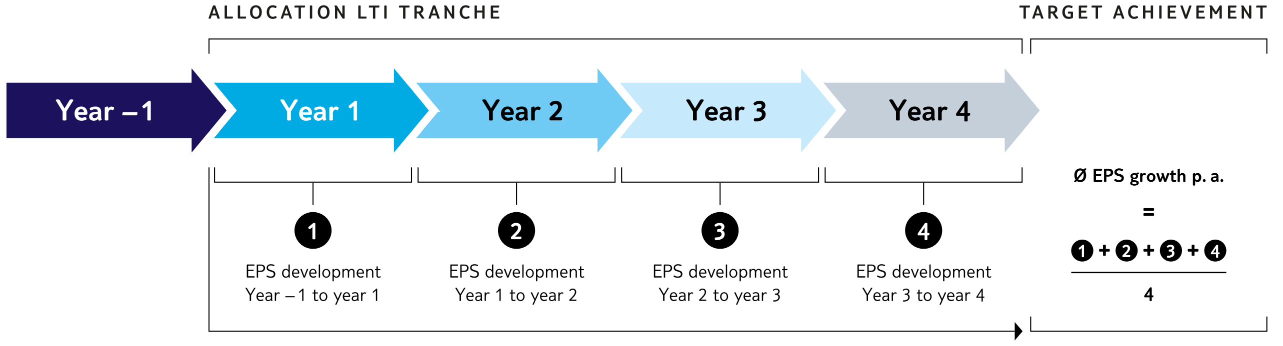
- Interpolation key figure: 0 % - 175 %
- Adjustment: EPS < € 0.50

- Compliance malus and clawback

Group key figure
EPS

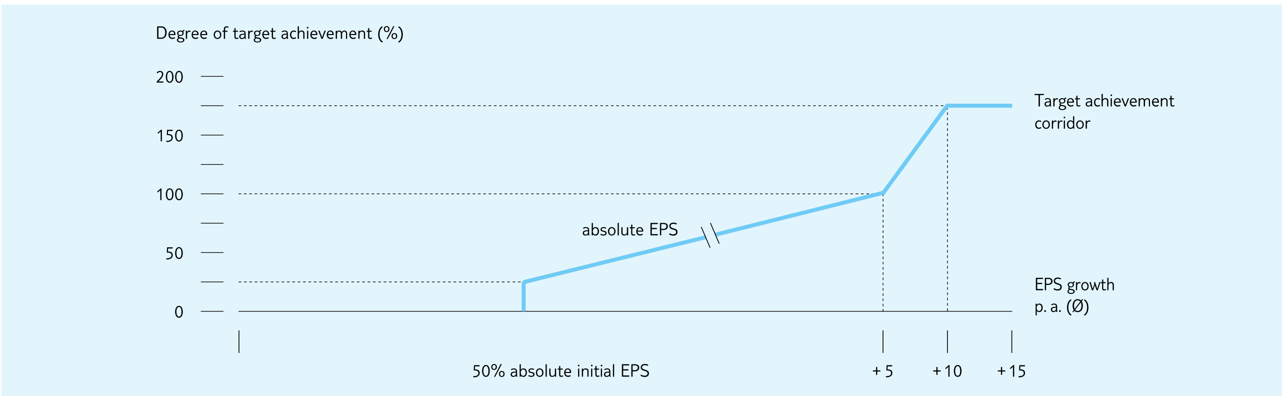
Target achievement
EPS p. a. on the basis of four weighted annual amounts

Allocation of virtual shares



Target achievement corridor
Ø 50 % Start EPS to Ø 10 % p. a

Target achievement corridor EPS in %



Shares
- Allocation of a provisional number of virtual shares, calculated as the quotient of the agreed individual target amount and the average Xetra share price of TUI AG for the twenty trading days prior to the first day of the performance period.
- The final number of virtual shares is calculated as the product of the provisional number of virtual shares and the degree of target achievement of the key figures.

Payment
Multiplication of the final number of virtual shares by the average Xetra share price of TUI AG over the last twenty trading days in the respective performance period.

I.1 Pension provisions for appointed members of the Executive Board under TUI AG'S pension scheme
The pension obligations for the appointed members of the Executive Board in accordance with IAS 19 amounted to € 8,655.9 k as at 30 September 2025 (previous year: € 7,700.9 k). Of this amount, € 4,031.8 k (previous year: € 4,122.8 k) related to entitlements earned by Mr Ebel in the framework of his service for the TUI Group until 31 August 2006.

Pensions and the amounts spent or accrued for this purpose by the appointed member of the Executive Board under TUI AG's pension plan

	Addition to/ reversal from pension provisions		Net present value	
€ '000	**2025**	2024	**30.09.2025**	30.09.2024
Sebastian Ebel	1,046.0	571.2	4,624.1	3,578.1

For Mr Ebel's pension obligations, corresponding assets were transferred to a trustee in accordance with the contractual agreement in order to finance the pension rights and secure them in the event of a security case.

I.2 Benefits in the event of premature termination of board membership

The payments to be made to a member of the Executive Board on premature termination of his or her service agreement without good cause may not exceed the value of the remuneration for the remaining term of the service agreement and in any case may not exceed two years' remuneration (severance payment cap).

The severance payment cap is calculated on the basis of the target direct remuneration (fixed remuneration, target amount of the STI and target amount of the LTI) for the past financial year and, if applicable, the expected target direct remuneration for the current financial year. If the service agreement is terminated for cause, the members of the Executive Board do not receive any benefits.

If the appointment of a member of the Executive Board is revoked, the respective service agreement shall also end. If the revocation is not based on a reason that also constitutes good cause for termination of the service agreement without notice, the service agreement shall end at the end of a period of up to 24 months to the end of the month or at the end of the term of the service agreement, if it ends earlier.

In the event of premature termination of the service agreement, the STI and payments from the LTI are regulated as follows:

- STI:
  - If the service agreement is terminated by the company before the end of the one-year performance period for good cause for which the member of the Executive Board is responsible, or if the member of the Executive Board resigns without good cause, the entitlement to the short-term incentive for the relevant performance period lapses without replacement or compensation.
  - In all other cases of premature termination of the service agreement before the end of the one-year performance period, the STI is paid out pro rata temporis.
- LTI:
  - Entitlements under the LTI lapse without replacement or compensation for all tranches not yet paid out if the service agreement is terminated extraordinarily by TUI AG before the end of the performance period for good cause for which the Executive Board member is responsible or by the Executive Board member without good cause.
  - If the service agreement ends before the end of the performance period for other reasons, the entitlements from the LTI for tranches not yet paid out are retained. The tranche for the current financial year is reduced pro rata temporis. The amount paid out is calculated in the same way as if service agreement were continued.

TUI AG is entitled to release the members of the Executive Board in connection with the ending of the service agreement, in particular following the termination of this service agreement, irrespective of the party declaring the termination, or following the conclusion of a termination agreement, in whole or in part from the obligation to perform work with continued payment of remuneration. The release shall be initially irrevocable for the duration of any remaining vacation entitlements, which are thus settled. Subsequently, the release shall be maintained until the end of the service agreement. It is revocable if questions arise in connection with the handling of the employment relationship or if temporary activity becomes necessary for operational reasons. The service agreement is not otherwise affected by this.

The service agreements of the members of the Executive Board do not contain any change of control clauses.

I.3 Benefits and benefit commitments to members of the Executive Board who have left the Executive Board in financial year 2025

No members left the Executive Board of TUI AG in financial year 2025.

II. Overview: Individual remuneration of the members of the Executive Board

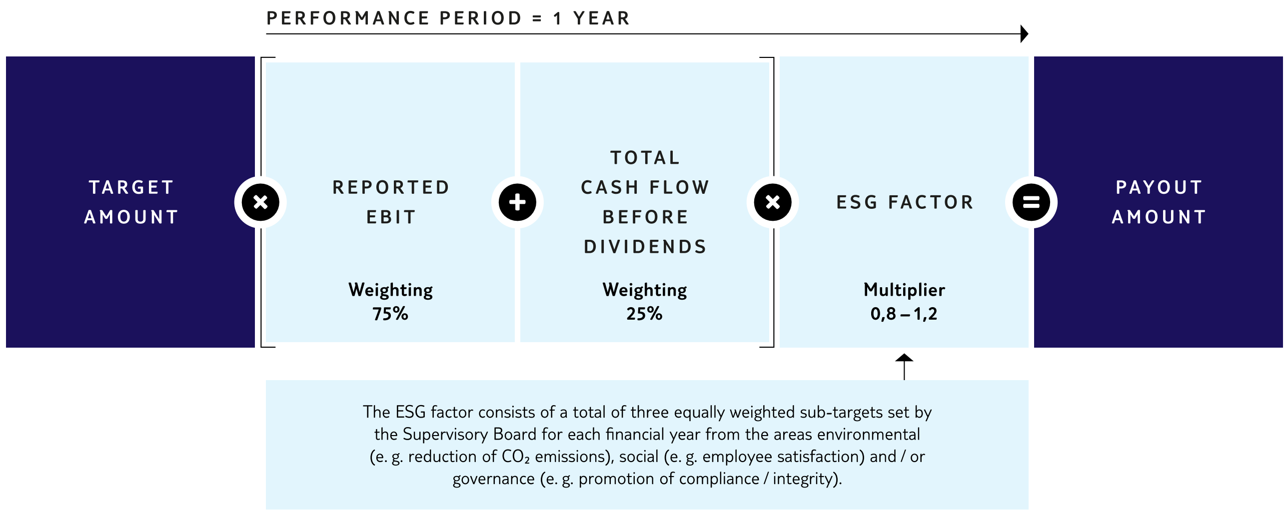
II.1 Achievement of targets

The following describes how the performance criteria were applied and the targets for the variable remuneration components were achieved in financial year 2025.

II.1.1 STI

Multiplying the target amounts by the weighted target achievement levels for EBIT and cash flow and the ESG factor results in the amount taken into account for the payment of the STI for each member of the Executive Board.

Description STI



The Supervisory Board has determined that the targets for reported EBIT and cash flow have been achieved. The financial indicators were taken into account with a weighting factor of 75% for reported EBIT and 25% for cash flow. Reported EBIT increased significantly compared to the previous year and the plan, resulting in a target achievement rate of 114%. The cash flow remained slightly below the target value, resulting in a target achievement rate of 91%. This results in a weighted overall target achievement rate of 108.25%. The Supervisory Board took note of the desire expressed in the run-up to the Annual General Meeting 2025 for greater transparency with regard to the subsequent disclosure of targets for variable remuneration on the part of individual proxy advisors and investors. The members of the Supervisory Board evaluated how the disclosure of targets could be improved. In this regard, it is crucial that the minimum, target, and maximum values of the Group's financial key figures in the STI are based on the planning for the respective financial year – in this case, financial year 2025. The target value was defined as the planned value of the respective key figure. The ambitious corridors set for both financial Group key figures are in line with the continuous and consistent further development of the targets pursued in the previous year. The Supervisory Board also discussed the subsequent disclosure of the absolute target values and came to the conclusion that this would not be possible without disclosing sensitive business information and planning details. In the interests of the company and thus in the interests of its shareholders, the Supervisory Board has decided not to disclose this information.

The following table refers to the ESG factor in the STI. It shows the ESG sub-targets set for financial year 2025: increasing customer satisfaction as measured by the Net Promoter Score, increasing employee satisfaction as measured by the Engagement Index of the annual employee survey, and reducing CO_2 emissions based on the targets of the TUI Sustainability Agenda 2030. The latter is published on the company's website and has been reviewed by the Science Based Targets Initiative in January 2023. The Supervisory Board has decided to leave the performance criteria for the ESG sub-targets unchanged from the previous year, as they are derived from the corporate strategy and are in line with the materiality analysis. At the same time, maintaining the ESG sub-targets ensures continuity, especially since the targets are derived from long-term objectives for the Group, such as the TUI Sustainability Agenda 2030. This means that the achievement of targets and thus the achievable remuneration is closely linked to performance ("pay for performance"). The achievement of the ESG sub-targets in financial year 2025 is shown below.

ESG targets

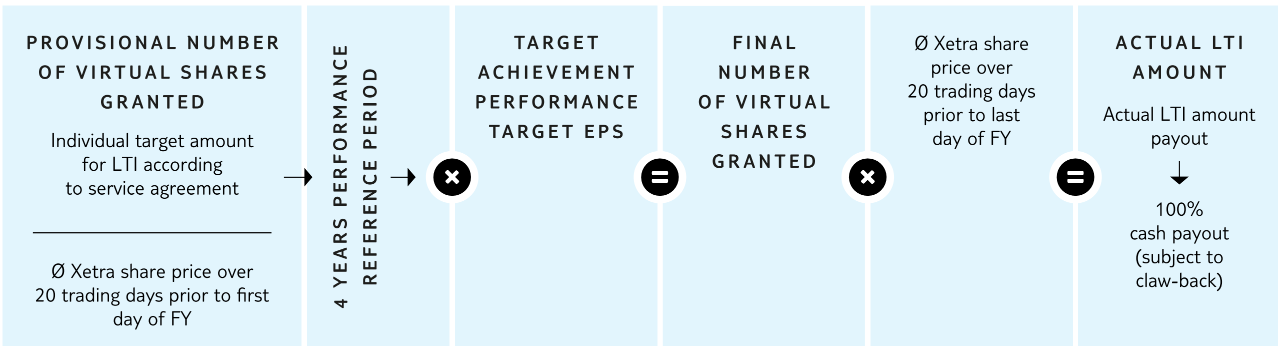
	Metric	Target	Performance
1A: Reduction of CO_2 emissions: Airline	g CO_2e pro rpk (Scope 1 and 3)	- 6.9% vs. FY 2019	-7.8% vs. FY 2019
1B: Reduction of CO_2 emissions: Hotels	t CO_2e (Scope 1 and 2)	- 15.0% vs. FY 2019	-17.5% vs. FY 2019
1C: Reduction of CO_2 emissions: Cruises	t CO_2e (Scope 1 and 3)	- 3.0% vs. FY 2019	-5.5% vs. FY 2019
2: Customer satisfaction	Net Promoter Score (NPS) in %	+ 2% points	+ 2% points
3: Employee satisfaction	Engagement Index	Benchmark + 2	Benchmark + 6

While the target of reducing CO_2 emissions in the airline sector was exceeded, it was significantly surpassed in the Hotels & Resorts and Cruises segments. The ambitious target regarding employee satisfaction was also clearly exceeded, while the sub-target for customer satisfaction was precisely met. Following its evaluation, the Supervisory Board concluded that, with regard to the ESG factor, a multiplier of 1.1 should be applied for the members of the Executive Board of TUI AG.

Thus, in financial year 2025, remuneration has been granted and is owed within the meaning of § 162 para. 1 sentence 1, sentence 2 no. 1 of the German Stock Corporation Act (AktG) from the STI for financial year 2025. The value of the STI therefore corresponds to the amount for the STI for financial year 2025, which will not be paid out until financial year 2026 in accordance with the service agreement. Overall, multiplying the target amounts by the weighted target achievement levels for EBIT and cash flow as well as the ESG factor results in an STI for the members of the Executive Board that is in the opinion of the Supervisory Board commensurate with the results for the financial year.

II.1.2 LTI

The provisions of the remuneration system applicable up to and including financial year 2023 shall govern the payment of the LTI tranche 2022-2025.



The allocation of the LTI tranche was based on an average share price of TUI AG of €3.62. At the end of the performance period, the average share price of TUI AG was €8.021. In accordance with the applicable remuneration system and following the end of the remuneration restrictions in financial year 2023, the Supervisory Board has set absolute target values for EPS and minimum and maximum values for determining the percentage target achievement for the LTI tranche. For past financial years with negative EPS, a target achievement of 0 was defined. For the respective remaining terms, the absolute EPS target values were determined on the basis of the original approved planning at the beginning of the respective performance period. For financial years 2022 and 2023, the target achievement for the LTI tranche 2022-2025 was 0.00%. For financial year 2024, the target achievement was 39.42%, and for financial year 2025, it was 56.36%. This results in an average annual target achievement of 23.95% for the performance period. For the LTI tranche 2022-2025, this means that remuneration has been granted and is owed within the meaning of Section 162 (1) sentence 1, sentence 2 no. 1 of the German Stock Corporation Act (AktG). The value of the LTI tranche 2022-2025 therefore corresponds to the amount for the LTI, whose four-year term ended on 30 September 2025, but which, according to the service agreement, will not be paid out until financial year 2026.

II.2 Loans or advances

As in the previous year and previous years, no loans or advances were granted to the members of the Executive Board in financial year 2025.

II.3 Application

II.3.1 “Remuneration granted and owed” within the meaning of section 162 para. 1 sentence 1 AktG in financial year 2025

Pursuant to Section 162 para. 1 sentence 1 and sentence 2 no. 1 AktG, all fixed and variable remuneration components "granted and owed" to the individual members of the Executive Board in financial year 2025 must be disclosed. The values stated for both the STI and the LTI for financial year 2025 relate to the remuneration components "granted and owed" in the respective financial year in accordance with Section 162 para. 1 sentence 1 AktG. They thus include all benefits earned in the respective financial year. The value of the STI therefore corresponds to the amount for the STI for financial year 2025, which will not be paid out until financial year 2026 in accordance with the service agreement. The value of the LTI tranche 2022-2025 therefore corresponds to the amount for the LTI whose four-year term ended on 30 September 2025, but which would not be paid out until financial year 2026 in accordance with the service agreement.

In financial year 2025, the members of the Executive Board neither received nor were promised benefits from third parties with regard to their activities on the Executive Board.

Active members of the Executive Board of TUI AG - Remuneration 'granted and owed remuneration' pursuant to section 162 (1) sentence 1 AktG

	Sebastian Ebel CEO since 1 October 2022				Mathias Kiep Member of the Executive Board since 1 October 2022				Peter Krueger Member of the Executive Board since 1 January 2021			
	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]
		2024		**2025**		2024		**2025**		2024		**2025**
Fixed remuneration	1,100.0	40.6	1,100.0	40.7	600.0	45.8	600.0	42.8	660.0	46.3	680.0	42.9
Fringe benefits[2]	18.0	0.7	18.0	0.7	19.7	1.5	18.0	1.3	18.0	1.3	18.0	1.1
Total	**1,118.0**	**41.3**	**1,118.0**	**41.3**	**619.7**	**47.3**	**618.0**	**44.1**	**678.0**	**47.6**	**698.0**	**44.0**
STI	1,253.8	46.3	1,512.3	55.9	459.1	35.1	553.7	39.5	485.0	34.0	595.4	37.6
LTI												
LTI Tranche (2021-2024)	52.0	1.9							32.4	2.3		
LTI Tranche (2022-2025)			74.3	2.7							61.8	3.9
Others	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Claw back according to § 162 para. 1 sen. 2 no. 4 AktG[3]	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total	**2,423.8**	**89.6**	**2,704.6**	**100.0**	**1,078.8**	**82.4**	**1,171.7**	**83.6**	**1,195.4**	**83.9**	**1,355.1**	**85.5**
Pension/service costs[4]	282.8	10.4	0.0	0.0	230.0	17.6	230.0	16.4	230.0	16.1	230.0	14.5
Total remuneration	**2,706.6**	**100.0**	**2,704.6**	**100.0**	**1,308.8**	**100.0**	**1,401.7**	**100.0**	**1,425.4**	**100.0**	**1,585.1**	**100.0**

[1] The relative shares stated here refer to the remuneration components ‘granted and owed’ in the respective financial year in accordance with section 162 (1) sentence 1 AktG. They thus include all benefits actually granted in the respective financial year, irrespective of the financial year for which they were paid to the Executive Board members. The relative shares are therefore not comparable with the relative shares in the description of the remuneration system pursuant to section 87a (1) no. 3 AktG, which will be submitted to the Annual General Meeting together with this Remuneration Report. The shares stated in the remuneration system refer to the respective target values.

[2] Without insurance from group contracts

[3] The service agreements of the members of the Executive Board include – in accordance with the remuneration system adopted by the Supervisory Board in December 2023 – a compliance malus and clawback provision. In financial year 2025 TUI AG did not use this provision.

[4] For Mr Ebel service costs according to IAS 19, therefore not constituting ‘awarded and owed’ remuneration’ within the meaning of section 162 (1) sentence 1 AktG. For Mr Kiep, Mr Krueger, Mrs Reiss and Mr Schelp payments for pension contribution and therefor part of ‘awarded and owed’ remuneration within the meaning of Section 162 (1) sentence 1 AktG .

Remuneration 'granted and owed remuneration' pursuant to section 162 (1) sentence 1 AktG

	Sybille Reiss Member of the Executive Board since 1 July 2021				David Schelp Member of the Executive Board since 1 January 2024			
	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]	€ '000	in %[1]
		2024		**2025**		2024		**2025**
Fixed remuneration	620.0	46.0	680.0	42.9	450.0	45.9	600.0	42.8
Fringe benefits[2]	18.0	1.3	18.0	1.1	13.5	1.4	18.0	1.3
Total	**638.0**	**47.4**	**698.0**	**44.0**	**463.5**	**47.3**	**618.0**	**44.1**
STI	467.7	34.7	595.4	37.6	344.3	35.1	553.7	39.5
LTI								
LTI Tranche (2021-2024)	10.8	0.8						
LTI Tranche (2022-2025)			61.8	3.9				
Others	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Claw back according to § 162 para. 1 sen. 2 no. 4 AktG[3]	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total	**1,116.5**	**82.9**	**1,355.1**	**85.5**	**807.8**	**82.4**	**1,171.7**	**83.6**
Pension/service costs[4]	230.0	17.1	230.0	14.5	172.5	17.6	230.0	16.4
Total remuneration	**1,346.5**	**100.0**	**1,585.1**	**100.0**	**980.3**	**100.0**	**1,401.7**	**100.0**

[1] The relative shares stated here refer to the remuneration components 'granted and owed' in the respective financial year in accordance with section 162 (1) sentence 1 AktG. They thus include all benefits actually granted in the respective financial year, irrespective of the financial year for which they were paid to the Executive Board members. The relative shares are therefore not comparable with the relative shares in the description of the remuneration system pursuant to section 87a (1) no. 3 AktG, which will be submitted to the Annual General Meeting together with this Remuneration Report. The shares stated in the remuneration system refer to the respective target values.
[2] Without insurance from group contracts

[3] The service agreements of the members of the Executive Board include – in accordance with the remuneration system adopted by the Supervisory Board in December 2023 – a compliance malus and clawback provision. In financial year 2025 TUI AG did not use this provision.
[4] For Mr Ebel service costs according to IAS 19, therefore not constituting 'awarded and owed' remuneration' within the meaning of section 162 (1) sentence 1 AktG. For Mr Kiep, Mr Krueger, Mrs Reiss and Mr Schelp payments for pension contribution and therefor part of 'awarded and owed' remuneration within the meaning of Section 162 (1) sentence 1 AktG .

In accordance with the future reporting requirements of the CSRD and ESRS, the proportion of variable remuneration that depends on sustainability-related targets and/or impacts must be disclosed. The company has decided to comply with the requirements in this report ahead of schedule and understands that, in this context, the proportion of remuneration attributable to ESG targets in relation to the total variable remuneration granted in financial year 2025 must be disclosed. The remuneration granted and owed for the STI and LTI in the reporting year amounted to €1,586.6 k for Mr Ebel, €657.2 k for Mr Krueger and Ms Reiss, and €553.7 k for Mr Kiep and Mr Schelp. Based on an ESG factor of 1.1, Mr Ebel's remuneration attributable to ESG targets anchored in the STI amounted to €151.2 k, while Mr Krueger's and Ms Reiss's remuneration amounted to € 59.5 k and Mr Kiep's and Mr Schelp's remuneration amounted to €55.4 k. This means that the proportion of variable remuneration that depended on sustainability-related targets and/or impacts in financial year 2025 was 9.5% for Mr Ebel, 9.1% for Mr Krueger and Ms Reiss, and 10.0% for Mr Kiep and Mr Schelp.

The Supervisory Board has set a sub-target for the ESG factor in the STI of reducing CO_2 emissions for financial year 2025 and is therefore also incorporating climate-related considerations into the remuneration of the members of the Executive Board of TUI AG. According to the company's understanding, in accordance with the future reporting requirements of the CSRD, the proportion of remuneration linked to climate-related considerations must be set in relation to the total remuneration granted and owed in the reporting year. The latter can be found in the tables above for the members of the Executive Board. Of this amount, €50.4 k for Mr Ebel, €19.8 k for Mr Krueger and Ms Reiss, and €18.5 k for Mr Kiep and Mr Schelp were attributable to climate-related targets anchored in the STI. This means that the proportion of variable remuneration dependent on climate-related considerations in financial year 2025 was 1.9% for Mr Ebel, 1.3% for Mr Krueger and Ms Reiss, and 1.3% for Mr Kiep and Mr Schelp.

Proportion of variable remuneration linked to sustainability-related targets or climate-related considerations in financial year 2025

€ '000	Sebastian Ebel	Mathias Kiep	Peter Krueger	Sybille Reiss	David Schelp
Variable remuneration granted and owed (STI & LTI)	1,586.6	553.7	657.2	657.2	553.7
Proportion of variable remuneration in the STI that is dependent on ESG targets (%)	9.5	10.0	9.1	9.1	10.0
Total remuneration granted and owed	2,704.6	1,401.7	1,585.1	1,585.1	1,401.7
Proportion of remuneration linked to climate-related considerations (sub-target “Reduction of CO_2 emissions” in the ESG factor of the STI) (%)	1.9	1.3	1.3	1.3	1.3

II.3.2 Compliance with the maximum remuneration as remuneration caps

For financial year 2025, in addition to the maximum amounts for the one-year and multi-year variable remuneration in accordance with Section 87a para. 1 sentence 2 no. 1 AktG, a maximum amount for the remuneration for the financial year as a whole (including fringe benefits and pension commitments) is also provided for. This maximum remuneration is € 7.5 m for the CEO and € 3.5 m for an ordinary member of the Executive Board and relates to the remuneration granted for a financial year. If the remuneration for financial year 2025 exceeds the aforementioned maximum limit, the LTI will be reduced accordingly. As the multi-year variable remuneration component is not available until the third year after the end of the reporting year due to the four-year performance period, a final report on compliance with the maximum remuneration for financial year 2025 can only be provided in the remuneration report for financial year 2028.

With the end of the performance period of the LTI tranche 2022-2025, compliance with the maximum remuneration for financial year 2022 has now also been determined. It should be noted that no member of the Executive Board exceeded the defined maximum remuneration amounts in financial year 2022.

II.3.3 Comparison of the annual change in the remuneration of the members of the Executive Board with the development of earnings and the average remuneration of employees of TUI AG

The following table shows a comparison of the percentage change in the remuneration of the members of the Executive Board with the development of TUI AG's earnings and the average remuneration of employees on a full-time equivalent basis compared with the previous financial year. The remuneration of the members of the Executive Board shown in the table reflects the benefits earned in the respective financial year. For active members of the Executive Board, these values for financial year 2025 correspond to the values shown in the table "Remuneration granted and owed within the meaning of section 162 (1) sentence 1 AktG".

As a matter of principle, the development of earnings is presented on the basis of the development of TUI AG's profit for the year in accordance with section 275 (2) no. 17 of the German Commercial Code (HGB). Since the remuneration of the members of the Executive Board is also largely dependent on the development of Group key performance indicators, the development of the TUI Group's underlying EBIT for financial years 2020, 2021, 2022, 2023, 2024 and 2025 as reported in the consolidated financial statements are also presented as the TUI Group's earnings performance.

The comparison with the development of average employee remuneration is based on the average remuneration of TUI AG's workforce. Since the employee and remuneration structures in the subsidiaries are diverse, in particular with regard to employees abroad, it is appropriate to base the comparison of the development of average remuneration only on the workforce of TUI AG. The remuneration of all employees, including senior executives within the meaning of section 5 (3) German Works Council Constitution Act (Betriebsverfassungsgesetz – BetrVG), was taken into account. Where employees also receive remuneration as members of TUI AG's Supervisory Board, this remuneration was not taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Comparison of annual change to Executive Board remuneration according to section 162 (para 1) no. 2 AktG

Annual change	2025 vs 2024	2024 vs 2023	2023 vs 2022	2022 vs 2021[6]	2021 vs 2020
Executive Board remuneration[1]					
Sebastian Ebel (CEO since 1 October 2022)	10%	-10%	252%	0%	4%
Mathias Kiep (CFO since 1 October 2022)	7%	-9%			
Peter Krueger [7]	11%	-1%	70%	33%	
Sybille Reiss [7]	18%	-6%	70%	300%	
David Schelp (CEO M+A since 1 January 2024)	43%				
Friedrich Joussen (CEO until 30 September 2022)	-95%	-4%	80%	0%	5%
David Burling (CEO M+A until 5 January 2024)	-82%	-74%	70%	0%	7%
Frank Rosenberger (CIO until 31 October 2022)	-79%	-78%	56%	-1%	5%
Horst Baier (CFO until 30 September 2018)[2]	5%	5%	7%	0%	5%
Birgit Conix (CFO until 31 December 2020)	-100%			-100%	-32%
Dr Elke Eller (CHRO until 30 June 2021)	-94%		-100%	-97%	-1%
Earnings performance					
TUI AG[3]	153%	133%	3%	-8%	78%
TUI Group[4]	9%	33%	139%	120%	31%
Average employee remuneration on FTE basis					
Company employees[5]	2%	-2%[8]	31%	10%	6%

[1] Remuneration granted and owed within the meaning of section 162 (1) sentence 1 AktG (fixed remuneration, STI, LTI, fringe benefits and fixed annual pension payment for Mr Burling, Mr Kiep, Mr Krueger, Ms Reiss and Mr Schelp). In addition to the active members of the Executive Board, those former Executive Board members were taken into account who still received remuneration from their active activities within the comparison period.
[2] Mr Baier received a payout from his pension plan in financial years 2020 to 2025. In financial year 2021, he received a final payout from the remuneration paid and owed from the 2017/2020 LTI tranche.
[3] Annual result within the meaning of section 275 para 2 no. 17 HGB
[4] Underlying EBIT of TUI Group for financial years 2025, 2024, 2023, 2022, 2021 and 2020
[5] This development 2025 vs 2024 reflects the higher target achievement of variable compensation components compared to the previous year.
[6] The comparison for financial years 2021 and 2022 was based on the amended definition of remuneration granted and owed pursuant to section 162 (1) no. 2 AktG.
[7] Pro rata remuneration in financial year 2021
[8] Due to the slightly higher actual target achievement, which could only be calculated at the beginning of FY 2025, there is a slight deviation compared to the previous year in the variable remuneration, which resulted in a retrospective adjustment of the percentage rate.

Review of the appropriateness of Executive Board compensation and pensions

Following preparations by the Presiding Committee, the Supervisory Board conducted its annual review of the Executive Board remuneration and pensions for financial year 2025. It concluded that the amount of Executive Board remuneration and pensions is appropriate from a legal perspective in accordance with Section 87 (1) of the German Stock Corporation Act (AktG).

The Supervisory Board regularly consults external advisors to assess the appropriateness of Executive Board remuneration and pension. This involves evaluating the ratio between the level and structure of Executive Board remuneration and the remuneration of senior management and the workforce as a whole from an external perspective (vertical comparison). In addition to a status quo analysis, the vertical comparison also takes into account the development of remuneration ratios over time. On the other hand, the level and structure of remuneration are assessed on the basis of TUI AG's positioning in a comparative market (horizontal comparison). The entire group of companies listed on the DAX and MDAX was used as the comparison group. These companies have similar requirements in terms of strategy and international presence and allow for cross-industry comparability. In addition to fixed remuneration, the horizontal comparison also includes short- and long-term remuneration components and the amount of company pension plans.

In financial year 2023, the consulting firm hkp group was commissioned to prepare an expert opinion on the appropriateness of the remuneration of the members of the Executive Board. The partner of the hkp group responsible for conducting the survey was not dependent on the Executive Board of TUI AG or the company. The findings of the external consultant confirmed the Supervisory Board's assessment that the level of Executive Board remuneration in financial year 2023 complies with the requirements of section 87(1) of the German Stock Corporation Act (AktG) and the recommendations of the GCGC. The Supervisory Board did not commission any corresponding expert opinion on the market conformity of the remuneration level for members of the Executive Board for financial years 2024 and 2025 to assess its appropriateness. The reason for this is that the target remuneration for newly appointed and reappointed members of the Executive Board did not exceed the level of existing members of the Executive Board and was not above the pre-COVID-19 level.

II.3.4 Status of the Share Ownership Guidelines (SOG)

Since the beginning of financial year 2025, members of the Executive Board have been required to purchase TUI AG shares up to a specified minimum amount and hold them for a defined period of time. The following table provides an overview of the degree of compliance as of 30 September 2025, for the individual members of the Executive Board[1]

Status of Share Ownership Guideline (SOG) (as at 30.9.2025)

	SOG target		Share ownership as per 30 September 2025		
Member of Executive Board	In % of fixed remuneration	in kEUR	in kEUR	In % of fixed remuneration	SOG target achieved?
Sebastian Ebel	150%	1,650	514	31%	Buildup
Mathias Kiep	100%	600	111	19%	Buildup
Peter Krueger	100%	680	746	110%	Fulfilled
Sybille Reiss	100%	680	98	14%	Buildup
David Schelp	100%	600	37	6%	Buildup

III.3.5 Benefits to former members of the Executive Board

Total pension payments for former members of the Executive Board and their surviving dependants amounted to € 6,744.7 k in financial year 2025 (previous year: € 6,641.6 k). Of this amount, 1,059.0 k in financial year 2025 was attributable to Michael Frenzel, who left the Executive Board on 31 March 2014, and € 1,177.3 k to Horst Baier, who left the Executive Board on 30 September 2018. The remaining payments related to former members of the Executive Board who left TUI AG's Executive Board more than ten years ago.

Pension provisions for former members of the Executive Board and their surviving dependants amounted to € 57,517.5 k (previous year: €63,793.6 k) at the balance sheet date, measured in accordance with IAS 19 - excluding the entitlements of Mr Ebel of € 4,031.8 k (previous year: €4,122.8 k), which he earned in the framework of his service for the TUI Group prior to 31 August 2006.

TUI AG and Dr Eller have agreed to the early termination of her position on the Executive Board and as Labor Director as of 30 June 2021. Upon termination, TUI AG has concluded a termination agreement with Dr Eller. Among other things, the termination agreement provided for the continuation of the service agreement until the regular termination date, i.e. until 14 October 2021. TUI AG had agreed with Dr Eller to pay her remuneration in accordance with the service agreement until the termination date of the service agreement. For the LTI tranche 2022-2025, an LTI of €2.7 k is granted for financial year 2022.

On 24 June 2022, Mr Joussen exercised his right to resign from his office as a member of the Executive Board prematurely as of 30 September 2022. During the 24-month expiry period, TUI AG has given an assurance that the service agreement will be processed in accordance with the service agreement until the termination date. For the LTI tranche 2022-2025, an LTI of €147.7 k is granted for financial year 2022.

TUI AG and Mr Rosenberger have agreed on the premature termination of his Executive Board mandate with effect from the end of 31 October 2022. On the occasion of the termination, TUI AG concluded a termination agreement with Mr Rosenberger. The subject matter of the termination agreement included the continuation of the service agreement until the end of the regular termination date, i.e. until the end of 31 December 2023. TUI AG had promised Mr Rosenberger that his remuneration would be processed in accordance with the service agreement until the termination date of the service agreement. For the LTI tranche 2022-2025, an LTI of €61.8 k is granted for financial year 2022.

TUI AG and Mr Burling have agreed on the premature termination of his Executive Board mandate with effect from the end of 5 January 2024. On the occasion of the termination, TUI AG concluded a termination agreement with Mr Burling. The subject matter of the termination agreement included the continuation of the service agreement until the end of the

[1] The value of shareholdings is stated at the purchase price at the time of acquisition.

resignation date, i.e. until the end of 5 January 2024. For the LTI tranche 2022-2025, an LTI of €74.3 k is granted for financial year 2022.

Supervisory Board and Supervisory Board Remuneration

Confirmation of the remuneration system by the shareholders

In accordance with the German Stock Corporation Act, the Annual General Meeting of a listed company must pass a resolution on the remuneration system for the members of the Supervisory Board at least every four years. A resolution confirming the existing remuneration is also permissible. Such a resolution was passed by the Annual General Meeting on 11 February 2025. The existing remuneration system for the members of the Supervisory Board was submitted for approval without any changes and was approved with 99.26% of the votes cast. In addition, the prepared and audited remuneration report pursuant to Section 162 of the German Stock Corporation Act (AktG) for the financial year ending 30 September 2024, was approved by TUI AG shareholders on 11 February 2025, with 59.52% of the votes cast. The criticism expressed by investors and proxy advisors in the run-up to the Annual General Meeting 2025 related exclusively to the remuneration system for the Executive Board. The Supervisory Board of TUI AG therefore currently sees no reason to question the remuneration system for the Supervisory Board or the corresponding reporting.

Composition of the Supervisory Board

In accordance with the Charter, the Supervisory Board of TUI AG comprised a total of 20 members in financial year 2025. At the Annual General Meeting on 11 February 2025, the terms of office of three members of the Supervisory Board representing the shareholders came to an end. Dr Jutta Dönges and Janina Kugel were re-elected by the Annual General Meeting 2025. Prof. Edgar Ernst did not stand for re-election. He was succeeded by Pepijn Rijvers.

Mr Peter Bremme resigned from the Supervisory Board at the end of 31 December 2024. Mr Rainald Thannisch was appointed as an employee representative to the Supervisory Board by court order on 6 January 2025.

Mr Pepijn Rijvers informed the company on 5 June 2025, that he was resigning from his position as a member of the Supervisory Board of TUI AG with immediate effect. Mr Johan Lundgren was appointed by court order on 24 June 2025, as a shareholder representative to the Supervisory Board of TUI AG to fill the vacancy. The application for court appointment was submitted in accordance with the German Corporate Governance Code (GCGC).

Composition of the Supervisory Board

Dr Dieter Zetsche	Member since 13 February 2018, Chairman
Frank Jakobi[1]	Member since 15 August 2007, Deputy-Chairman
Ingrid-Helen Arnold	Member since 11 February 2020
Sonja Austermühle[1]	Member since 1 April 2022
Christian Baier	Member since 31 May 2022
Andreas Barczewski[1]	Member since 10 May 2006
Peter Bremme[1]	Member since 2 July 2014 until 31 December 2024
Dr Jutta Dönges	Member since 25 March 2021
Prof Dr Edgar Ernst	Member since 9 February 2011 until 11 February 2025
Wolfgang Flintermann[1]	Member since 13 June 2016
María Garaña Corces	Member since 11 February 2020
Stefan Heinemann[1]	Member since 21 July 2020
Janina Kugel	Member since 25 March 2021
Johan Lundgren	Member since 24 June 2025
Helena Murano	Member since 31 May 2022
Mark Muratovic[1]	Member since 25 March 2021
Coline McConville	Member since 11 December 2014
Pepijn Rijvers	Member since 11 February 2025 until 5 June 2025
Anette Strempel[1]	Member since 2 January 2009
Rainald Thannisch[1]	Member since 6 January 2025
Joan Trían Riu	Member since 12 February 2019
Tanja Viehl[1]	Member since 25 March 2021
Stefan Weinhofer[1]	Member since 9 February 2016

[1] Employee representatives

I. Remuneration of the Supervisory Board in financial year 2025

The rules and remuneration of the members of the Supervisory Board are set out in section 18 of TUI AG's Charter, which are permanently accessible to the public on the internet. In accordance with recommendation G.18 sentence 1 of the German Corporate Governance Code, the Supervisory Board does not receive any variable remuneration. Sustainability targets are therefore not taken into account in the remuneration of the Supervisory Board. Furthermore, the Supervisory Board has no voluntary commitment to purchase shares in the company. Supervisory Board remuneration is reviewed at appropriate intervals. The time expected to be required for the performance of duties and the practice in companies of comparable size, industry, and complexity is taken into account.

(1) Fixed remuneration Supervisory Board

Target

The aim is to attract and retain highly qualified members of the Supervisory Board. This promotes the efficiency of the Supervisory Board's work and the long-term development of TUI AG.

- Chairman: € 270.0 k
- Deputy-Chairman: € 180.0 k
- Member: € 90.0 k
- In each case plus the sales tax due on the remuneration

In accordance with the provisions of TUI AG's Charter, retired members of the Supervisory Board shall receive fixed remuneration (pro rata temporis) from TUI AG for the last time immediately after the end of the financial year in which they resigned for the duration of their membership of TUI AG's Supervisory Board. After the final payment of the fixed remuneration (pro rata temporis), retired Supervisory Board members shall no longer receive remuneration from TUI AG for their former Supervisory Board activities.

(2) Fixed remuneration Committees

Presiding Committee

- Chairman: € 42.0 k
- Member: € 42.0 k

Audit Committee

- Chairman: € 126.0 k
- Member: € 42.0 k

Nomination Committee

- None

Transaction Committees

- None

(3) Attendance fees

- Supervisory Board: € 1.0 k per meeting
- Presiding Committee: € 1.0 k per meeting
- Audit Committee: € 1.0 k per meeting
- Nomination Committee: € 1.0 k per meeting
- Transaction Committee: none

(4) Maximum remuneration

As the remuneration of the members of the Supervisory Board is not made up of variable but exclusively of fixed components, there is no need to set a maximum total remuneration for the members of the Supervisory Board. The provisions of the German Stock Corporation Act (AktG) expressly only stipulate a maximum remuneration for the members of the Executive Board, but not for the members of the Supervisory Board.

(5) D&O

Target

In addition, the members of the Supervisory Board are included in a pecuniary damage liability insurance policy (so-called D&O insurance) taken out by the Company in the interest of the Company at an appropriate amount. The premiums for this are paid by the Company. There is no deductible.

I.1 “Remuneration granted and owed” within the meaning of section 162 para. 1 sentence 1 AktG in financial year 2025, total

Pursuant to Section 162 (1) sentence 1, sentence 2 no. 1 AktG, all fixed and variable remuneration components ‘granted and owed’ to the individual members of the Supervisory Board in financial year 2025 must be disclosed. The values stated refer to the remuneration components ‘granted and owed’ in the respective financial year pursuant to Section 162 (1) sentence 1 AktG. They thus include all benefits earned in the respective financial year, regardless of whether they were received by the members of the Supervisory Board in the respective financial year. In terms of value, the amounts for financial year 2025 are therefore also taken into account, which, according to the Charter, will only be paid out in financial year 2026. The remuneration granted and owed to the Supervisory Board includes the fixed remuneration earned for financial year 2025 although, according to the Charter, it will only be paid in financial year 2026. The attendance fees, on the other hand, are usually paid immediately after the respective meetings, hence the attendance fees for the Supervisory Board meetings in 2025 were also paid in financial year 2025.

Total remuneration granted and owed to the Supervisory Board

€ '000	2025	2024
Fixed remuneration	2,064.5	2,070.0
Remuneration for committee memberships	672.5	672.0
Attendance fees	235.0	154.0
Total remuneration for TUI AG Supervisory Board mandate	2,972.0	2,896.0
Remuneration for Supervisory Board mandates in the Group	42.7	34.9
Total	**3,014.7**	**2,930.9**

Travel costs and expenses of € 43.2 k (previous year: € 42.7 k) were also reimbursed. The remuneration of the Supervisory Board in financial year 2025, together with the reimbursement of travel costs and expenses, therefore amounted to € 3,057.9 k (previous year: € 2,973.6 k).

I.2. "Remuneration granted and owed" within the meaning of section 162 para. 1 sentence 1 AktG in financial year 2025, individually

Pursuant to Section 162 (1) sentence 1, sentence 2 no. 1 of the German Stock Corporation Act (AktG), all fixed and variable remuneration components 'granted and owed' to the individual members of the Supervisory Board in financial year 2025 must be disclosed. The values stated refer to the remuneration components 'granted and owed' in the respective financial year pursuant to Section 162 (1) sentence 1 AktG. They thus include all benefits earned in the respective financial year, regardless of whether they were received by the members of the Supervisory Board in the respective financial year. In terms of value, the amounts for financial year 2025 are therefore also taken into account, although according to the Charter, they will only be paid out in financial year 2026.

Granted and owed remuneration of the Supervisory Board (individual) in FY 2025

	Fixed remuneration		Remuneration for committee		Attendance fees		Remuneration for Supervisory Board mandates in the Group		
€ '000	€ '000	in %	€ '000	in %	€ '000	in %	€ '000	in %	**Total**
Dr Dieter Zetsche (Chairman)	270.0	71.8	84.0	22.3	22.0	5.9			376.0
Frank Jakobi (Deputy Chairman)	180.0	63.4	84.0	29.6	20.0	7.0			284.0
Ingrid-Helen Arnold	90.0	92.8		0.0	7.0	7.2			97.0
Sonja Austermühle[1]	90.0	69.0	31.5	24.1	9.0	6.9			130.5
Christian Baier	90.0	61.6	42.0	28.8	14.0	9.6			146.0
Andreas Barczewski	90.0	72.1		0.0	7.0	5.6	27.8	22.2	124.8
Peter Bremme[2]	22.5	59.2	10.5	27.6	5.0	13.2			38.0
Dr Jutta Dönges[3]	90.0	36.0	137.7	55.1	22.0	8.8			249.7
Prof. Dr Edgar Ernst[4]	32.8	31.2	61.1	58.3	11.0	10.5			104.9
Wolfgang Flintermann	90.0	92.8		0.0	7.0	7.2			97.0
María Garaña Corces	90.0	93.8		0.0	6.0	6.3			96.0
Stefan Heinemann	90.0	61.6	42.0	28.8	14.0	9.6			146.0
Janina Kugel	90.0	92.8		0.0	7.0	7.2			97.0
Johan Lundgren[5]	24.3	96.0		0.0	1.0	4.0			25.3
Coline McConville	90.0	70.4	26.8	21.0	11.0	8.6			127.8
Helena Murano	90.0	92.8		0.0	7.0	7.2			97.0
Mark Muratovic	90.0	55.9	42.0	26.1	14.0	8.7	14.9	9.3	160.9
Pepijn Rijvers[6]	28.8	93.5			2.0				30.8
Anette Strempel	90.0	62.1	42.0	29.0	13.0	9.0			145.0
Rainald Thannisch[7]	66.3	93.0			5.0				71.3
Joan Trían Riu[8]	90.0	71.0	26.8	21.2	10.0	7.9			126.8
Tanja Viehl	90.0	92.8		0.0	7.0	7.2			97.0
Stefan Weinhofer	90.0	61.6	42.0	28.8	14.0	9.6			146.0
Total	**2,064.5**	**68.5**	**672.5**	**22.3**	**235.0**	**7.8**	**42.7**	**1.4**	**3,014.6**

[1] Pro rata temporis view of remuneration for membership in the Presiding Committee as of 1 January 2025
[2] Pro rata temporis view of all remuneration components until 31 December 2024
[3] Pro rata temporis view of remuneration for chairmanship in the Audit Committee as of 11 February 2025
[4] Pro rata temporis view of all remuneration components until 11 February 2025
[5] Pro rata temporis view of all remuneration components as of 24 June 2025
[6] Pro rata temporis view of all remuneration components from 11 February 2025 until 5 June 2025
[7] Pro rata temporis view of all remuneration components as of 6 January 2025
[8] Pro rata temporis view of remuneration for membership in the Presiding Committee as of 11 February 2025

I.3 Comparison of the annual change in the remuneration of the members of the Supervisory Board with the development of earnings and the average remuneration of TUI AG employees

The following table discloses a comparison of the percentage change in the remuneration of the members of the Supervisory Board with the development of TUI AG's earnings and the average remuneration of employees on a full-time equivalent basis compared with the previous financial year. The remuneration of the members of the Supervisory Board included in the table reflects the amounts earned in the respective financial year. For financial year 2025, these values correspond to the values shown in the table "Remuneration granted and owed within the meaning of Section 162 (1) sentence 1 AktG". If members of the Supervisory Board had previously belonged to the Executive Board of TUI AG and had received remuneration for this, this would not be included in the comparative presentation. However, this does not apply to any member of the Supervisory Board.

The development of earnings is generally presented on the basis of the development of TUI AG's profit for the year in accordance with section 275 (2) no. 17 of the German Commercial Code (HGB).

The comparison with the development of average employee remuneration is based on the average remuneration of TUI AG's workforce. Since the employee and remuneration structures in the subsidiaries are diverse, in particular with regard to employees abroad, it is appropriate to base the comparison of the development of average remuneration only on the workforce of TUI AG. The remuneration of all employees, including senior executives within the meaning of section 5 (3) of the German Works Constitution Act (BetrVG), was taken into account. Employee remuneration did not include remuneration received by employees as members of TUI AG's Supervisory Board. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Comparison of annual change to Supervisory Board remuneration according to section 162 para 1 no. 2 AktG

Annual change	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021[6]	2021 vs. 2020
Supervisory Board remuneration[1]					
Dr Dieter Zetsche	2%	-2%	-18%	2%	17%
Frank Jakobi	2%	-3%	-13%	-3%	18%
Ingrid-Helen Arnold	3%	-5%	2%	-5%	91%
Sonja Austermühle	39%	-16%	84%		
Christian Baier	4%	-4%	198%		
Andreas Barczewski	9%	-5%	1%	-22%	-6%
Peter Bremme[2]	-73%	-5%	2%	-5%	9%
Dr Jutta Dönges	32%	-3%	-7%	111%	
Prof. Dr Edgar Ernst[2]	-62%	-3%	-13%	4%	15%
Wolfgang Flintermann	3%	-6%	3%	-8%	16%
María Garaña Corces	2%	-5%	2%	-6%	96%
Angelika Gifford[2]					-47%
Stefan Heinemann	4%	-6%	3%	12%	814%
Dr Dierk Hirschel[2]					-46%
Janina Kugel	3%	-6%	3%	81%	
Peter Long[2]					-46%
Vladimir Lukin[2]			-100%	-54%	47%
Johan Lundgren	100%				
Coline McConville	37%	-7%	-29%	-8%	10%
Alexey Mordashov[2]			-100%	-96%	8%
Helena Murano	3%	-6%	210%		
Marc Muratovic	3%	-5%	2%	92%	
Michael Pönipp[2]					-34%
Pepijn Rijvers[2]	100%				
Carola Schwirn[2]				-62%	16%
Anette Strempel	3%	-5%	2%	-5%	8%
Rainald Thannisch	100%				
Joan Trían Riu	35%	-6%	3%	-8%	16%
Tanja Viehl	3%	-6%	3%	78%	
Stefan Weinhofer	4%	-6%	3%	12%	44%
Earnings performance					
TUI AG[3]	153%	133%	3%	-8%	78%
TUI Group[4]	9%	33%	139%	120%	31%
Average employee remuneration on FTE basis					
Company employees[5]	2%	-2%[7]	31%	10%	6%

[1] Table includes all members of the Supervisory Board that have been activce during the 5-year comparison period. Changes airse in particular from the date of entry into the Supervisory Board, committee membership, the respective date of resignation and the number of meetings.
[2] Former members of the Supervisory Board
[3] Annual result within the meaning of section 275 (2) no. 17 HGB
[4] Adjusted EBIT of the TUI Group for financial years 2025, 2024, 2023, 2022, 2021 and 2020
[5] The development takes into account the higher target achievement of variable remuneration components compared to the previous year.
[6] The comparison for 2021 and 2022 was based on the amended definition of remuneration granted and owed pursuant to Section 162 (1) no. 2 AktG.
[7] Due to the slightly higher actual target achievement, which could only be calculated at the beginning of the FY 2025, there is a slight deviation in the variable remuneration, which resulted in a retrospective adjustment of the percentage rate.

Apart from the work performed by the employee representatives in the framework of their employment contracts, the members of the Supervisory Board did not provide any personal services, such as consulting or agency services, for TUI AG or its subsidiaries in financial year 2025 and therefore did not receive any additional remuneration for such services.

04

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

Consolidated Income Statement of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Notes	**2025**	2024
Revenue	(1)	24,178.7	23,167.3
Cost of sales	(2)	22,163.6	21,221.2
Gross profit		**2,015.1**	**1,946.1**
Administrative expenses	(2)	1,122.0	1,045.8
Other income	(3)	26.9	14.4
Other expenses	(3)	15.2	17.1
Impairment (+) / Reversals (-) of impairment of financial assets	(39)	7.2	- 0.9
Financial income	(4)	101.0	109.7
Financial expenses	(5)	429.0	518.3
Share of result of investments accounted for using the equity method	(6)	463.9	371.7
Impairment (+) / Reversals of impairment (-) of net investments in joint ventures and associates	(6)	- 0.7	0.2
Earnings before income taxes		**1,034.2**	**861.4**
Income taxes (expense (+), income (-))	(7)	192.4	154.0
Group profit		**841.8**	**707.4**
Group profit attributable to shareholders of TUI AG	(8)	635.9	507.1
Group profit attributable to non-controlling interest	(9)	205.8	200.3

EARNINGS PER SHARE

Earnings per share

€	Notes	**2025**	2024
Basic earnings	(10)	**1.25**	**1.00**
Diluted earnings	(10)	**1.17**	**0.99**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Consolidated Statement of Comprehensive Income of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Notes	**2025**	2024
Group profit		**841.8**	**707.4**
Remeasurements of defined benefit obligations and related fund assets		- 7.3	- 120.7
Other comprehensive income of investments accounted for using the equity method that will not be reclassified		14.9	- 0.1
Fair value profit on investments in equity instruments designated as at FVTOCI		2.2	0.9
Income tax related to items that will not be reclassified (expense (-), income (+))	(11)	- 12.0	33.9
Items that will not be reclassified to profit or loss		**- 2.3**	**- 85.9**
Foreign exchange differences		16.8	- 245.2
Foreign exchange differences outside profit or loss		16.8	- 245.4
Reclassification		-	0.1
Cash flow hedge reserve (OCI I)		217.5	- 591.2
Changes in the fair value		- 34.3	- 569.3
Reclassification		251.8	- 21.9
Cost of hedging reserve (OCI II)		- 8.0	5.7
Changes in the fair value		- 30.1	5.7
Reclassification		22.1	-
Other comprehensive income of investments accounted for using the equity method that may be reclassified		- 9.8	- 18.9
Changes in the measurement outside profit or loss		- 9.8	- 18.9
Income tax related to items that may be reclassified (expense (-), income (+))	(11)	- 44.8	131.0
Items that may be reclassified to profit or loss		**171.7**	**- 718.5**
Other comprehensive income		**169.4**	**- 804.4**
Total comprehensive income		**1,011.2**	**- 97.0**
attributable to shareholders of TUI AG		805.3	- 235.3
attributable to non-controlling interest		205.9	138.3

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Consolidated Statement of Financial Position of TUI AG as at 30 Sep 2025

€ million	Notes	30 Sep 2025	30 Sep 2024
Assets			
Goodwill	(12)	2,933.6	2,998.7
Other intangible assets	(13)	596.8	589.6
Property, plant and equipment	(14)	4,133.3	3,697.4
Right-of-use assets	(15)	2,356.3	2,538.7
Investments in joint ventures and associates	(16)	1,716.5	1,507.5
Trade and other receivables	(17), (39)	108.5	131.7
Derivative financial instruments	(39)	26.0	16.7
Other financial assets	(39)	12.4	11.2
Touristic payments on account	(18)	126.4	168.8
Other non-financial assets	(19)	109.1	81.2
Income tax assets		-	17.2
Deferred tax assets	(20)	348.9	389.2
Non-current assets		**12,467.8**	**12,148.0**
Inventories	(21)	69.0	66.4
Trade and other receivables	(17), (39)	1,047.4	1,145.7
Derivative financial instruments	(39)	90.9	14.1
Other financial assets	(39)	12.1	53.4
Touristic payments on account	(18)	983.4	917.3
Other non-financial assets	(19)	219.5	188.6
Income tax assets		122.3	35.0
Cash and cash equivalents	(22), (39)	3,120.2	2,848.2
Assets held for sale	(23)	16.3	-
Current assets		**5,681.1**	**5,268.8**
Total assets		**18,148.9**	**17,416.7**

Consolidated Statement of Financial Position of TUI AG as at 30 Sep 2025

€ million	Notes	30 Sep 2025	30 Sep 2024
Equity and liabilities			
Subscribed capital	(24)	507.4	507.4
Capital reserves	(25)	7,980.4	7,980.4
Revenue reserves	(26)	- 6,725.4	- 7,531.5
Equity before non-controlling interest		**1,762.5**	**956.4**
Non-controlling interest	(28)	924.2	817.9
Equity		**2,686.7**	**1,774.3**
Pension provisions and similar obligations	(29)	583.0	630.7
Other provisions	(30)	848.2	884.6
Non-current provisions		**1,431.2**	**1,515.3**
Financial liabilities	(31), (39)	1,562.2	1,543.6
Lease liabilities	(31), (39)	1,768.7	2,057.4
Derivative financial instruments	(39)	26.7	44.1
Other financial liabilities	(39)	20.3	43.3
Other non-financial liabilities	(33)	236.1	297.5
Income tax liabilities		6.7	8.5
Deferred tax liabilities	(20)	135.1	103.2
Non-current liabilities		**3,755.7**	**4,097.7**
Non-current provisions and liabilities		**5,186.9**	**5,613.0**
Pension provisions and similar obligations	(29)	35.6	33.7
Other provisions	(30)	512.9	445.7
Current provisions		**548.4**	**479.3**
Financial liabilities	(31), (39)	420.6	358.8
Lease liabilities	(31), (39)	685.8	582.4
Trade payables	(39)	3,355.4	3,393.2
Derivative financial instruments	(39)	213.7	415.3
Other financial liabilities	(39)	144.6	125.1
Touristic advance payments received	(32)	4,094.3	4,017.1
Other non-financial liabilities	(33)	657.7	557.6
Income tax liabilities		147.8	100.5
Current liabilities		**9,719.8**	**9,550.0**
Liabilities related to assets held for sale	(34)	7.1	-
Current provisions and liabilities		**10,275.4**	**10,029.3**
Total equity, liabilities and provisions		**18,148.9**	**17,416.7**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Consolidated Statement of Changes in Equity of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Subscribed capital	Capital reserves	Other revenue reserves	Foreign exchange differences	Financial assets at FVTOCI	Cash flow hedge reserve (OCI I)	Cost of hedging reserve (OCI II)	Revaluation reserve	Revenue reserves	Equity before non-controlling interest	Non-controlling interest	**Total**
Notes	(24)	(25)							(26)		(28)	
Balance as at 1 Oct 2023	**507.4**	**9,090.1**	**- 7,541.6**	**- 1,110.6**	**- 1.5**	**166.3**	**-**	**12.8**	**- 8,474.6**	**1,122.9**	**824.3**	**1,947.2**
Dividends	-	-	-	-	-	-	-	-	-	-	- 144.8	- 144.8
Issuance of bonds with warrant and convertible bonds	-	69.7	-	-	-	-	-	-	-	69.7	-	69.7
Capital reduction	-	- 0.8	-	-	-	-	-	-	-	- 0.8	-	- 0.8
Withdrawal from the capital reserves	-	- 1,178.5	1,178.5	-	-	-	-	-	1,178.5	-	-	-
Group profit for the year	**-**	**-**	**507.1**	**-**	**-**	**-**	**-**	**-**	**507.1**	**507.1**	**200.3**	**707.4**
Foreign exchange differences	-	-	- 48.1	- 130.4	- 0.1	- 4.6	-	-	- 183.2	- 183.2	- 62.0	- 245.2
Financial assets at FVTOCI	-	-	-	-	0.9	-	-	-	0.9	0.9	-	0.9
Cash flow hedges	-	-	-	-	-	- 591.2	5.7	-	- 585.5	- 585.5	-	- 585.5
Remeasurements of defined benefit obligations and related fund assets	-	-	- 120.7	-	-	-	-	-	- 120.7	- 120.7	-	- 120.7
Other comprehensive income of investments accounted for using the equity method	-	-	- 18.9	-	-	-	-	-	- 18.9	- 18.9	-	- 18.9
Taxes attributable to other comprehensive income	-	-	33.9	-	-	131.7	- 0.7	-	165.0	165.0	-	165.0
Other comprehensive income	**-**	**-**	**- 153.8**	**- 130.4**	**0.8**	**- 464.1**	**5.0**	**-**	**- 742.5**	**- 742.5**	**- 62.0**	**- 804.4**
Total comprehensive income	-	-	353.3	- 130.4	0.8	- 464.1	5.0	-	- 235.3	- 235.3	138.3	- 97.0
Balance as at 30 Sep 2024	**507.4**	**7,980.4**	**- 6,009.8**	**- 1,241.0**	**- 0.7**	**- 297.8**	**5.0**	**12.8**	**- 7,531.5**	**956.4**	**817.9**	**1,774.3**

Consolidated Statement of Changes in Equity of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Subscribed capital	Capital reserves	Other revenue reserves	Foreign exchange differences	Financial assets at FVTOCI	Cash flow hedge reserve (OCI I)	Cost of hedging reserve (OCI II)	Revaluation reserve	Revenue reserves	Equity before non-controlling interest	Non-controlling interest	**Total**
Notes	(24)	(25)							(26)		(28)	
Balance as at 1 Oct 2024	**507.4**	**7,980.4**	**- 6,009.8**	**- 1,241.0**	**- 0.7**	**- 297.8**	**5.0**	**12.8**	**- 7,531.5**	**956.4**	**817.9**	**1,774.3**
Dividends	-	-	-	-	-	-	-	-	-	-	- 99.5	- 99.5
Effects on the disposal of shares to non-controlling interests	-	-	0.7	-	-	-	-	-	0.7	0.7	- 0.1	0.7
Group profit for the year	**-**	**-**	**635.9**	**-**	**-**	**-**	**-**	**-**	**635.9**	**635.9**	**205.8**	**841.8**
Foreign exchange differences	-	-	55.2	- 44.0	0.1	4.4	0.9	-	16.7	16.7	0.1	16.8
Financial assets at FVTOCI	-	-	-	-	2.2	-	-	-	2.2	2.2	-	2.2
Cash flow hedges	-	-	-	-	-	217.5	- 8.0	-	209.5	209.5	-	209.5
Remeasurements of defined benefit obligations and related fund assets	-	-	- 7.3	-	-	-	-	-	- 7.3	- 7.3	-	- 7.3
Other comprehensive income of investments accounted for using the equity method	-	-	5.1	-	-	-	-	-	5.1	5.1	-	5.1
Taxes attributable to other comprehensive income	-	-	- 12.0	-	-	- 45.8	1.0	-	- 56.8	- 56.8	-	- 56.8
Other comprehensive income	**-**	**-**	**41.0**	**- 44.1**	**2.2**	**176.1**	**- 6.0**	**-**	**169.4**	**169.4**	**-**	**169.4**
Total comprehensive income	-	-	676.9	- 44.1	2.2	176.1	- 6.0	-	805.3	805.3	205.9	1,011.2
Balance as at 30 Sep 2025	**507.4**	**7,980.4**	**- 5,332.2**	**- 1,285.1**	**1.5**	**- 121.7**	**- 1.0**	**12.8**	**- 6,725.4**	**1,762.5**	**924.2**	**2,686.7**

CONSOLIDATED CASH FLOW STATEMENT

Consolidated Cash Flow Statement of TUI AG for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Notes	**2025**	2024
Group profit		841.8	707.4
Amortisation and impairment (+) / reversals (-) of other intangible assets and depreciation and impairment (+) / reversals (-) of property, plants and equipment and right of use assets		879.8	846.6
Other non-cash expenses (+) / income (-)		- 456.9	- 390.1
Interest expenses		420.3	512.8
Dividends from joint ventures and associates		268.1	67.2
Profit (-) / loss (+) from disposals of non-current assets		- 9.1	6.2
Increase (-) / decrease (+) in inventories		- 4.3	- 3.9
Increase (-) / decrease (+) in receivables and other assets		- 238.7	- 88.4
Increase (+) / decrease (-) in provisions		- 68.3	- 63.7
Increase (+) / decrease (-) in liabilities (excl. financial liabilities)		425.7	316.7
Cash inflow from operating activities	(41)	**2,058.2**	**1,910.8**
Payments received from disposals of property, plant and equipment and intangible assets		68.4	81.9
Payments received from disposals of consolidated companies (less disposals of cash and cash equivalents due to divestments)		-	45.1
Payments received from disposals of other non-current assets		34.5	62.4
Payments made for investments in property, plant and equipment and intangible assets		- 738.9	- 712.5
Payments made for / received from investments in consolidated companies (less cash and cash equivalents received due to acquisitions)		- 0.3	2.9
Payments made for investments in other non-current assets		- 35.9	- 84.0
Cash outflow from investing activities	(42)	**- 672.2**	**- 604.3**
Payments received from capital increase through equity components of the convertible bond issued		-	101.8
Payments received from a disposal of partial interest in a subsidiary		0.7	-
Payments made for capital reductions from the partial repurchase of the convertible bond 2021		-	- 1.2
Dividend payments of subsidiaries to non-controlling interest		- 99.5	- 145.8
Payments received from the raising of financial liabilities		402.8	1,104.4
Transaction costs related to loans and borrowings		- 13.5	- 15.2
Payments made for redemption of loans and financial liabilities		- 467.0	- 571.1
Payments made for principal of lease liabilities		- 580.0	- 619.6
Interest paid		- 329.7	- 384.7
Cash outflow from financing activities	(43)	**- 1,086.1**	**- 531.4**
Net change in cash and cash equivalents		**299.8**	**775.1**
Development of cash and cash equivalents	(44)		
Cash and cash equivalents at beginning of period		**2,848.2**	**2,060.5**
Change in cash and cash equivalents due to exchange rate fluctuations		- 27.7	12.5
Net change in cash and cash equivalents		299.8	775.1
Cash and cash equivalents at end of period		**3,120.4**	**2,848.2**
of which included in the balance sheet as 'assets held for sale'		0.1	-

NOTES

Principles and Methods underlying the Consolidated Financial Statements

General

TUI Group and its major subsidiaries and shareholdings operate in tourism.

TUI AG, based in Karl-Wiechert-Allee 23, 30625 Hanover, Germany, is TUI Group's parent company and a listed corporation under German law. The Company is registered in the commercial registers of the district courts of Berlin-Charlottenburg (HRB 321) and Hanover (HRB 6580). The shares in the company are traded on the Frankfurt am Main and Hanover Stock Exchanges.

These consolidated financial statements of TUI AG were prepared for financial year 2025 comprising the period from 1 October 2024 to 30 September 2025. Where any of TUI's subsidiaries have different financial years, financial statements were prepared as at 30 September in order to include these subsidiaries in TUI AG's consolidated financial statements.

The Executive Board and the Supervisory Board have submitted a Declaration of Compliance with the German Corporate Governance Code required pursuant to section 161 of the German Stock Corporation Act (AktG) and made it permanently available to the general public on the Company's website (www.tuigroup.com).

The consolidated financial statements are prepared in euros. Unless stated otherwise, all amounts are indicated in million euros (€m). Due to the utilisation of rounded amounts, there may be minor rounding differences in total and percentages.

The consolidated financial statements were approved for publication by TUI AG's Executive Board on 9 December 2025.

Accounting principles

Declaration of compliance

Pursuant to Regulation EEC No. 1606/2002 of the European Parliament and Council, TUI AG's consolidated financial statements as at 30 September 2025 were prepared in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union. Moreover, the commercial-law provisions listed in section 315e (1) of the German Commercial Code (HGB) were also observed in preparing the consolidated financial statements.

The accounting and measurement methods and the explanatory information and Notes to these annual financial statements for financial year 2025 are generally consistent with those followed in preparing the previous consolidated financial statements for financial year 2024, except for the initial application of new or amended standards, as outlined below.

Newly applied standards

Since the beginning of financial year 2025, TUI Group has applied the following standards and interpretations, amended or newly issued by the IASB and endorsed by the EU, on a mandatory or voluntary basis:

Newly applied standards in financial year 2025

Standard	Applicable from	Amendments	Impact on financial statements
Amendments to IAS 1 Classification of Liabilities as Current or Non-Current	1 Jan 2024	The amendments to IAS 1 are intended to clarify the criteria used to classify a liability as current or non-current. In future, the classification of liabilities as current or non-current will be exclusively based on 'rights' that are in existence at the end of the reporting period. The amendments additionally include guidance on the interpretation of the criterion 'right to defer settlement by at least twelve months' and clarify what 'settlement' refers to.	No material impact
Amendments to IAS 1 Non-Current Liabilities with Covenants	1 Jan 2024	The amendments to IAS 1 clarify that only covenants an entity must comply with on or before the reporting date should affect the classification of the corresponding liability as current or non-current. However, an entity is required to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.	No material impact
Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements	1 Jan 2024	The amendments intend to increase the transparency of supplier finance arrangements and their effect on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments complement existing disclosure requirements insofar that an entity shall provide additional qualitative and quantitative information about finance arrangements with suppliers.	No material impact
Amendments to IFRS 16 Lease Liability in a Sale and Leaseback	1 Jan 2024	The amendments clarify how a seller / lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale.	No material impact

Principles and methods of consolidation

Principles

The consolidated financial statements include all significant subsidiaries directly or indirectly controlled by TUI AG. Control exists where TUI AG has power over the relevant activities, is exposed to variable returns or has rights to the returns and has the ability to affect those variable returns through its power over the investee.

Generally, the control is exercised by means of a direct or indirect majority of voting rights. If TUI Group holds less than the majority of voting rights in a shareholding, it may exercise control due to contractual or similar agreements, as in the case of the participation in the RIUSA II Group. Due to the contractual agreements between the shareholders and the framework agreements with TUI Group as well as the considerable importance of tour operation for the economic success of RIUSA II Group, TUI Group is able to exercise a controlling influence on decisions about the most relevant activities and consequently the amount of returns. TUI Group is subject to variable returns from RIUSA II Group, in particular due to dividend payments and fluctuations in the fair value of the stake itself. RIUSA II Group is therefore consolidated although TUI Group only holds a 50% equity stake.

In assessing control, the existence and effect of potential voting rights are taken into account that are currently exercisable when decisions about the direction of relevant activities are made. Consolidation of subsidiaries starts from the date TUI gains control. When TUI ceases to control the corresponding companies, they are removed from the group of consolidated companies.

The consolidated financial statements are prepared from the separate or single-entity financial statements of TUI AG and its subsidiaries, drawn up on the basis of uniform accounting, measurement and consolidation methods and usually audited or reviewed by auditors.

Associates for which TUI Group is able to exert significant influence over the financial and operating policy decisions within these companies are accounted for using the equity method. Generally, significant influence is assumed if TUI AG directly, or indirectly, holds voting rights of between 20 to 50 %.

Stakes in joint ventures are also measured using the equity method. A joint venture is a company managed jointly by TUI Group with one or more partners based on a contractual agreement, in which the parties that jointly exercise control have rights to the company's net assets. Joint ventures also include companies in which TUI Group holds a majority or minority of voting rights but in which decisions about the relevant activities may only be taken on an unanimous basis due to contractual agreements.

The dates on which associates and joint ventures are included in or removed from the group of companies measured at equity are determined in a manner consistent with that applied to subsidiaries. At equity measurement in each case is based on the last annual financial statements available or the interim financial statements as at 30 September if the balance sheet dates differ from TUI AG's balance sheet date. This affects 30 companies with a financial year from 1 January to 31 December and two companies with a financial year from 1 April to 31 March.

Group of consolidated companies

In financial year 2025, the consolidated financial statements included a total of 247 subsidiaries. The table below presents changes in the number of companies since 1 October 2024.

Development of the group of consolidated companies[1] and the Group companies measured at equity

	Consolidated subsidiaries	Associates	Joint ventures
Number at 30 Sep 2024	**252**	**17**	**25**
Additions	6	2	1
Incorporation	6	1	-
Acquisition	-	1	1
Disposals	11	4	1
Liquidation	9	-	-
Sale	-	4	1
Merger	2	-	-
Change in ownership stake	-	-	-
Number at 30 Sep 2025	**247**	**15**	**25**

[1] Excl. TUI AG

TUI AG's direct and indirect subsidiaries, associates and joint ventures are listed under 'Other Notes – TUI Group Shareholdings'.

22 subsidiaries were not included in the consolidated financial statements. Even when taken together, these companies are of minor significance to the presentation of a true and fair view of the financial position and performance of the Group.

Acquisitions – Divestments

Acquisitions of the current financial year

In financial year 2025, two companies were acquired. The acquisitions were immaterial and are not explained in greater detail here.

No company acquisitions were made after the balance sheet date.

Acquisitions of the prior financial year

In financial year 2024, one company was acquired under IFRS 3. The acquisition was immaterial and is not explained in greater detail here.

Divestments

Five companies were divested in financial year 2025.

The shares in Ranger Safaris Ltd, Arusha, ARP Africa Travel Ltd, Harrow, and Pollman's tours and Safaris Ltd, Mombasa, (ARP Group) were sold by way of an agreement dated 17 February 2025 and effective as of 30 May 2025. The consideration amounts to €22.9m, consisting of a purchase price of €19.7m, immediately payable, and a variable purchase price claim provisionally amounting to €3.2m. The variable purchase price claim depends on the EBITDA delivered in financial year 2025 and was determined on the basis of ARP Group's plan for financial year 2025. The divestment of the company resulted in the disposal of a part of the goodwill of the Musement cash-generating unit totalling €5.8m. A provisional gain on disposal of €11.7m was realised from this transaction and is carried in Other Income.

No companies were divested after the balance sheet date.

Foreign exchange translation

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rates at the date of the transaction. Any gains and losses resulting from the execution of such transactions and the translation of monetary assets and liabilities denominated in foreign currencies at the foreign exchange rate at the date of the transaction are shown in the income statement, with the exception of gains and losses to be recognised in equity as qualifying cash flow hedges.

The annual financial statements of companies are prepared in the respective functional currency. The functional currency of a company is the currency of the primary economic environment in which the company operates.

Where subsidiaries prepare their financial statements in functional currencies other than the Euro, being the Group's reporting currency, the assets and liabilities are translated at the rate of exchange applicable at the balance sheet date (closing rate). Goodwill allocated to these companies and adjustments of the fair value arising on the acquisition of a foreign company are treated as assets and liabilities of the foreign company and also translated at the rate of exchange applicable at the balance sheet date. The items of the income statement and hence the result for the year shown in the income statement are translated at the average rate of the month in which the respective transaction takes place.

Differences arising on the translation of the annual financial statements of foreign subsidiaries are reported outside profit and loss and separately shown as foreign exchange differences in the consolidated statement of changes in equity. When a foreign company or operation is sold, any foreign exchange differences previously included in equity outside profit and loss are recognised as a gain or loss from disposal in the income statement through profit and loss.

Translation differences relating to non-monetary items with changes in their fair values eliminated through profit and loss (e.g. equity instruments measured at their fair value through profit and loss) are included in the income statement. In contrast, translation differences for non-monetary items with changes in their fair values taken to equity are included in revenue reserves.

Some TUI Group subsidiaries operate their business in a hyperinflation country (previous year: equally Group companies in hyperinflationary economies). As the Euro is the functional currency for these companies, accounting in accordance with IAS 29, Financial Reporting in Hyperinflationary Economies, is not required.

The translation of the financial statements of foreign companies measured at equity follows the same principles for adjusting carrying amounts and translating goodwill as those used for consolidated subsidiaries.

Net investment in a foreign operation

Monetary items receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, essentially constitute part of a net investment in this foreign operation. Foreign exchange differences from the translation of these monetary items are recognised in other comprehensive income. As at 30 September 2025, as in the previous year, TUI Group had granted loans of this type in particular to hotel companies in North Africa and a TUI Musement entity in Mexico.

Exchange rates of currencies of relevance to TUI Group

	Closing rate		Annual average rate	
1 € equivalent	**30 Sep 2025**	30 Sep 2024	**2025**	2024
Sterling	0.87	0.83	0.85	0.86
US dollar	1.17	1.11	1.11	1.08
Swiss franc	0.93	0.94	0.94	0.96
Swedish krona	11.05	11.31	11.20	11.43

Consolidation methods

The recognition of the assets and liabilities of acquired businesses is based on the acquisition method. Accordingly all identifiable assets, all liabilities and certain contingent liabilities assumed are measured at fair value as of the acquisition date. Subsequently, the consideration for the stake is measured at fair value and eliminated against the acquiree's revalued equity attributable to the acquired share. The option to measure the non-controlling interests at their fair value (full goodwill method) was not used.

Any excess of acquisition costs over net assets acquired is capitalised as goodwill and recognised as an asset in accordance with the provisions of IFRS 3. Any negative goodwill is recognised immediately in profit and loss and presented as other income.

When additional shares are purchased after obtaining control, the difference between the purchase price and the carrying amount of the stakes acquired is recognised directly in equity. The effects from sales of stakes not entailing a loss of control are also recognised directly in equity. By contrast, when control is obtained or lost, gains or losses are recognised in profit and loss. In the case of business combinations achieved in stages (where the acquirer held an equity interest before he obtained control), the equity stake previously held in the acquired company is revalued at the fair value applicable at the acquisition date and the resulting gain or loss is recognised in profit or loss. For transactions involving a loss of control, the profit or loss does not only comprise the difference between the carrying amounts of the disposed stakes and the consideration received but also the result from the revaluation of the remaining shares.

On loss of control of a subsidiary, the gain or loss on derecognition will be calculated as the total of the fair value of the consideration plus the fair value of any investment retained in the former subsidiary less the share of the book value of the net assets of the subsidiary. Any gains or losses previously recognised in other comprehensive income from currency translations or the valuation of financial assets and liabilities will be reclassified to the income statement. When a subsidiary is sold, any goodwill allocated to the respective subsidiary is taken into account in the calculation of the profit or loss of disposal.

The Group's associates and joint ventures are measured at equity and included at the cost to purchase as at the acquisition date. The Group's stake in associates and joint ventures includes the goodwill arising from the respective acquisition.

The Group's share in profits and losses of associates and joint ventures is carried in the income statement from the date of acquisition (Share of result from joint ventures and associates), while the Group's share in the total other comprehensive income is shown in its revenue reserves. The accumulated changes arising after the acquisition are shown in the carrying amount of the shareholding. When the share in the loss of an associated company or joint venture equals or exceeds the Group's original stake in this company, including other unsecured receivables, no further losses are recognised. Any losses exceeding that stake are only recognised to the extent that obligations have been assumed or payments have been made for the associated company or joint venture.

Where the accounting and measurement methods applied by associates and joint ventures differ from the uniform accounting rules applied in the Group, the differences are adjusted.

Intercompany receivables and payables or provisions are eliminated, as are intercompany revenue, other income and the corresponding expenses. Intercompany results from intercompany deliveries and services are reversed through profit and loss, taking account of deferred taxes. However, intercompany losses are an indicator that an asset may be impaired. Intercompany profits from transactions with companies measured at equity are eliminated in relation to the Group's stake in the companies. Intercompany transactions are entered into on an arm's length basis.

Accounting and measurement methods

The consolidated financial statements are prepared according to the historical cost principle, with the exception of certain financial instruments such as financial assets and derivatives as well as plan assets from externally funded pensions benefit obligations held at fair value at the balance sheet date.

The financial statements of the consolidated subsidiaries are prepared in accordance with uniform accounting and measurement principles. The amounts recognised in the consolidated financial statements are not determined by tax regulations but solely by the commercial presentation of the financial position and performance as set out in the rules of the IASB.

Revenue recognition

TUI recognises revenue upon transfer of control over distinct goods or services to the customer. In Markets + Airline, TUI predominantly generates revenue from the sale of package holidays. The flights, hotel accommodation and other services included in a package holiday are transformed into one product for the customer through a significant integration service provided by TUI as tour operator within the meaning of IFRS 15, so that the package holiday constitutes one performance obligation for TUI. This revenue is recognised when TUI delivers the service for its customer, i.e. on a linear basis over the duration of the holiday tour, as customers consume their holiday on a pro rata basis. TUI generates further revenue from the sale of other tourist services, e.g. seat-only, accommodation-only, cruises, etc. Revenue is recognised when or as TUI has satisfied its performance obligation, either over time in relation to the duration of the journey if the services relate to a period of time, e.g. in the case of multi-day hotel stays, or at a point in time on the day of the performance of the performance obligation, e.g. for flight services on the day of the flight. Revenue from long-term contracts is recognised over the duration of the individual contract in accordance with IFRS 15.

Amendment fees do not constitute an independent performance obligation. Revenue is therefore recognised along with the delivery of the main performance obligation.

If TUI has control over the asset before it is delivered to the customer, TUI acts as the principal in relation to that service. Otherwise, TUI acts as an agent. As a principal, TUI carries the recognised revenue and costs in the income statement on a gross basis, e.g. for revenue from its own tour operator activities, for hotel revenue in own hotels, and for aviation revenue. When acting as an agent, TUI carries the relevant revenue on a net basis at the amount of the commission received, e.g. for car rental and hotel revenue for third-party hotels in which TUI does not have control over the hotel rooms. Passenger-related aviation taxes and fees charged by TUI on behalf of third parties and passed on to these third parties are carried in the income statement on a net basis.

TUI uses the practical expedient offered under IFRS 15.121(a). For open performance obligations as at the balance sheet date, TUI discloses all performance obligations for contracts with an original term of more than twelve months, i. e. at least twelve months lie between the start of the contract (in principle the booking date) and the end of the contract (in principle the end of the service).

TUI has to pay compensation to customers for flight delays or cancellations (so-called denied boarding compensation). These payments are directly related to the obligation of the flight service. Therefore these payments represent variable considerations under IFRS 15. Hence, denied boarding compensations are shown net in revenue.

Goodwill and other intangible assets

Acquired intangible assets are carried at cost. Internally generated intangible assets are capitalised at cost where an inflow of future economic benefits for the Group is probable and can be reliably measured. The cost to produce comprises direct costs and directly allocable overheads. Intangible assets with a finite service life are amortised over the expected useful life.

Intangible assets acquired as a result of business combinations are included at their fair value as at the date of acquisition and are amortised on a straight-line basis.

Useful lives of intangible assets

	Useful lives
Brands, licences and other rights	5 to 20 years
Transport and leasing contracts	12 to 20 years
Computer software	3 to 13 years
Customer base	7 to 15 years

If there are any events or indications suggesting potential impairment, the amortised carrying amount of the intangible asset is compared with the recoverable amount. Any losses in value going beyond wear-and-tear depreciation are taken into account through the recognition of impairment charges.

Depending on the functional area of the intangible asset, amortisation and impairment charges are included under cost of sales or administrative expenses.

Intangible assets with indefinite useful lives are not amortised but are tested for impairment at least annually. In addition, impairment tests are conducted if there are any events or indications suggesting potential impairment. TUI Group's intangible assets with an indefinite useful life consist exclusively of goodwill.

Impairment tests for goodwill are conducted on the basis of cash-generating units (CGU) or groups of cash-generating units.

Impairment charges are recognised where the carrying amount of the tested units, including the allocated goodwill, exceeds the recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and the present value of future cash flows based on continued use (value in use). The fair value less costs of disposal corresponds to the amount that could be generated between knowledgeable, willing, independent business partners after deduction of the costs of disposal.

Impairment of goodwill is shown separately in the consolidated income statement.

Property, plant and equipment

Property, plant and equipment are measured at amortised cost. The costs to purchase include costs to bring the asset to a working condition. The costs to produce are determined on the basis of direct costs and directly attributable indirect costs and depreciation.

Borrowing costs directly associated with the acquisition, construction or production of qualifying assets are included in the costs to acquire or produce these assets until the assets are ready for their intended use.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the underlying capitalisation rate is determined on the basis of the specific borrowing cost; in all other cases the weighted average of the borrowing costs applicable to the borrowings outstanding is applied.

Depreciation of property, plant and equipment is based on the straight-line method over the useful economic life. The useful economic lives are as follows:

Useful lives of property, plant and equipment

	Useful lives
Hotel buildings	30 to 50 years
Other buildings	25 to 50 years
Cruise ships	30 to 38 years
Aircraft	
Fuselages and engines	22 to 25 years
Engine overhaul	depending on intervals, up to 12 years
Major overhaul	depending on intervals, up to 12 years
Spare parts	up to 10 years
Operating and business equipment	3 to 10 years

Moreover, the level of depreciation is determined by the residual values at the end of the useful life of an asset. The residual value assumed at first-time recognition for cruise ships is between 4% and 30% of the acquisition costs. In the financial year 2025, the assumptions regarding the residual value of the ships of Marella Cruise Ltd were changed. For further information, please refer to the Note 14 ‘Property, Plant and Equipment’. The determination of the depreciation of aircraft fuselages and aircraft engines in first-time recognition is based on a residual value of a maximum of 5 % of the cost of acquisition. In addition, a residual value of 20 % is used to determine the scheduled depreciation of spare parts. The payments made under a power by the hour arrangement relating to maintenance overhauls are capitalised as PPE under construction up to a maintenance event at which point the cost is transferred to the appropriate PPE category.

Both the useful lives and residual values are reviewed on an annual basis when preparing the Group financial statements. The review of the residual values is based on comparable assets at the end of their useful lives as at the balance sheet date. Any adjustments required are recognised as a correction of depreciation over the remaining useful life of the asset. Where the review results in an increase in the residual value so that it exceeds the remaining net carrying amount of the asset, depreciation is suspended. In this case, the amounts are not written back.

Any losses in value going beyond wear-and-tear depreciation are taken into account through the recognition of impairment losses. If there are any events or indications suggesting impairment, the required impairment test is performed to compare the carrying amount of an asset with the recoverable amount.

Leases

Leases are agreements transferring the right to use an identified asset for a given period of time in return for a payment. As a lessee, TUI leases moveable assets such as aircraft, vehicles and cruise ships, as well as, in particular, immoveable property such as hotel buildings and land, office buildings and travel agencies. As a lessor, TUI subleases some aircraft, travel agency and office space as well as a hotel.

TUI as Lessee

TUI recognises right-of-use assets and corresponding lease liabilities for the lease arrangements in which it is the lessee, in the statement of financial position. As an exception, TUI applies the recognition and measurement exemptions for all short-term leases and low-value asset leases. A short-term lease is a lease that has a lease term of 12 months or less and does not contain a purchase option. The lease payments for those leases are recognised as an expense in the cost of sales or in administrative expenses on a straight-line basis over the lease term or on another systematic basis.

At the inception of an agreement, TUI evaluates whether it contains a lease. Apart from traditional lease, tenancy or leasing contracts, service or capacity agreements may also fall within the scope of IFRS 16. In connection with the purchase of mixed tourism services, the rental or purchase of the largest portion of a hotel's room capacity is identified as a lease component if TUI commits to its contract partner to purchase a fixed allotment of more than 90% of the hotel's capacity for a period of more than 12 months, provided the agreement does not include an exemption to return committed capacity for self-marketing by the hotelier, and if therefore an irrevocable payment obligation exists. For agreements that contain one or several lease components alongside non-lease components, TUI uses the option not to separate these non-lease components, in particular for vehicle or IT leases and for hotel capacity contracts.

At the commencement date, i.e. the date from which the lessee is entitled to exercise the right to use the underlying asset, a lease liability amounting to the present value of the lease payments not yet made as at that date is recognised. The lease payments include all fixed and in substance-fixed payments less any future lease incentives to be provided by the lessor. The lease payments also include variable payments linked to an index or an interest rate as well as expected payments from residual value guarantees. Lease payments for the exercise of extension, purchase and termination options are included if the exercise of these options is assessed as reasonably certain. As a rule, the lease payments are discounted at the lessor's interest rate implicit in the lease. If that rate is not known to TUI, the present value is determined using the incremental borrowing rate. After initial measurement, the carrying amount is increased to reflect interest on the lease liability and reduced to reflect the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The interest expense from the subsequent measurement of the lease liability is presented in the interest result. Variable lease payments not linked to an index nor to an interest rate are recognised through profit or loss in the period in which the event or condition that triggers the payment occurs.

In addition, a right-of-use asset is recognised at the commencement date. Right-of-use assets for the leased items are measured at amortised cost less cumulative depreciation/amortisation and cumulative impairment and adjusted for revaluations of the lease liability. The costs of a right-of-use asset comprise the present value of the future lease payments plus initial direct costs and the lease payments made prior to commencement less any lease incentives received and the estimated costs to be incurred to restore the leased asset to the condition required by the terms and conditions of the lease. Capitalised right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the expected useful life of the right-of-use asset. If the lease transfers ownership of the leased asset to TUI by the end of the lease term, or if the lease payments reflect the future exercise of a purchase option, the right-of-use asset is depreciated over the useful life of the leased asset. Depreciation of capitalised right-of-use assets is carried in the cost of sales or in administrative expenses.

Sale and Leaseback

For sale and leaseback transactions, TUI initially determines in accordance with IFRS 15 whether the transfer of the asset has to be accounted for as a sale. If the transfer is accounted for as a sale, TUI recognises the right-of-use asset associated with the sale and leaseback transaction, as seller and as lessee, at the proportion of the previous carrying amount that relates to the right-of-use asset retained. The gain or loss from the sale transaction is carried in profit or loss on a pro rata basis at the amount of the rights transferred to the buyer and lessor. If the transfer is not accounted for as a sale, TUI continues to recognise the legally transferred asset as before and carries a financial liability for the proceeds received.

TUI as Lessor

As a lessor, TUI classifies each lease as an operating lease or a finance lease. If TUI as a lessor has substantially all the risks and rewards incidental to ownership of the underlying asset, the lease is classified as an operating lease. If the lease transfers substantially all the risks and rewards incidental to ownership of the underlying asset to the lessee, the lease is classified as a finance lease.

For subleases, the lease classification has been made by reference to the right-of-use asset arising from the head lease in accordance with IFRS 16 and not by reference to the underlying lease asset.

The lease payments from operating leases are recognised in revenue on a straight-line basis over the lease term. Any initial direct costs incurred in obtaining the lease are added to the carrying amount of the underlying leased item and depreciated over the lease term on a straight-line basis.

For finance leases, TUI recognises a lease receivable at an amount equal to the net investment in the lease and derecognises the underlying leased asset or the right-of-use asset from the head lease. The lease payments made by the lessees are broken down into an interest portion and a redemption portion using the effective interest rate method so as to produce a constant periodic rate of interest on the balance of the net investment. The redemption portions received are deducted from the lease receivable. The interest portion of the payments received is carried in the interest result.

Financial instruments

Financial instruments are contractual rights or obligations that will lead to an inflow or outflow of financial assets or the issue of own equity instruments for one of the two contracting parties and correspondingly to an inflow or outflow of financial assets for the other contracting party. They also comprise (derivative) rights or obligations derived in particular, from non-derivative financial assets.

Non-derivative financial assets and financial liabilities

The classification and measurement of financial assets are determined on the basis of the business model assigned to manage financial assets and the related contractual cash flows. At initial recognition of financial assets, the classification comprises the categories “Financial assets at amortised cost (AC)”, “Financial assets at fair value through other comprehensive income (FVTOCI)” and “Financial assets at fair value through profit and loss (FVPL)”.

With the exception of trade receivables, non-derivative financial assets are recognized at fair value. Trade receivables are initially recognized at transaction price. When recognised for the first time, they are either classified at amortised costs or at fair value, depending on their objective. Non-derivative financial assets are classified as financial assets at amortised cost when the objective of the entity’s business model is to hold the financial assets to collect contractually agreed cash flows, and when the cash flows exclusively constitute interest and principal payments on the nominal amount outstanding.

For financial assets held at amortised cost, a loss allowance for expected credit losses is recognised in accordance with IFRS 9. Loss allowances for financial assets are based on either full lifetime expected credit losses or 12-month expected credit losses. A loss allowance for lifetime expected credit losses is required for a financial instrument if the credit risk of that financial asset has increased significantly since initial recognition or if the financial instruments are trade receivables, lease receivables or contract assets. For all other financial instruments, expected credit losses are measured at an amount equal to the 12-month expected credit losses.

IFRS 9 allows entities to apply a simplified approach inter alia for trade receivables. Lifetime expected credit losses on all these assets can be recognised at initial recognition. TUI applies the simplified approach for all trade receivables.

Impairments and reversals of impairments are recognised under ’Impairment / reversals of impairment of financial assets’ in the income statement.

The equity instruments held in the balance sheet item ‘Other financial assets’ were irrevocably designated as ‘Financial assets at fair value through OCI’ as they are held for medium- to long-term strategic objectives. These instruments are stakes in associated non-consolidated subsidiaries, equity investments and other investments. Recognising all fluctuations in the fair value in the income statement would not be in line with the Group’s strategy. They are allocated to non-current assets unless the entity intends to sell them within twelve months after the balance sheet date. Dividends from these equity instruments are recognised in the income statement unless the dividends are clearly a partial repayment of the cost to purchase the equity instrument.

The cumulative gain or loss from the subsequent measurement of the equity instruments recognised in other comprehensive income will continue to be recognised in equity even after the equity instrument has been derecognised and reclassified to revenue reserves.

All other financial assets not recognised at amortised cost or at fair value through OCI must be measured at fair value through profit and loss.

Financial assets are derecognised at the date on which the rights for payments from the assets expire or are transferred and therefore at the date on which essentially all risks and rewards of ownership are transferred. The rights to an asset expire when the rights to receive the cash flows from the asset have expired. For transfers of financial assets, it is assessed whether they have to be derecognised in accordance with the derecognition requirements of IFRS 9.

Non-derivative financial liabilities are recognised in the consolidated statement of financial position if an obligation exists to transfer cash and cash equivalents or other financial assets to another party. A non-derivative financial liability is initially recognized at its fair value. For loans taken out, the nominal amount is reduced by discounts retained and transaction costs paid and discounted over the expected remaining term of the liability. The subsequent measurement of non-derivative financial liabilities is effected at amortised cost using the effective interest method. TUI does not use the fair value option.

Financial liabilities are derecognised when the obligations specified in the contract are discharged, cancelled or expire.

All foreign exchange differences resulting from the translation of trade accounts payable are recognised in the income statement within cost of sales. Foreign exchange differences from the translation of liabilities not resulting from normal operating processes are reported under Other income / expenses, Financial expenses/income or Administrative expenses, depending on the nature of the underlying receivables or payables.

The convertible bonds on shares in TUI AG have to be accounted for as compound financial instruments. Compound financial instruments are divided into an equity and a debt component in accordance with IAS 32. The debt component shown under financial liabilities is valued, less the pro rata transaction costs and added to the repayment amount using the effective interest method. The equity component is valued at the residual value that results after deducting the amount determined for the debt component from the fair value of the entire instrument. The pro rata transaction costs of the equity component are deducted from this component. No gain or loss will result from the exercise or expiry of the relevant conversion option.

Derivative financial instruments and hedge accounting

At initial measurement, derivative financial instruments are measured at the fair value attributable to them on the date the contract is entered into and recognised in the balance sheet. Subsequent measurement is also recognised at the fair value calculated at the respective balance sheet date. The method used to recognise gains and losses depends on whether the derivative financial instrument is part of an effective hedging relationship. Where derivative financial instruments are not part of a hedging relationship in connection with hedge accounting, they are recognised through profit or loss. If an effective hedging relationship exists, the unrealised gains and losses from the fair value valuation of derivative financial instruments that are designated as hedging instruments within hedge accounting are initially recognised directly in equity.

Hedge accounting is used exclusively to hedge the exposure due to foreign currency and fuel price fluctuations in cash flows from highly probable forecast transactions (cash flow hedges). Hedges of balance sheet items (fair value hedges), i.e. hedges of the fair value of an asset or a liability which would be accounted for at amortised cost, are currently not designated in hedge accounting.

Upon entering into a transaction, the hedge relationship between the hedge and the hedged item, the risk management goal and the underlying strategy are documented. In addition, both at the beginning of the hedging relationship by using the Critical Terms Match method and on a continual qualitative basis, it is quantitatively monitored and documented whether the changes in the fair value of the derivatives used in the hedging relationship effectively compensate for the highly probable expected cash flows of the underlying transactions.

If an effective hedging relationship is to be assumed prospectively due to the Critical Terms Match method and during the hedging relationship on the basis of an economic relationship with a compensating effect between the underlying transaction and the hedging instrument over the entire term, the transaction is recognised as a hedging relationship.

TUI Group applies the provisions of IFRS 9 to hedge accounting. For hedges entered into up to 31 March 2024, the provisions of IAS 39 have been applied. All remaining hedging transactions originally designated under IAS 39 will expire in the first quarter of the upcoming financial year. The cost of hedging approach does not apply to these transactions. The method used to recognise gains and losses depends on whether the derivative financial instrument is fully or only partly designated as a hedging instrument, and on the type of underlying transaction. The effective and designated portion of the cumulative changes in the fair value of derivatives designated as cash flow hedges is recognised in a separate component of equity, in the cash flow hedge reserve. The cumulative fair value changes of the portions of a derivative financial instrument that were not designated as a hedging instrument and that were entered into on or after 1 April 2024 are presented in a separate item within equity, the cost of hedging reserve. Any changes in the cumulative fair value changes of the portions of a derivative financial instrument entered into by 31 March 2024 and not designated as a hedging instrument are recognised directly through profit or loss. Any ineffective portion of such changes in the fair value of derivative financial instruments designated in hedge accounting is immediately recognised in the income statement through profit or loss.

The cumulative gains or losses recognised in equity are generally reclassified to the income statement and recognised as income or expense in the period in which the underlying transaction affects profit or loss. In the event of hedges of a highly probable forecast transaction resulting in the recognition of a non-financial item, the cumulative gains or losses previously recognised in equity are derecognised from equity and carried as part of the acquisition cost (basis adjustment).

If a hedge expires, is sold or no longer meets the criteria of IFRS 9 for hedge accounting, the cumulative gain or loss previously recognised in equity remains in equity and is only recognised in the income statement when the originally hedged forecasted transaction occurs. If the forecasted transaction is no longer expected to take place, the cumulative gains or losses recognised directly in equity are immediately recognised through profit or loss.

More detailed information on the Group's risk management activities is provided in Note 39 as well as the 'Risk report' section in the Management Report.

Contractual assets and trade receivables

If TUI has fulfilled their contractual obligations, contractual assets or trade receivables are carried. Trade receivables are carried if the claim for the acquisition of the consideration is no longer subject to a condition. As a rule, this is the case when the Group is contractually entitled to issue an invoice to the customer that has not yet been paid in advance through a customer deposit. Due to the tourism business model under which customers pay for their travel services in advance, TUI generally does not have any contractual assets.

Contractual costs

The direct costs immediately resulting from obtaining a contract, e.g. sales commissions to travel agencies for sales of travel services, are capitalised as contractual costs in the statement of financial position upon payment of the commission. As a rule, the resulting expenses are recognised over the duration of the travel service in line with the associated revenue.

Inventories

The measurement method applied to similar inventory items is the average cost formula.

Emission Certificates

CO_2 certificates are recognised as intangible assets and reported under other non-financial assets. The valuation of freely allocated rights and purchased rights is carried out at cost. There is no scheduled depreciation.

Provisions are recognised for the obligation to submit emission certificates. The provisions are valued based on the average cost of the certificates intended for submission to the relevant registry.

Cash and cash equivalents

Cash and cash equivalents comprise cash, call deposits, current account balances and other highly liquid current financial assets with an original term of a maximum of three months, such as shares in money market funds. Investments in money market funds are made in shares with a stable net asset value or LVNAV (low volatility net asset value). The investment criteria of the individual money market funds, their credit ratings, historical performance and stress tests meet the criteria for cash and cash equivalents. As the contractual cash flows of the money market funds do not exclusively comprise interest and principal payments, they are measured at fair value through profit or loss.

Bank overdrafts are shown as liabilities to banks under current financial liabilities.

Equity
Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or conversion options are taken to equity on a net after-tax basis as a deduction from the issuance proceeds.

Own shares
The group's holdings in its own equity instruments are shown as deductions from shareholders' equity at cost, including directly attributable transaction costs. No gain or loss is recognised in the income statement on the purchase or sale of shares. Any difference between the proceeds from sale and the original cost are taken to reserves.

Pension provisions
The pension provision recognised for defined benefit plans corresponds to the net present value of the defined benefit obligations (DBOs) as at the balance sheet date less the fair value of the plan assets. If the value of the plan assets exceeds the value of the DBO, the excess amount is shown within other non-financial assets as far as the capitalisation is not limited under the asset ceiling defined in IAS 19. The DBOs are calculated annually by independent actuaries using the projected unit credit method.

For defined contribution plans, the Group pays contributions to public or private pension insurance plans on the basis of a statutory or contractual obligation or on a voluntary basis. The Group does not have any further payment obligations on top of the payment of the contributions. The contributions are recognised under staff costs when they fall due.

Other provisions
Other provisions are formed when the Group has a current legal or constructive obligation as a result of a past event, where in addition it is probable that assets will be impacted by the settlement of the obligation and the level of the provision can be reliably determined.

Where a large number of similar obligations exist, the probability of a charge over assets is determined on the basis of this group of obligations. A provision is also recognised if the probability of a charge over assets is low in relation to an individual obligation contained in this group.

Provisions are measured at the present value of the expected expenses, taking account of a pre-tax interest rate, reflecting current market assessments of the time value of money and the risks specific to the liability. Risks already taken into account in estimating future cash flows do not affect the discount rate. Increases in provisions due to accretion of interest are recognised as interest expenses through profit or loss.

Touristic advance payments received (contract liabilities)
A contract liability is an obligation of the Group to deliver goods or services for a customer for which the customer has already delivered a performance, e.g. in the form of payment of a deposit. In the tourism business model, customers pay deposits on most travel services prior to departure. The deposits received therefore constitute contract liabilities within the meaning of IFRS 15.

Deferred taxes and income taxes
Expected tax savings from the use of tax losses carried forward assessed as recoverable in the future are recognised as deferred tax assets. Regardless of the unlimited ability to carry German tax losses forward which continues to exist, the annual utilisation is limited by the minimum taxation. Foreign tax losses carried forward frequently have to be used within a given country-specific time limit and are subject to restrictions concerning the use of these losses carried forward for profits on ordinary activities, which are taken into account accordingly in the measurement.

Income taxes are charged or credited directly to equity or other comprehensive income if the tax relates to items that are charged or credited to equity or recognised in other comprehensive income without affecting Group profit or loss.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference or an unused tax loss can be utilised.

Deferred taxes are measured at the tax rates and tax provisions applicable at the balance sheet date or adopted by law and expected to be applicable at the date of recognition of the deferred tax asset or the payment of the deferred tax liability.

Deferred and current income tax liabilities are offset against the corresponding tax assets if they exist in the same fiscal territory and have the same nature and maturity.

Information on Global Minimum Taxation

The TUI Group falls within the scope of on global minimum taxation regulations (Pillar II). According to these regulations, an additional tax (so-called top-up tax) is levied for jurisdictions that are taxed at an effective rate of less than 15 percent.

This top-up tax is an income tax within the scope of IAS 12 and is recognized under income taxes at the time it arises.

The Group has applied the temporary mandatory exception from the accounting requirements for deferred taxes (IAS 12.4A). Accordingly, no deferred taxes are reported in relation to the global minimum taxation regulations, and no related information is disclosed.

In the financial year 2025, income taxes from global minimum taxation amounting to €2.0m were recognized.

Share-based payments

Share-based payment schemes in the Group comprise both cash-settled and equity-settled schemes.

For cash-settled transactions, the resulting liability for the Group is charged to expenses at its fair value as at the date of the performance of the service by the beneficiary. Until settlement of the liability, the fair value of the liability is re-measured at every closing date and all changes in the fair value are recognised through profit and loss.

For equity-settled transactions the fair value of the awards granted is recognised under staff costs with a corresponding direct increase in equity. The fair value is determined at the point when the awards are granted and spread over the vesting period during which the employees become entitled to the awards.

Summary of selected accounting and measurement methods

The table below lists the key accounting and measurement methods used by TUI Group.

Summary of selected measurement bases

Item in the statement of financial position	Measurement base
Assets	
Goodwill	At cost (subsequent measurement: impairment test)
Other intangible assets with definite useful lives	At amortised cost
Property, plant & equipment	At amortised cost
Right-of-use assets	At amortised cost
Investments in joint ventures and associates	At the Group's share of the net assets of the joint ventures and associates
Financial assets	
Equity instruments within other financial assets	At fair value through other comprehensive income (without subsequent reclassification to profit or loss)
Trade and other receivables	At amortised cost or at fair value through profit or loss (depending on the underlying business model and the contractual cash flows)
Derivative financial assets	At fair value through profit or loss or, in case of certain hedging relationships, at fair value through other comprehensive income with a reclassification to profit or loss or a basis adjustment
Cash and cash equivalents	At amortised cost or at fair value through profit or loss
Inventories	Lower of cost and net realisable value
Touristic prepayments	At cost (or lower recoverable amount)
Assets held for sale	Lower of cost and fair value less costs of disposal
Liabilities and Provisions	
Financial liabilities	At amortised cost
Provision for pensions	Projected unit credit method
Other provisions	Present value of the settlement amount
Lease liabilities	At amortised cost
Touristic advance payments received	At amortised cost
Other financial liabilities	
Non-derivative financial liabilities	At amortised cost
Derivative financial liabilities	At fair value through profit or loss or, in case of certain hedging relationships, at fair value through other comprehensive income with a reclassification to profit or loss or a basis adjustment
Payables, trade and other liabilities	At amortised cost

Key judgements, assumptions and estimates

The presentation of the assets, liabilities and provisions as well as contingent assets and liabilities shown in the consolidated financial statements is based on judgements, assumptions and estimates. Any uncertainties are appropriately taken into account in determining the values.

All estimates and assumptions are based on the conditions and assessments as at the balance sheet date. In evaluating the future development of business, reasonable assumptions are made regarding the expected future economic environment in the business areas and regions in which the Group operates.

Despite careful preparation of the estimates, actual results may differ from the estimate. In such cases, the assumptions and the carrying amounts of the assets and liabilities concerned, if necessary, are adjusted accordingly. As a matter of principle, changes in estimates are taken into account in the financial year in which the changes have occurred and in future periods.

Judgements

The judgements made by management in applying accounting policies that may have a significant impact on TUI Group's assets and liabilities mainly relate to the following topics:

- Assessment of when the Group has control over an investee and therefore consolidates this investment
- Definition of whether a Group company acts as an agent or as a principal in a transaction
- Determination of whether an agreement is to be classified as a lease or contains a lease
- Determination of the term of the lease as a lessee in the event of agreements with extension or termination options

Determination of the term of the lease as a lessee

TUI determines the term of the lease based on the non-cancellable period for which the lessee has the right to use the asset, together with any periods covered by extension options, if exercise of that option by TUI is reasonably certain, as well as periods covered by termination options if TUI is reasonably certain that it will not exercise that option. Many of TUI's individually negotiated aircraft and real estate leases contain extension or termination options.

TUI applies judgement in evaluating whether it is reasonably certain that an option to renew will be exercised or that an option to terminate the lease will not be exercised. In this context, TUI considers all relevant facts and circumstances that create an economic incentive for TUI to exercise, or not to exercise, the extension or termination option, respectively. From the commencement date, TUI remeasures the lease term if there is either a significant event or a significant change in the circumstances within our control that alters any of our assessments about what is reasonably certain. The lease term, for instance, is adjusted if an extension option is exercised or if a termination option is not exercised and if this had been considered differently in the original assessment.

For aircraft leases, we determine the end of the lease term on the basis of the contractually agreed return date. For medium- to long-term property agreements, e.g. office buildings, hotels or travel agency leases, options to renew the lease are included in the lease term to the extent to which TUI presumes that the future exercise of the option is reasonably certain in the individual case.

For information on potential future lease payments relating to periods after the exercise date for extension or termination options, please refer to Note 15.

Assumptions and estimates

Assumptions and estimates that may have a material impact on the amounts reported as assets and liabilities in TUI Group are mainly related to the following balance sheet-related facts and circumstances:

- Assumptions for use in impairment tests, in particular for goodwill and property, plant and equipment
- Effect of climate-related risks on the useful lives and the measurement of assets
- Impact of geopolitical risks and uncertainties on measurements of assets
- Determination of the fair values for acquisitions of companies and determination of the useful lives of acquired intangible assets
- Determination of useful lives and residual carrying amounts of property, plant and equipment
- Determination of actuarial assumptions to measure pension obligations
- Recognition and measurement of other provisions
- Determination of the incremental borrowing rate used to measure lease liabilities
- Recoverability of future tax savings from tax losses carried forward and tax-deductible temporary differences
- Measurement of tax risks
- Recoverable amounts of touristic prepayments
- Determination that the package holiday represents a performance obligation due to the significant integration service
- Determination of period-related revenue recognition on a straight-line basis over the duration of the trip
- Determination of the expected credit losses (ECL) of financial instruments

Assumptions for use in impairment tests, in particular for goodwill and property, plant and equipment

The impairment tests are performed on the basis of future discounted cash inflows derived from the medium-term corporate planning. Both the derivation of future cash inflows and the determination of the interest rate are heavily influenced by assumptions and estimates and are associated with uncertainties. In addition assumptions and estimates regarding the financial impact of climate-related risks were made, which are described further below.

The determination of future cash surpluses is based on the following assumptions regarding the development of TUI's business: In financial year 2025, TUI achieved a further year-on-year increase in customer numbers. Revenue increased by more than 4%, while underlying EBIT grew by more than 9% versus financial year 2024. Further growth in revenues and underlying EBIT is expected for financial year 2026. Growth and cost base reduction are planned through the transformation of the Markets + Airline into an integrated global curated leisure marketplace. Additionally, it is assumed that increased use of online sales channels and especially the app, the provision of dynamic production capacities for flights and accommodation, and investments in digitalization will lead to improved results. In the medium term, an improvement in the adjusted EBIT margin of the Markets + Airline to over 3% is expected. In the Cruises segment, results are expected to rise until the 2028 financial year, particularly due to the expansion of the TUI Cruises fleet. TUI Cruises commissioned a new ship in spring 2025 and will expand its fleet to nine ships (excluding the five ships of the Hapag-Lloyd Cruises brand) by 2026 with the delivery of another vessel. The additional shipbuilding contracts signed on 29 September 2025 will not affect results within the three-year plan, as deliveries are scheduled for 2031 and 2033. In September 2025, Marella Cruises withdraw from its shipbuilding capacities. Accordingly, the impairment assessment for Marella Cruises has been conducted under the premise that the company will continue its operations utilizing the current fleet. Therefore, the future discounted cash flows attributable to the remaining useful life of this fleet are utilized for the purposes of the impairment test. Plans for the Hotels & Resorts segment include further earnings growth through asset-right capacity expansion, for example by management and franchise agreements and in equity companies. Furthermore, investments in own hotels are planned. The development of TUI Musement depends, firstly, on the development of customer numbers in the Markets + Airline sector. Meanwhile, TUI Musement is expected to generate growth by expanding its own and direct distribution, both online and via the app.

Other key factors are the weighted average cost of capital after income taxes (WACC), on which discounting is based, the sustainable growth rate and the growth in perpetuity. Changes in these assumptions may have a significant impact on the recoverable amount and the amount of any impairment loss.

The weighted average cost of capital after income taxes (WACC), on which discounting is based, was derived from external capital market information about comparable companies. The cost of capital to Markets + Airline was increased by an additional risk premium of 2.4% (previous year: 2.4%). This additional risk premium was based on an analysis of internal and external market expectations and reflects the elevated uncertainty with regard to medium- and long-term market developments. Additional country-specific risk premiums are included, in particular, in the measurement of individual hotels. For further details on the determination of WACC refer to the section 'Goodwill'.

Finally, we have implemented sensitivity analyses to estimate the uncertainty associated with the assumptions on which the impairment tests are based. The sensitivities and their impact on the fair value result exclusively from the adjustment of individual parameters. Possible compensatory measures were not taken into account. Sensitivities have been calculated for changes of the WACC and sustainable growth in perpetuity. In addition, sensitivity analyses have been carried out for a general increase or decrease of future cash flows and for material climate related risks. For further details refer to the section 'Goodwill'.

Effect of climate-related risks on the useful lives and the measurement of assets

Overview of climate related risks

The tourism industry faces significant impacts from climate change. As temperature rises the attractiveness of certain destinations might decline. Extreme weather events due to climate change might damage our assets and might lead to increased cancellations of holidays. Political and legal developments wil increase the expenses for emission certificates and customer preferences might change. Climate change might also present opportunities for TUI, for example extending the touristic season in summer destinations or to diversify to new regions. All these changes will impact the financial performance of TUI and will have a more significant impact long term.

As a result of climate-related risks TUI has committed in 2023 to the Science Based Targets initiative (SBTi) to reduce emissions by 2030 in comparison to a baseline 2019. Our targets are:

- Reduction of CO_2e per revenue passenger kilometre by 24% by 2030
- Reduction of absolute CO_2e from our cruise operations by 27.5% by 2030
- Reduction of absolute CO_2e from TUI Hotels & Resorts by 46.2% by 2030

Furthermore, it is the commitment of TUI to achieve net-zero emissions by 2050. The reduction of emissions will be accomplished with investments in new technologies and the use of fuel with less CO_2 emissions.

To assess the impact of climate-related risks on our financial performance and business model TUI has conducted a qualitative and quantitative climate risk assessment in the Financial Year 2023. A number of assumptions underpin this assessment regarding changes to the intensity and frequency of weather related events, technological development, development of energy and emission certificate prices and the development of knowledge on global warming. The assumptions are reviewed and adjusted as necessary. The impact of climate-related risks was assessed for two scenarios, one scenario which implies a global warming of approximately 4.3°C and a scenario which implies a global warming of approximately 1.5°C, both by 2100. The analysis was carried out for the periods up to 2030, 2040 and 2050. The level of uncertainty of the results of the analysis increases over time.

Given the uncertainty TUI has applied critical estimation and judgment in the evaluation of the impact of climate-related risks regarding the recognition and measurement within its financial statements which are described below.

Effect of climate-related risks on the useful lives of assets

The useful lives of assets can be affected by climate-related risks in different ways:

- Physical changes in the climate like an increased frequency and intensity of acute events (storms, fire and floodings) as well as long term trends like increased temperature might impact our assets.
- Transitional changes related to the transition to a low-carbon economy including policy, legal, technology and market changes might affect the use of our assets.

In the assessment of the impact of the climate change on the useful lives of our assets TUI applied the following assumptions and estimates:

The impact of physical risks on our aircraft and our cruise ships is assumed to be low. Both assets could be used flexibly, and itineraries or flight routes could be adjusted. The main risk relates to the commitment of TUI to decarbonize its business. However, all aircraft in the current aircraft fleet have the capability to utilise sustainable aviation fuel (SAF). In addition, the useful lives of our aircraft, which are mainly leased and recognized as right of use assets, end before 2050 so that TUI could replace the aircraft with new technologies such as hydrogen powered aircraft. Likewise, our cruise ships can either already utilise sustainable marine fuel (SMF) or can be converted to do so. Accordingly, TUI concluded that climate-related risks do not affect the useful life of aircraft or cruise ships.

TUI also assessed the useful lives of our hotels in light of climate related risks. Based on the aforementioned analysis TUI concludes that the risk from acute weather events like storms, fire and floodings will increase only to a level which is still manageable through insurance and the large and regional spread of our hotels & resorts portfolio. Furthermore, the increase of these risks will most likely occur in the long term so that our leased hotels with a relatively short useful life are less affected. Based on this analysis TUI concludes that none of our hotels will have a reduced useful life due to sea level rise. The risk for our hotels relating to the decarbonization of our business is assumed to be low as there exists already technology to produce carbon neutral energy for example from renewable sources such as solar panels or wind turbines. The useful lives of our hotels could also be affected by consumer behaviour reacting to e.g. increased temperatures. Certain destinations might see a reduced number of tourists in the long term, especially in the peak season e.g. in summer in the Mediterranean. However, it is assumed that the shoulder seasons in spring and autumn will become broader which will mitigate this effect. In addition, TUI has the ability to steer our customers to our owned Hotels and to manage reduced numbers of guests through reduction in use of 3rd party capacity. Overall, TUI does not see any impact of more climate-related risks on the useful lives of hotels.

Overall useful lives and residual values have not been amended in the previous and reporting year as a result of climate related risks.

Impact of climate-related risks on the measurement of deferred tax assets in relation to losses carried forward

TUI applies a five-year planning horizon derived from its medium-term corporate planning when determining the usability of tax losses carried forward and deductible temporary differences. Medium-term climate-related risks are factored into the measurement of deferred tax assets in relation to losses carried forward. Accordingly, the considerably higher charges that will occur in the long term do not impact the measurement of deferred tax assets in relation to losses carried forward.

Impact of climate-related risks on impairment tests, in particular for goodwill and property, plant and equipment

When performing impairment tests, the discounted future financial charges determined on the basis of the above-mentioned climate-related risk analysis were deducted from the discounted future cash flow surpluses calculated based on our medium-term planning. Due to the long-term nature of these future charges and uncertain technological and regulatory developments, the charges determined in this manner are subject to a high level of uncertainty.

The underlying assumption is that until 2030 TUI will reduce its climate-damaging emissions in accordance with the SBTi and will subsequently follow a linear path to achieving net-zero emissions by 2050. It is likewise assumed that the emissions of our suppliers are reduced for the period up to 2050. These will be achieved in particular by gradually replacing aircraft fuel and bunker oil with fuels that do not cause climate-damaging emissions. The expectation here is that these fuels will be available in sufficient quantities. This assumption depends on the development of technologies and production capacities and is therefore subject to elevated uncertainty. A key estimate concerns price movements for fuels without greenhouse gas emissions. Currently the prices for these fuels are far higher than conventional fuels. In contrast to the previous year, it is now anticipated that the prices for fuels with no greenhouse gas emissions will significantly exceed those of conventional fuels. The prior year's assumption had been that prices would converge by 2050. This revised expectation is based on the incorporation of various estimates regarding future price developments, as well as procurement experience with such fuels.

Technological innovation, such as in the form of hydrogen-powered aircraft, is not taken into account. Greater fuel efficiency was only considered insofar as it relates to the planned fleet renewal in aviation or else can be achieved by means of known technologies such as underwater coatings on cruise ships. Fleet expansion in the Cruises segment at TUI Cruises has also been factored in. In the segment Hotels & Resorts, it is assumed that emission reductions will be achieved by means of existing and continued investments in renewable energies, such as solar panels.

This reduction in greenhouse gas emissions will be underpinned by a public regulatory framework encompassing everyone, including TUI's suppliers, leading in particular to a reduction in free emission allowances or an increase in the price of emission certificates. While harmful gas emissions will be reduced in the manner described above, rising prices for emission certificates will generate substantial financial charges before the expenses for emission certificates drop to zero in 2050. The calculation of these financial charges reflects TUI's own costs, and the costs of emission certificates passed on by suppliers.

In addition, physical risks from climate-related one-off events such as storms or floods or long-term developments such as rising temperatures, affecting the Hotels & Resorts segment, were taken into account. Average annual charges were determined based on external studies. It is expected that the financial impact of these climate-related risks is relatively low.

Overall, the use of low-emission fuels and rising prices for emissions will lead to significant financial charges, particularly for energy-intensive aviation operations in the Northern Region, Western Region, and Central Region segments. The Cruises segment will also be impacted. In Hotels & Resorts segment, the burden will be relatively low; in fact, the autonomous generation of energy, such as by means of solar power, may even generate cost savings.

One key assumption, then, concerns the extent to which costs for low-emission fuels and emission certificates can be passed on to customers. TUI assumes that the reduction in greenhouse gas emissions will generate general price increases (green inflation). TUI additionally benefits from opportunities to pass on costs across the entire value chain. Overall, TUI therefore assumes that it will be able to pass on 90% of the costs in aviation, a sector that is particularly affected, and 95% in other sectors.

In the light of the uncertainties regarding the long-term financial burden from climate-related risks, TUI has calculated sensitivities for the particularly affected Markets + Airline. These are presented in the section on 'Goodwill'. The sensitivities relate to assumptions on the development of climate-related risks in general, the development of prices for alternative fuels and emission certificates and the potential for passing on climate change-related costs to our customers. Overall, TUI does not regard climate-related risks as a triggering event for carrying out impairment tests.

Impact of geopolitical risks and uncertainties on measurements of assets

Geopolitical risks and uncertainties arising from geo- and economic-political conflicts, pandemics, and natural disaster – such as the Russian war of aggression against Ukraine, armed conflicts in the Middle East, or U.S. trade and tariff policies – may adversely impact TUI's operating performance and financial position. The asset valuation is based on the following key assumptions:

Crises and wars, for example in the Middle East or Ukraine, may lead to volatility in fuel prices, which directly affects operating costs for our cruise ships and aircraft. A significant portion of the expenditure within the Markets + Airline is denominated in foreign currencies other than the functional currency of the respective unit. Consequently, exchange rate fluctuations and volatile fuel prices caused by geopolitical incidents could have an impact on future net cash inflows. The valuation of the assets of these businesses assumes that TUI's hedging strategy effectively mitigates the impact of fuel price volatility and foreign exchange risk. For further information on the risk management of TUI see section 'Financial instruments'.

Subdued macroeconomic growth and inflationary pressures due to geo- and economic-political conflicts may increase price elasticity among customers, a trend further amplified by the transparency of online platforms and artificial intelligence-driven booking platforms. This risk primarily affects the Markets + Airline. As a tour operator, these units typically enter into fixed contractual commitments for flight and hotel capacity prior to the season, creating exposure to underutilization risk or distressed pricing in the event of declining demand. The valuation of the assets of these businesses incorporates the assumption that the accelerated roll-out of dynamic packaging solutions – where TUI does not pre-commit to fixed capacity – as well as the strategic transformation of Markets & Airline into an integrated platform with cross-border capacity allocation will mitigate this risk. For the impairment test of assets within Markets + Airline, a discount rate (WACC) including a risk premium of 2.4% has been applied to reflect amongst others these uncertainties. Sensitivity analyses performed on the goodwill impairment tests for the Northern Region, Western Region, and Central Region did not indicate any impairment (see section 'Goodwill').

Geopolitical risks in destinations primarily affect assets within the Hotels & Resorts segment. Political instability or anti-tourism movements may lead to decrease in demand for certain destinations, resulting in lower occupancy rates of hotels. The valuation of assets in Hotels & Resorts assumes that such disruptions are temporary only and therefore have a limited impact on the valuation of hotels held as long-term investments. In addition, TUI can offer hotels in other destinations. Furthermore, TUI retains the flexibility to prioritize its owned hotel portfolio to optimize occupancy and mitigate valuation risk. TUI has implemented emergency response and business continuity plans that minimize operational disruption and reduce risks to our reputation and financial integrity. The board assumes that TUI will maintain destination acceptance through social and environmentally responsible tourism practices and strategic partnerships with local stakeholders. Given the inherent unpredictability of these risks, country-specific risk premiums embedded in the discount rate for individual hotel valuations serve to capture these uncertainties in the impairment assessment.

The impact of natural disasters on assets, particularly within Hotels & Resorts, is assessed as minor due to comprehensive insurance coverage and therefore does not affect the valuation.

Within the Cruises segment geopolitical risks exist comparable to those in Markets + Airline, particularly in relation to fuel price volatility and exchange rate fluctuations. These risks are actively mitigated through TUI's comprehensive hedging strategy. Local risks, such as natural disasters or regional conflicts, are assessed as having a limited impact, as cruise itineraries and destination ports can be adjusted flexibly in response to such events.

Business acquisitions and intangible assets

In accounting for business combinations, the identifiable assets, liabilities and contingent liabilities acquired have to be measured at their fair values. In this context, cash flow-based methods are regularly used, which may lead to different results depending on the underlying assumptions. In particular, some judgement is required in estimating the economic useful lives of intangible assets and determining the fair values of contingent liabilities.

Detailed information on business acquisitions and useful lives of intangible assets is provided in the section 'Acquisitions – divestments' in the section on 'Principles and methods of consolidation' and in the section on 'Goodwill and other intangible assets' of the section 'Accounting and measurement methods'.

Property, plant and equipment

The measurement of wear-and-tear to property, plant and equipment items entails estimates. The carrying amount of property, plant and equipment as at 30 September 2025 totals €4,133.3m (previous year €3,697.4m). Material assumptions and estimates are the determination of useful lives and residual carrying amounts of property, plant and equipment. The effects of climate-related risks are also taken into account here. From the analysis to review the amounts carried, an evaluation is carried out on a regular basis to assess whether there are any indications of a potential impairment. These indications relate to a number of areas and factors, e.g. the market-related or technical environment but also physical condition. If any such indication exists, management must estimate the recoverable amount on the basis of expected cash flows and appropriate interest rates.

More detailed information on the useful lives and residual values of property, plant and equipment items is provided in the section 'Property, plant and equipment' in the section 'Accounting and measurement methods'.

Pension provisions

As at 30 September 2025, the carrying amount of provisions for pensions and similar obligations totals €618.6m (previous year €664.4m). For those pension plans where the plan assets exceed the obligation, other non-financial assets amounting to €95.0m are shown as at 30 September 2025 (previous year €75.4m).

In order to determine the obligations under defined benefit pension schemes, actuarial calculations are used which rely on underlying assumptions concerning life expectancy and the discount rate.

At the balance sheet date, the fair value of the plan assets totals €1,878.6m (previous year €2,140.7m). As assets classified as plan assets are never available for short-term sale, the fair values of these plan assets may change significantly up to the realisation date.

Detailed information on actuarial assumptions is provided in Note 29.

Other provisions

As at 30 September 2025, other provisions amount to €1,361.1m (previous year €1,330.3m). When recognising and measuring provisions, assumptions to a considerable content regarding the probability of occurrence, maturity and level of risk are required.

Determining whether a current obligation exists is usually based on review by internal or external experts. The amount of provisions is based on expected expenses, and is either calculated by assessing the specific case in the light of empirical values, outcomes from comparable circumstances or ranges of possible claims, or else estimated by experts. Due to the uncertainties associated with assessment, actual expenses may deviate from estimates so that unexpected charges may result.

More detailed information on Other provisions is provided in the Notes to the statement of financial position in Note 30.

Lease liabilities

As at 30 September 2025, lease liabilities worth €2,454.5m (previous year €2,639.8m) were carried, reflecting the present value of the future lease payments as at that date. The interest rate implicit in the lease can only be easily determined in exceptional cases. In all other cases TUI therefore uses its own incremental borrowing rate to measure the lease liability. The incremental borrowing rate is the interest rate TUI would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Determining the incremental borrowing rate therefore regularly involves estimates regarding the interest rate the Group would have to pay. In this context, estimates are required, for instance, to determine the interest the Group companies would have to pay if no observable interest rates are available, or if adjustments are required regarding the specific agreed terms and conditions such as the transaction currency or contract term. TUI determines the incremental borrowing rate using observable inputs (bond yields and CDS quotations) and makes specific adjustments for individual companies (e.g. country risk premiums).

Deferred tax assets

As at 30 September 2025, deferred tax assets totalling €348.9m (previous year €389.2m) were recognised. Prior to offsetting against deferred tax liabilities, deferred tax assets total €677.1m, including an amount of €168.4m (previous year €209.7m) for recognised losses carried forward. The assessment of the recoverability of deferred tax assets is based on the ability of the respective Group company to generate sufficient taxable income. TUI therefore assesses at every balance sheet date whether the recoverability of expected future tax savings is sufficiently probable in order to recognise deferred tax assets. The assessment is based on various factors including internal forecasts regarding the future earnings situation of the Group company. TUI uses a five-year planning horizon to derive the recoverability of tax loss carryforwards and deductible differences. If the assessment of the recoverability of deferred tax assets changes, the carrying amount of deferred tax assets will be reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Any such reduction is subsequently reversed to the extent that it becomes probable that sufficient taxable profit will be available.

More detailed information on deferred tax assets is available in the Notes to the statement of financial position in Note 20.

Income taxes
The TUI Group is liable to pay income taxes in various countries. Key estimates are required when determining income tax liabilities, including the probability, the timing and the size of any amounts that may become payable. For certain transactions and calculations the final tax charge cannot be determined during the ordinary course of business. After taking appropriate external advice, the Group makes provisions or discloses contingencies for uncertain tax positions based on the probable or possible level of additional taxes that might be incurred. The level of obligations for expected tax audits is based on an estimation of whether and to what extent additional income taxes will be due. Judgements are corrected, if necessary, in the period in which the final tax charge is determined.

Recoverable amounts of touristic prepayments
As at 30 September 2025, the carrying amount of touristic prepayments totals €1,109.8m (previous year €1,086.1m). The assessment of the recoverable amounts of touristic prepayments made to hoteliers requires judgement about the volume of future trading with hoteliers and the credit worthiness of those hoteliers. To assess the recoverability of touristic prepayments, TUI considers the financial strength of those hoteliers, the quality of the hotels as well as the demand for each hotel and the relevant destination during the past and in forthcoming seasons.

Financial instruments
When measuring ECL of financial instruments under IFRS 9 TUI uses, besides historical information, reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers. The uncertainty remains that this future ECL will not be in line with actual default rates due to market development.

Segment Reporting

Notes to the segments

The identification of operating segments is based on the internal organisational and reporting structure primarily built around the different products and services as well as a geographical structure within TUI Group. Allocation of individual organisational entities to operating segments is exclusively based on economic criteria, irrespective of the participation structure under company law. The segments are independently managed by those in charge, who regularly receive separate financial information for each segment. They regularly report to the Group Executive Committee, which consists of six Executive Board members and five other executives. The legally binding decision regarding the use of resources is taken by the Executive Board. TUI AG's Executive Board has therefore been identified as the Chief Operating Decision Maker (CODM) in accordance with IFRS 8.

The Hotels & Resorts segment comprises all Group-owned hotels and hotel shareholdings of TUI Group.

The Cruises segment consists of the joint venture TUI Cruises, its subsidiary Hapag-Lloyd Cruises as well as the British cruise business Marella Cruises.

The TUI Musement segment comprises the companies providing services in the destinations.

The income statement items of the aircraft leasing companies holding TUI Group's aircraft and subletting them within the Group have been fully allocated to the airlines using the respective aircraft (Northern Region, Central Region and Western Region segments).

The Northern Region segment comprises the tour operators and airlines in the UK, Ireland and the Nordic countries.

The Central Region segment comprises the tour operators and airline in Germany and tour operators in Austria, Poland and Switzerland.

The Western Region segment comprises the tour operators and airlines in Belgium and the Netherlands and tour operators in France.

Apart from the above segments, the recognised items also include All other segments. This comprises in particular the central corporate functions and interim holdings of TUI Group and the Group's real estate companies, as well as central tourism functions such as information technology.

Notes to the segment data

The selection of segment data presented is based on the regular internal reporting to the Executive Board. From the 2020 financial year onwards, adjusted EBIT is the segment performance indicator within the meaning of IFRS 8.

We define the EBIT in underlying EBIT as earnings before interest, income taxes and result of the measurement of the Group's interest hedges. EBIT by definition includes goodwill impairments.

Underlying EBIT is adjusted for income and expense items impacting or distorting the assessment of the operating profitability of the segments and the Group due to their level and frequency. These separately disclosed items include gains on disposal from investments, major gains and losses from the sale of assets and major restructuring and integration expenses. In addition, adjustments are carried for all effects from purchase price allocations, ancillary acquisition costs and conditional purchase price payments. Adjustments made in the reconciliation to underlying EBIT also include goodwill impairments.

In financial year 2025, separately disclosed items in total resulted in net expenses of €23.6m.

In the Hotels & Resorts segment, net expenses of €0.8m were adjusted in the 2025 financial year. This resulted from a reversal of impairment losses from the reclassification of a hotel held for sale in the amount of €8.0m and restructuring expenses of €8.8m. The TUI Musement segment reported adjusted net income of €15.4m, which was mainly due to the reversal of restructuring provisions no longer required in the amount of €3.7m and the positive disposal gain of €11.7m from the sale of shares in the associated companies Ranger Safaris Ltd., Arusha, ARP Travel Ltd., Harrow, and Pollman's Tours and Safaris Ltd., Nairobi, (ARP Group), which were accounted for using the equity method. In the Northern Region, adjusted net expenses amounted to €6.5m, caused by restructuring expenses of €13.6m, which were offset by subsequent income from the sale of the equity valued tour operator business by Sunwing Travel Group Inc. In Ontario (now Midnight Canada Inc.) in the 2023 financial year in the amount of €5.3m and a further positive disposal gain of €1.8m. In the Central Region, net expenses of €10.5m were adjusted, with restructuring expenses of €13.5m partially offset by positive disposal gains of €3.0m. In the Western Region, adjusted net expenses amounted to €9.1m, comprising restructuring expenses of €9.8m and positive disposal gains of €0.7m. In All other segments, net expenses of €12.1m were adjusted, consisting of restructuring expenses of €8.3m and a negative disposal result of €3.8m.

Restructuring expenses for the 2025 financial year mainly comprise expenses for the transformation of the Markets + Airline division, which was accelerated in September 2024, and the voluntary redundancy programme to reduce workforce. The latter affects not only Markets + Airline, but also Group IT and other functions in All other segments.

In financial year 2024, net expenses totalling €0.0m were adjusted as separately disclosed items. The adjusted separately disclosed items for the financial year 2024 include restructuring expenses of €7m in All Other Segments and €1m in Northern Region, partially offset by €1m disposal gains in Holiday Experiences, €1m release of restructuring provisions no longer needed in Western Region as well as income of €7m Sunwing earn-out from the sale of the tour operator business by the equity method accounted company Sunwing Travel Group Inc., Ontario, in Northern Region in the previous fiscal year and €1m disposal losses in Markets + Airline.

The adjusted expenses of €20.6m (previous year €20.9m) from purchase price allocations mainly include scheduled amortization of intangible assets from acquisitions made in previous years.

In accordance with IFRS 8 TUI presents intercompany leases – in line with the internal steering logic – as if they were IAS 17 Operating leases in segment reporting.

Apart from the underlying EBIT, internal and external revenue, cost of sales, depreciation and amortisation, impairments of other intangible assets (excluding goodwill), property, plant and equipment, right-of-use assets and investments as well as the share of result of joint ventures and associates are likewise shown for each segment, as these amounts are included when determining underlying EBIT. As a rule, inter-segment business transactions are based on the arm's length principle, as applied in transactions with third parties. No single external customer accounts for 10% or more of revenue.

Assets and liabilities by segment are not included in the reporting to the Executive Board and are therefore not shown in segment reporting.

Depreciation and write-backs relate to non-current assets by region.

Non-current assets by region contain other intangible assets, property, plant and equipment, right-of-use assets and specific other non-current assets that do not meet the definition of financial instruments.

Segment indicators

Revenue by segment

			2025			2024
€ million	**External**	**Group**	**Total**	External	Group	Total
Hotels & Resorts	1,243.8	999.7	2,243.5	1,152.4	937.1	2,089.5
Cruises	883.4	- 0.0	883.4	840.1	-	840.1
TUI Musement	1,044.8	457.8	1,502.6	931.0	431.0	1,362.0
Consolidation	-	- 1.8	- 1.8	-	- 1.4	- 1.4
Holiday Experiences	3,172.0	1,455.7	4,627.7	2,923.5	1,366.7	4,290.2
Northern Region	8,856.8	315.2	9,172.0	8,546.7	315.6	8,862.3
Central Region	8,854.0	86.4	8,940.4	8,336.9	82.3	8,419.2
Western Region	3,282.8	121.7	3,404.5	3,349.3	121.0	3,470.3
Consolidation	-	- 491.4	- 491.4	-	- 482.1	- 482.1
Markets + Airline	20,993.5	32.0	21,025.5	20,232.9	36.8	20,269.7
All other segments	13.2	5.6	18.8	10.9	6.8	17.7
Consolidation	-	- 1,493.3	- 1,493.3	-	- 1,410.3	- 1,410.3
Total	**24,178.7**	**-**	**24,178.7**	**23,167.3**	**-**	**23,167.3**

Underlying EBIT by segment

€ million	**2025**	2024
Hotels & Resorts	735.0	668.4
Cruises	481.1	374.3
TUI Musement	67.2	49.2
Holiday Experiences	1,283.2	1,091.9
Northern Region	123.2	165.4
Central Region	98.3	128.1
Western Region	- 21.6	10.3
Markets + Airline	199.9	303.9
All other segments	- 70.0	- 99.6
Total	**1,413.1**	**1,296.2**

Reconciliation to underlying EBIT of TUI Group

€ million	**2025**	2024
Earnings before income taxes	**1,034.2**	**861.4**
plus: Net interest expense (excluding expense / income from measurement of interest hedges)	337.5	414.9
less: Income from measurement of interest hedges	- 2.8	- 1.0
EBIT	**1,368.9**	**1,275.3**
Adjustments:		
plus: Separately disclosed items	23.6	-
plus: Expense from purchase price allocation	20.6	20.9
Underlying EBIT	**1,413.1**	**1,296.2**

Cost of sales by segment

€ million	2025	2024
Hotels & Resorts	1,498.2	1,417.7
Cruises	703.6	703.5
TUI Musement	1,339.5	1,230.8
Consolidation	- 0.7	- 0.5
Holiday Experiences	3,540.7	3,351.6
Northern Region	8,805.2	8,470.5
Central Region	8,632.2	8,077.5
Western Region	3,257.5	3,287.6
Consolidation	- 489.9	- 480.4
Markets + Airline	20,205.0	19,355.2
All other segments	- 93.8	- 69.9
Consolidation	- 1,488.4	- 1,415.7
Total	**22,163.6**	**21,221.2**

Other segmental information

	Amortisation (+), depreciation (+), impairment (+) and write-backs (-) of other intangible assets, property, plant and equipment, right-of-use assets and investments		Thereof impairment of other intangible assets and property, plant, equipment and right-of-use assets		Thereof reversal of impairment losses on other intangible assets and property, plant, equipment and right-of-use assets		Thereof amortisation/ depreciation of other intangible assets and property, plant, equipment and right-of-use assets		Share of result of joint ventures and associates	
€ million	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Hotels & Resorts	198.8	174.9	26.7	31.6	14.0	37.9	186.1	181.2	123.4	113.0
Cruises	82.9	85.5	0.9	-	18.2	5.8	100.2	91.2	314.0	233.1
TUI Musement	38.2	36.1	2.6	0.5	-	-	35.6	35.6	15.5	12.6
Holiday Experiences	319.9	296.5	30.3	32.1	32.2	43.6	321.9	308.0	453.0	358.8
Northern Region	308.3	307.8	1.7	0.5	0.3	0.4	317.9	307.8	6.9	8.6
Central Region	104.2	102.0	0.1	1.0	-	-	104.2	101.1	3.1	3.9
Western Region	147.9	135.5	-	-	-	-	147.9	135.5	0.6	0.2
Markets + Airline	560.7	545.3	1.8	1.4	0.3	0.4	570.2	544.4	10.7	12.7
All other segments	- 0.8	4.8	0.8	2.4	-	-	- 1.7	2.5	0.3	0.2
Total	**879.8**	**846.6**	**32.9**	**35.9**	**32.5**	**44.1**	**890.4**	**854.8**	**463.9**	**371.7**

Key figures by region

	External revenue by customer location		Non-current assets	
€ million	**2025**	2024	**2025**	2024
Germany	6,662.0	6,410.2	323.1	309.3
United Kingdom	8,714.4	8,385.9	3,739.3	3,739.6
Spain	186.1	189.0	551.3	542.8
Other Europe	7,629.0	7,443.2	508.0	509.8
North and South America	757.1	557.6	871.5	756.0
Rest of the world	230.1	181.4	1,233.8	1,160.1
Consolidation	-	-	-	-
Total	**24,178.7**	**23,167.3**	**7,227.0**	**7,017.6**

Notes to the Consolidated Income Statement

In the completed financial year, the TUI Group's business volume was slightly higher than in financial year 2024 due to higher average prices, mainly in Markets + Airline. Moreover, the TUI Group's performance is subject to significant seasonality due to the tourism business being characterised by the winter and summer travel months.

(1) Revenue

Group revenue is mainly generated from tourism services. The other revenues present income from sub-leases. In financial year 2025, consolidated revenue increased by 4.4% year-on-year from €23.2bn to €24.2bn.

External revenue allocated by destinations for the period from 1 Oct 2024 to 30 Sep 2025

€ million	Spain (incl. Canary Islands)	Other European destinations	Caribbean, Mexico, USA & Canada	North Africa & Turkey	Rest of Africa, Ind. Ocean, Asia	Other countries	**2025 Revenues from contracts with customers**	Other	**2025 Total**
Hotels & Resorts	443.8	99.9	422.6	125.4	152.1	-	1,243.8	-	1,243.8
Cruises	343.5	303.0	222.9	14.0	-	-	883.4	-	883.4
TUI Musement	152.8	373.4	170.8	65.4	203.7	78.7	1,044.8	-	1,044.8
Holiday experiences	940.1	776.3	816.3	204.8	355.8	78.7	3,172.0	-	3,172.0
Northern Region	2,600.2	2,762.2	1,245.9	1,361.9	865.5	15.6	8,851.3	5.5	8,856.8
Central Region	2,347.5	2,583.2	332.2	2,498.8	1,086.2	6.0	8,853.9	-	8,854.0
Western Region	890.9	901.7	504.3	603.3	360.9	21.6	3,282.7	0.1	3,282.8
Markets + Airline	5,838.6	6,247.1	2,082.4	4,464.0	2,312.6	43.2	20,987.9	5.6	20,993.5
All other segments	0.4	12.8	-	-	-	-	13.2	-	13.2
Total	**6,779.1**	**7,036.2**	**2,898.7**	**4,668.8**	**2,668.4**	**121.9**	**24,173.1**	**5.6**	**24,178.7**

External revenue allocated by destinations for the period from 1 Oct 2023 to 30 Sep 2024

€ million	Spain (incl. Canary Islands)	Other European destinations	Caribbean, Mexico, USA & Canada	North Africa & Turkey	Rest of Africa, Ind. Ocean, Asia	Other countries	2024 Revenues from contracts with customers	Other	2024 Total
Hotels & Resorts	436.0	101.7	300.0	107.4	207.3	-	1,152.4	-	1,152.4
Cruises	278.0	194.0	233.6	77.8	56.7	-	840.1	-	840.1
TUI Musement	139.5	333.2	155.3	56.1	173.1	73.8	931.0	-	931.0
Holiday experiences	853.5	628.9	688.9	241.3	437.1	73.8	2,923.5	-	2,923.5
Northern Region	2,446.2	2,720.4	1,264.8	1,312.4	780.3	15.8	8,539.9	6.8	8,546.7
Central Region	2,278.6	2,517.5	349.1	2,221.1	965.2	5.4	8,336.9	-	8,336.9
Western Region	928.2	928.5	520.6	589.4	361.2	21.4	3,349.3	-	3,349.3
Markets + Airline	5,653.0	6,166.4	2,134.5	4,122.9	2,106.7	42.6	20,226.1	6.8	20,232.9
All other segments	0.4	10.5	-	-	-	-	10.9	-	10.9
Total	**6,506.9**	**6,805.8**	**2,823.4**	**4,364.2**	**2,543.8**	**116.4**	**23,160.5**	**6.8**	**23,167.3**

Future revenue from performance obligations not yet delivered as at 30 September 2025, of which at least 12 months are between the contract start (booking date) and the contract end date (travel end date), totals €1,097.3m (previous year €980.6m). Of this amount, revenues of €852.2m (previous year €932.5m) will be realised in the next 12 months, €81.1m in 1–5 years and the remaining revenues afterwards.

The touristic advance payments received (contract liabilities) are presented in Note 32.

(2) Cost of sales and administrative expenses

Cost of sales relates to the expenses incurred in the provision of tourism services. In addition to the expenses for personnel, depreciation, amortisation, rental and leasing, it includes all costs incurred by the Group in connection with the procurement and delivery of airline services, hotel accommodation, cruises and distribution costs.

Due to the increased business volume, the cost of sales increased by 4.4% from €21.2bn to €22.2bn in financial year 2025.

Administrative expenses

€ million	2025	2024
Staff cost	745.7	689.1
Rental and leasing expenses	10.3	12.3
Depreciation, amortisation and impairment	73.0	68.7
Others	293.0	275.7
Total	**1,122.0**	**1,045.8**

Other administrative expenses mainly increased due to a rise in wages and salaries.

The cost of sales and administrative expenses include the following expenses for personnel and depreciation/amortisation/impairment:

Staff costs

€ million	2025	2024
Wages and salaries	2,332.8	2,166.9
Social security contributions	387.5	338.9
Pension costs	122.6	118.7
Total	**2,842.9**	**2,624.5**

Pension costs include service cost for defined benefit obligations and contributions to defined contribution pension schemes.

In the period under review, TUI Group's personnel expenses rose from €2.6bn in the previous year to €2.8bn. The increase is mainly attributable to higher wages and salaries as well as increased social security contributions, which are primarily due to the higher wage and salary levels in the financial year 2025. Additionally, in the financial year 2025 personnel expenses comprise the voluntary redundancy program to reduce workforce in the Markets + Airline division and all other segments.

The average annual headcount (excluding trainees) evolved as follows:

Average annual headcount in the financial year (excl. trainees)

	2025	2024
Hotels & Resorts	25,686	25,052
Cruises	86	78
TUI Musement	8,845	9,089
Holiday Experiences	34,617	34,219
Northern Region	11,117	11,101
Central Region	7,114	7,098
Western Region	5,380	5,266
Markets + Airline	23,611	23,465
All other segments	2,634	2,701
Total	**60,862**	**60,385**

Depreciation / amortisation / impairment

€ million	2025	2024
Depreciation and amortisation of other intangible assets, property, plant and equipment and right-of-use assets	890.4	854.9
Impairment losses on other intangible assets, property, plant and equipment and right-of-use assets	32.9	35.9
Total	**923.3**	**890.8**

In financial year 2025, impairment losses of €32,9m (previous year €33.7m) are presented within cost of sales. In the prior financial year, €2.2m was presented in administrative expenses.

Impairment losses of €28.0m (previous year €22.9m) relate to property, plant and equipment. Additionally €1.4m (previous year €11.9m) relate to right-of-use assets and €3.5m (previous year €1.1m) to other intangible assets.

In financial year 2025, reversals of impairment losses of €32.5m (previous year €44.1m) were recognized which are all presented in cost of sales.

For details of the impairment losses and reversals of impairment losses effected in financial year 2025, please refer to the respective sections in the Notes to the consolidated statement of financial position. A breakdown of impairments and reversals of impairments by segments is presented in Segment Reporting.

Emission Trading Schemes

During the financial year an expense of €101.3m (previous year €75.8m) was recognised for the obligation incurred to surrender emission allowances, mainly under the EU Emission Trading Scheme (EU ETS). This expense was presented in cost of sales.

(3) Other income and other expenses

Other income in financial year 2025 mainly consists of €11.7m from the sale of the ARP Group, €4.4m from the sale of aircraft assets, €4.3m from reclassification of exchange differences.

In the previous year, this item had primarily included a gain of €5.1m from the disposal of aircraft assets, €3.0m income the remeasurements of leasing contracts and €1.6m from the sale of companies.

Other expenses in financial year 2025 mainly consist of €10.2m from the sale of aircraft assets and €3.8m from foreign currency effects.

In the previous year, other expenses included in particular the expenses from the disposal of aircraft assets of €13.1m.

(4) Financial income

Financial income

€ million	2025	2024
Bank interest income	58.5	65.4
Other interest and similar income	23.6	29.6
Income from the measurement of hedges	3.5	3.9
Interest income	**85.6**	**98.9**
Income from investments	2.8	0.1
Income from the measurement of other financial instruments	11.0	0.1
Foreign exchange gains	1.6	10.6
Total	**101.0**	**109.7**

The decline in financial income by €8.7m in the financial year 2025 mainly results from lower interest income from foreign currency translation of financial instruments. Furthermore, the interest income from bank deposits and liquid assets in money market funds decreased mainly due to lower interest rates. The valuation of termination rights of the sustainability-linked bond issued in 2024 results in an interest income of €2.1m in the current financial year (previous year: €3.9m).

(5) Financial expenses

Financial expenses

€ million	2025	2024
Interest expenses on lease liabilities	158.0	172.0
Interest expenses on bonds	67.8	102.2
Bank interest payable on loans and overdrafts	35.9	42.9
Unwinding of discount on provisions	25.9	25.7
Net interest expenses from defined benefit pension plans	16.9	20.1
Other interest and similar expenses	115.1	147.0
Expenses relating to the measurement of hedges	0.7	2.9
Interest expenses	**420.3**	**512.8**
Expenses relating to the measurement of other financial instruments	0.1	0.1
Foreign exchange losses	8.6	5.4
Total	**429.0**	**518.3**

In the period under review, financial expenses decreased by €89.3m. The decline is primarily attributable to lower interest expenses on bonds. The partly repurchase of the convertible bond issued in fiscal year 2021 led to additional interest expenses in the previous year. The decrease is partly offset by higher interest expenses for the new convertible bond and the sustainability-linked bond both issued in the same year. Furthermore, the reduction in other interest and similar expenses is mainly due to a lower utilisation of the revolving credit facility.

(6) Share of result of joint ventures and associates

The share of result of joint ventures and associates of €463.9m (previous year €371.7m) comprises the net result for the year attributable to the associated companies and joint ventures.

Joint ventures and associates were tested for impairment as at 30 September 2025, which resulted in no impairments (previous year €0.2m) and in reversals of impairment losses of €0.7m in the Central Region segment (previous year €0.0m).

For the breakdown of the results of the material joint ventures and associates, please refer to Note 16 'Investments in joint ventures and associates'.

(7) Income taxes

TUI Group's German companies have to pay corporation tax of 15.0% and trade tax of 16.2% (previous year 15.7%). The increase is due to higher municipal assessment rates. In addition a solidarity surcharge of 5.5% is levied on the corporate income tax. Furthermore, when measuring deferred taxes, it was also taken into account that, pursuant to the "Act on an Immediate Tax Investment Program to Strengthen Germany as a Business Location" (Federal Law Gazette I 2025 No. 161 of July 18, 2025), adopted in July 2025, the corporate income tax rate will be reduced by one percentage point annually from 2028 through 2032.

Foreign income taxes are calculated on the basis of the laws and provisions applicable in the individual countries. The income tax rates applied to foreign companies vary from 0% to 35.0%.

Breakdown of income taxes

€ million	2025	2024
Current tax (expense (+) / income (-))		
in Germany	26.3	6.7
abroad	153.3	135.3
Deferred tax (expense (+) / income (-))	12.8	12.0
Total	**192.4**	**154.0**

In financial year 2025, the tax expense from actual taxes attributable to prior periods totalled €2.8m (previous year tax expense of €9.0m).

In the financial year deferred tax expenses include income from the reassessment of tax loss carryforwards in Germany of €39.7m (previous year tax income €26.6m).

In financial year 2025, tax expense totalled €192.4m (previous year €154.0m) and are derived as follows from an 'expected' income tax expense that would have arisen if the statutory income tax rate of parent company TUI AG (aggregate income tax rate) had been applied to earnings before taxes.

Reconciliation of expected to actual income taxes

€ million	2025	2024
Earnings before income taxes	1,034.2	861.4
Expected income tax (current year 32,0%, previous year 31,5%)	**330.9**	**271.3**
Effect from the difference of the actual tax rates to the expected tax rates	- 31.6	- 29.6
Changes in tax rates and tax law	24.0	- 0.4
Income not taxable	- 277.3	- 288.5
Expenses not deductible	101.2	99.3
Effects from loss carryforwards	60.8	107.1
Temporary differences for which no deferred taxes were recognised	- 11.7	22.8
Deferred and current income tax relating to other periods (net)	1.5	- 19.9
Other differences (expense (+) / income (-))	- 5.4	- 8.1
Income taxes	**192.4**	**154.0**

The effect from the change in tax rate and tax law in fiscal year 2025, amounting to €24.0 million, is primarily due to the future gradual reduction of the corporate income tax rate in Germany.

(8) Group profit attributable to shareholders of TUI AG

In financial year 2025, the share in the Group profit attributable to TUI AG shareholders increased from €507.1m in the prior year to €635.9m.

(9) Group profit attributable to non-controlling interest

The Group profit attributable to non-controlling interest primarily relates to the RIUSA II Group with €202.3m (previous year €197.5m) in the Hotels & Resorts segment.

(10) Earnings per share

In accordance with IAS 33, basic earnings per share were calculated by dividing the Group result for the year attributable to TUI AG shareholders by the weighted average number of registered shares outstanding during the financial year.

Earnings per share

		2025	2024
Group profit for the year attributable to shareholders of TUI AG	€ million	635.9	507.1
Weighted average number of shares		507,431,033	507,431,033
Basic earnings per share	€	**1.25**	**1.00**

Diluted earnings per share

		2025	2024
Group profit for the year attributable to shareholders of TUI AG	€ million	635.9	507.1
Adjusted Group profit for the year attributable to shareholders of TUI AG	€ million	653.7	509.9
Weighted average number of shares		507,431,033	507,431,033
Weighted average number of shares (diluted)		558,160,199	516,717,520
Diluted earnings per share	€	**1.17**	**0.99**

The diluted earnings per share are calculated under the assumption that all potentially dilutive convertible bonds are converted into shares. The average number of shares issued is therefore increased by the potential shares that could arise from the convertible bond issued in July 2024 with a nominal value of €487m. At a current conversion price of €9.60, the maximum number of potential shares from the execution of the conversion rights is 50,729,166 shares (previous year: time-weighted from issuance 9,286,487 shares). The earnings attributable to TUI shareholders are increased by the difference between the interest charges and the tax income from the convertible bond amounting to €17.8m (previous year € 2.8m).

Contrary to this, the convertible bond issued in April and July 2021 was not considered in determining the diluted earnings per share as of 30 September, 2025, as the instrument would have been anti-dilutive, as in the previous year. The convertible bond could have potentially diluted earnings per share in the future, had it not been repaid after the balance sheet date. Exercising the conversion rights could have increased the number of shares by 4,409,333 shares (previous year: 4,409,333 shares) based on the current conversion price of €26.67 (previous year €26.67). For further information, please refer to Note 50 'Subsequent events after the balance sheet date'.

(11) Taxes attributable to other comprehensive income

Tax effects relating to other comprehensive income

			2025			2024
€ million	**Gross**	**Tax effect**	**Net**	Gross	Tax effect	Net
Foreign exchange differences	16.8	-	16.8	- 245.2	-	- 245.2
Cash flow hedges	209.5	- 44.8	164.7	- 585.5	131.0	- 454.5
Remeasurements of benefit obligations and related fund assets	- 7.4	- 12.0	- 19.4	- 120.7	33.9	- 86.8
Changes in the measurement of companies measured at equity outside profit or loss	5.1	-	5.1	- 18.9	-	- 18.9
Fair value gain on investments in equity instruments designated as at FVTOCI	2.2	-	2.2	0.9	-	0.9
Other comprehensive income	**226.2**	**- 56.8**	**169.4**	**- 969.4**	**164.9**	**- 804.5**

In the period under review, corporate income taxes in the amount of €0.0m were recognized directly in equity (previous year €0.0m).

Notes to the Consolidated Statement of Financial Position

(12) Goodwill

Goodwill

€ million	2025	2024
Historical cost		
Balance as at 1 Oct	**3,479.9**	**3,425.3**
Exchange differences	- 66.4	56.0
Disposals	- 5.9	- 1.4
Balance as at 30 Sep	**3,407.6**	**3,479.9**
Impairment		
Balance as at 1 Oct	**- 481.2**	**- 476.1**
Exchange differences	7.2	- 5.1
Balance as at 30 Sep	**- 474.0**	**- 481.2**
Carrying amounts as at 30 Sep	**2,933.6**	**2,998.7**

Disposals of goodwill are attributable to the divestment of several companies. In Central Region, goodwill declined by €0.2m following the sale of the shares in InteRes Gesellschaft für Informationstechnologie mbH. The sale of Ranger Safaris ltd., ARP Africa Travel Ltd. and Pollman's tours and Safaris Ltd. (ARP group) resulted in the disposal of a part of the goodwill of the 'Musement' cash-generating unit (€5.8m). Goodwill disposal in the previous year related to the divestment of the Raiffeisen-Tours RT-Reisen GmbH (Central Region) and of Club Hotel CV SA (Robinson). Detailed information on acquisitions and divestments is provided in the section 'Acquisitions – divestments'.

In accordance with the provisions of IAS 21, goodwill allocated to the individual segments and sectors was recognised in the functional currency of the subsidiaries and subsequently translated when preparing the consolidated financial statements. Similar to the treatment of other differences from the translation of annual financial statements of foreign subsidiaries, differences due to exchange rate fluctuations between the exchange rate at the date of acquisition of the subsidiary and the exchange rate at the balance sheet date are taken directly to equity outside profit and loss and disclosed as a separate item. In financial year 2025, an decrease in the carrying amount of goodwill of €59.2m (previous year increase of €50.9m) resulted from foreign exchange differences.

The following table presents a breakdown of goodwill by the significant cash-generating unit (CGU) at carrying amounts. 'Other' consists of the two independent cash-generating units, Robinson, and Midnight International (formerly Blue Diamond), which belong to the Hotels & Resorts segment.

Goodwill per cash-generating unit

€ million	30 Sep 2025	30 Sep 2024
Northern Region	1,182.3	1,226.6
Central Region	501.5	501.4
Western Region	412.3	412.3
Riu	343.1	343.1
Marella Cruises	292.3	306.3
TUI Musement	158.6	165.0
Other	43.5	44.0
Total	**2,933.6**	**2,998.7**

As at 30 September 2025, an impairment test of capitalised goodwill was performed at the level of cash-generating units. No impairments of capitalised goodwill were identified.

For all CGUs, the recoverable amount was determined on the basis of fair value less costs of disposal, being the higher value compared to the value in use. The fair value was calculated by discounting the expected cashflows. This was based on the medium-term plan for the respective entity as at 30 September 2025. Different from the prior year, the impairment test for Marella Cruises at 30 September 2025 has been prepared under the assumption that future discounted cash flows are derived from the remaining useful life of the existing fleet. Budgeted revenues and EBIT margins are based on expectations of the future business performance. Refer to the section 'Key judgements, assumptions and estimates'.

The discount rates are calculated as the weighted average cost of capital, taking account of country-specific risks of the CGU and based on external capital market information. In the sector Markets + Airline a risk premium of 2.4% (previous year 2.4%) was added to the cost of capital. For further information refer to 'Key judgements, assumptions and estimates'. The unchanged high weighted average cost of capital reflects the current market situation.

The table below provides an overview of the parameters versus the previous financial year, underlying the determination of the fair values per CGU. As in the previous year, the EBIT margin has been adjusted for deductions of centrally incurred costs. The table lists the CGUs to which goodwill has been allocated:

Parameters for calculation of the recoverable amount as at 30 Sep 2025

	Planning period in years	Growth rate revenues[2] in % p.a.	EBIT margin[3] in % p.a.	Sustainable growth rate[4] in %	WACC in %	Level	Carrying amount in € million	Recoverable amount in € million
Northern Region	3.00	10.0	2.1	0.5	11.40	3	667.0	1,534.2
Central Region	3.00	5.5	1.0	0.5	11.40	3	343.9	758.4
Western Region	3.00	4.1	1.4	0.5	11.40	3	32.4	306.4
Riu[1]	3.00	3.3	30.8	1.0	7.50	3	2,554.0	5,717.6
Marella Cruises[1]	11.00	1.9[5]	15.3	n/a	8.56	3	713.9	1,139.2
TUI Musement	3.00	14.3	3.5	1.0	9.04	3	311.8	673.5
Other	3.00	3.2 to 3.5	13.8 to 23.0	1.0	7.5 to 8.11	3	623.0 to 707.5	695.8 to 1,129.2

[1] Those are groups of CGUs.
[2] Planned growth rate in revenues in % in relation financial year 2028 to financial year 2027
[3] EBIT-Margin for financial year 2028 after deduction of centrally incurred costs
[4] Growth rate of expected net cash inflows
[5]As assumed, revenues will decline by an average of 20% starting in 2031 p.a.

Parameters for calculation of the recoverable amount as at 30 Sep 2024

	Planning period in years	Growth rate revenues[2] in % p.a.	EBIT margin[3] in % p.a.	Sustainable growth rate[4] in %	WACC in %	Level	Carrying amount in € million	Recoverable amount in € million
Northern Region	3.00	14.6	2.2	0.5	11.50	3	668.8	1,816.4
Central Region	3.00	7.6	1.8	0.5	11.50	3	592.9	1,413.3
Western Region	3.00	4.9	2.3	0.5	11.50	3	19.1	522.1
Riu[1]	3.00	4.7	29.9	1.0	8.50	3	2,351.0	4,517.0
Marella Cruises[1]	3.00	4.3	12.1	1.0	10.16	3	761.4	1,201.7
TUI Musement	3.00	9.9	4.7	1.0	9.13	3	289.1	661.5
Other	3.00	1.0 to 4.4	15.6 to 18.4	1.0	8.5 to 9.13	3	574.1 to 717.6	628.7 to 1,135.8

[1] Those are groups of CGUs.
[2] Planned growth rate in revenues in % in relation financial year 2027 to financial year 2026
[3] EBIT-Margin for financial year 2027 after deduction of centrally incurred costs
[4] Growth rate of expected net cash inflows

In view of the existing uncertainties regarding future business development, an analysis of sensitivities for the main planning parameters was carried out. In the sector Markets + Airline a risk premium of 2.4% (previous year 2.4%) was added to the cost of capital. For further information refer to 'Key judgements, assumptions and estimates'. The following table shows the effects of potential deviations in fair value in financial year 2025:

Sensitivities presenting potential changes of the recoverable amount

Sensitivity analysis Markets + Airline	WACC +100 BPS € million	WACC -100 BPS € million	Sustainable growth rate[2] +50 BPS € million	Sustainable growth rate[2] -50 BPS € million	Cash inflow +10% € million	Cash inflow -10% € million
Northern Region	- 102.6	122.0	44.1	- 40.2	153.4	- 153.4
Central Region	- 46.6	55.2	19.6	- 17.9	75.8	- 75.8
Western Region	- 8.3	9.1	1.5	- 1.4	30.6	- 33.4

Sensitivity analysis Cruises	WACC +100 BPS € million	WACC -100 BPS € million	Sustainable growth rate[2] +50 BPS € million	Sustainable growth rate[2] -50 BPS € million	Cash inflow +10% € million	Cash inflow -10% € million
Marella Cruises[1]	- 105.5	136.3	52.6	- 46.1	113.9	- 113.9

Sensitivity analysis Hotels & Resorts and TUI Musement	WACC +100 BPS € million	WACC -100 BPS € million	Sustainable growth rate[2] +50 BPS € million	Sustainable growth rate[2] -50 BPS € million	Cash inflow +10% € million	Cash inflow -10% € million
Riu[1]	- 809.1	1,105.6	450.2	- 385.9	571.8	- 571.8
TUI Musement	- 82.9	106.8	43.4	- 38.3	67.3	- 67.3
Other	-97.5 to -134.8	133.2 to 178.6	54.1 to 71.6	-46.4 to -62.2	69.6 to 112.9	-69.6 to -112.9

[1] Those are groups of CGUs.
[2] Sustainable growth rate of expected net cash inflows

The fair values determined in the sensitivity analysis would have led to an impairment requirement of €24.8m in the CGU Robinson if the WACC had increased by 100 basis points. With the exception of the impairments presented in the Hotels & Resorts segment, the sensitivity analysis did not reveal any further indications of an additional need for impairment losses.

As in the previous year, the financial impact of climate related risks on the business model of TUI was included in the impairment test of capitalised goodwill. The use of low-emission fuels and rising prices for emission certificates will lead to significant financial charges, particularly for energy-intensive aviation operations in the Northern Region, Western Region, and Central Region segments. The Cruises segment will also be impacted. In Hotels & Resorts, the burden will be relatively low; in fact, the autonomous generation of energy, such as by means of solar power, may even generate cost savings. In addition, physical risks from climate-related one-off events such as storms or floods or long-term developments such as rising temperatures, mainly affecting Hotels & Resorts, were taken into account. It is expected that the financial impact of these climate-related risks is relatively low. The financial impact overall is dependent on the degree to which costs can be passed on to customers. For further information on the impact of climate related risks on impairment test refer to the section 'Key judgements, assumptions and estimates'. The estimation of the financial impact is particulary uncertain with regard to the development of climate related risks, the price development for alternative fuel and emission certificates and the willingness of customers to bear these costs, amongst others. Therefore, sensitivities of climate related risks and opportunities were calculated for especially impacted energy intensive Markets + Airline. In September 2025, Marella Cruises withdraw from its shipbuilding capacities. The impairment test for Marella Cruises has therefore been prepared under the assumption that future discounted cash flows are derived from the remaining useful life of the existing fleet. Given this limited timeframe, climate-related risks are not expected to have a material impact; therefore, no sensitivity analysis has been performed.The sensitivity for climate related risks refers to an increase of climate related costs by 50%. The climate related opportunities relate to a decrease by 50%.

The sensitivity on climate related risk would not have led to an impairment. The following table provides the effects of the sensitivities on the fair value as of 30 September 2025.

Sensitivities presenting potential changes of the recoverable amount

Sensitivity analysis Markets + Airline	Climate-related risks	Climate-related opportunities
Northern Region	- 249.0	249.0
Central Region	- 107.0	107.0
Western Region	- 134.5	134.5

(13) Other intangible assets

The development of the line items of Other intangible assets in financial year 2025 is shown in the following table.

Other intangible assets

€ million	Brands, licenses and other rights	Computer software: Internally generated	Computer software: Acquired	Transport contracts	Customer base	Intangible assets in the course of construction and Payments on account	**Total**
Historical cost							
Balance as at 1 Oct 2023	**343.0**	**549.5**	**250.5**	**62.2**	**79.8**	**197.0**	**1,482.0**
Exchange differences	1.4	18.4	4.2	2.5	0.4	9.5	36.4
Additions due to changes in the group of consolidated companies	-	-	-	-	1.1	-	1.1
Additions	7.5	11.7	11.2	-	-	137.1	167.5
Disposals	-	- 92.8	- 13.0	-	- 8.6	- 1.2	- 115.6
Transfer	0.3	150.7	13.2	-	-	- 164.2	-
Balance as at 30 Sep 2024	**352.2**	**637.5**	**266.1**	**64.7**	**72.7**	**178.2**	**1,571.4**
Exchange differences	14.3	- 2.8	- 1.3	- 3.0	- 0.2	- 5.5	1.5
Additions due to changes in the group of consolidated companies	-	-	-	-	0.1	-	0.1
Additions	1.8	11.1	8.7	-	-	132.4	154.0
Disposals	- 7.0	- 43.0	- 25.3	-	- 32.9	- 22.0	- 130.2
Transfer	- 0.3	162.5	9.3	-	-	- 171.5	-
Balance as at 30 Sep 2025	**361.0**	**765.3**	**257.5**	**61.7**	**39.7**	**111.6**	**1,596.8**
Amortisation and impairment							
Balance as at 1 Oct 2023	**- 228.7**	**- 386.8**	**- 203.1**	**- 54.4**	**- 63.0**	**- 8.0**	**- 944.0**
Exchange differences	- 3.0	- 11.3	- 2.8	- 2.3	- 0.6	- 6.4	- 26.4
Amortisation	- 13.6	- 78.4	- 26.3	- 2.5	- 3.9	-	- 124.7
Impairment	-	- 0.1	- 1.0	-	-	-	- 1.1
Disposals	-	92.8	13.0	-	8.6	-	114.4
Transfer	-	- 0.1	0.1	-	-	-	-
Balance as at 30 Sep 2024	**- 245.3**	**- 383.9**	**- 220.1**	**- 59.2**	**- 58.9**	**- 14.4**	**- 981.8**
Exchange differences	6.4	- 7.5	1.2	2.8	0.1	-	3.0
Amortisation	- 12.8	- 102.3	- 24.5	- 2.5	- 3.9	-	- 146.0
Impairment	-	- 0.5	- 2.2	-	-	- 0.8	- 3.5
Disposals	7.0	42.9	25.3	-	32.9	20.2	128.3
Transfer	0.4	4.4	0.2	-	-	- 5.0	-
Balance as at 30 Sep 2025	**- 244.3**	**- 446.9**	**- 220.1**	**- 58.9**	**- 29.8**	**-**	**- 1,000.0**
Carrying amounts as at 30 Sep 2024	**106.9**	**253.6**	**46.0**	**5.5**	**13.8**	**163.8**	**589.6**
Carrying amounts as at 30 Sep 2025	**116.7**	**318.4**	**37.4**	**2.8**	**9.9**	**111.6**	**596.8**

Internally generated computer software consists of computer programs for tourism applications exclusively used internally by the Group.

Transport contracts relate to landing rights at airports in the UK purchased and measured during the acquisition of First Choice Holidays Plc in 2007.

The intangible assets in the course of construction amounted to €111.6m as at 30 September 2025 (previous year €163.8m).

The impairments recognised for the financial year under review totalled €3.5m (previous year €1.1m). These are mainly attributable to internally generated and acquired computer software in TUI Musement (€2.6m) and software in the course of construction in 'All other segments' (€0.8m).

(14) Property, plant and equipment

The table below presents the development of the individual items of property, plant and equipment in financial year 2025.

Property, plant and equipment

€ million	Hotels incl. land	Other buildings and land	Aircraft	Cruise ships	Other plant, operating and office equipment	Assets under cons-truction	Payments on account	Total
Historical cost								
Balance as at 1 Oct 2023	**2,726.7**	**50.8**	**614.9**	**792.7**	**1,272.6**	**151.9**	**159.9**	**5,769.5**
Exchange differences	- 152.7	3.2	- 17.3	33.2	- 29.8	- 8.6	- 8.4	- 180.4
Additions	131.6	0.8	51.4	-	101.6	147.3	139.6	572.3
Disposals	- 0.4	- 1.1	- 37.3	- 12.8	- 40.6	-	- 58.6	- 150.8
Transfer	67.7	-	318.3	31.0	25.4	- 155.1	- 24.2	263.1
Balance as at 30 Sep 2024	**2,772.9**	**53.7**	**930.0**	**844.1**	**1,329.2**	**135.5**	**208.3**	**6,273.7**
Exchange differences	- 17.6	0.2	- 29.3	- 41.1	1.1	1.8	- 25.3	- 110.2
Additions	31.0	1.1	77.5	-	55.6	343.9	242.6	751.7
Disposals	- 16.1	- 0.8	- 38.6	- 48.7	- 94.4	- 0.4	- 41.0	- 240.0
Transfer to assets held for sale	- 14.2	-	-	0.1	- 1.8	- 1.0	-	- 16.9
Transfer	88.9	0.4	116.5	186.9	41.4	- 166.4	- 55.2	212.5
Balance as at 30 Sep 2025	**2,844.9**	**54.6**	**1,056.1**	**941.3**	**1,331.1**	**313.4**	**329.4**	**6,870.8**
Depreciation and impairment								
Balance as at 1 Oct 2023	**- 790.4**	**- 13.5**	**- 273.4**	**- 323.1**	**- 887.8**	**-**	**- 1.0**	**- 2,289.2**
Exchange differences	27.1	- 3.3	6.2	- 14.7	16.1	-	-	31.4
Depreciation	- 69.0	- 1.2	- 48.0	- 69.7	- 86.3	-	-	- 274.2
Impairment	- 20.4	-	0.1	-	- 2.6	-	-	- 22.9
Reversal of impairment losses	29.3	-	- 0.1	5.8	0.6	-	-	35.6
Disposals	0.3	0.7	33.0	12.8	40.3	-	1.0	88.1
Transfer	0.5	- 0.1	- 142.3	- 0.2	- 3.0	-	-	- 145.1
Balance as at 30 Sep 2024	**- 822.6**	**- 17.4**	**- 424.5**	**- 389.1**	**- 922.7**	**-**	**-**	**- 2,576.3**
Exchange differences	6.9	- 0.1	12.2	19.1	- 1.5	-	-	36.6
Depreciation	- 68.2	- 1.3	- 59.6	- 77.6	- 89.4	-	-	- 296.1
Impairment	- 24.7	-	-	- 0.9	- 2.4	-	-	- 28.0
Reversals of impairment losses	10.9	-	-	18.2	-	-	-	29.1
Disposals	16.1	0.1	25.1	48.7	93.9	-	-	183.9
Transfer to assets held for sale	0.8	-	-	-	0.7	-	-	1.5
Transfer	3.0	-	- 50.3	- 37.0	- 3.9	-	-	- 88.2
Balance as at 30 Sep 2025	**- 877.8**	**- 18.7**	**- 497.1**	**- 418.6**	**- 925.3**	**-**	**-**	**- 2,737.5**
Carrying amounts as at 30 Sep 2024	**1,950.3**	**36.3**	**505.5**	**455.0**	**406.5**	**135.5**	**208.3**	**3,697.4**
Carrying amounts as at 30 Sep 2025	**1,967.1**	**35.9**	**559.0**	**522.7**	**405.8**	**313.4**	**329.4**	**4,133.3**

In the financial year under review, the renovation of a hotel in Jamaica and the construction of a new hotel in Zanzibar, the construction of a new hotel and extension of an existing hotel in Mexico and the construction of a new hotel in Thailand led to additions to the Riu Group totalling €300.9m. These investments include an amount of €222.7m for assets under construction, €42.0m for payments in advance, €22.6m for other plant, operating and office equipment and €13.6m for hotels including land.

Additions to assets under construction include €68.8m in the refurbishment of cruise ships. Further additions to assets under construction relate with €17.9m to investments in aircraft.

In the financial year under review, advance payments of €200.6m (previous year €102.0m) were made for the future delivery of aircraft.

Further additions to aircraft assets include €63.7m for engines and spare parts.

The main disposals in the financial year under review include €40.7m (previous year €52.2m) for the disposal of advance payments for the delivery of aircraft. Due to sale and leaseback transactions, the disposal of these pre-delivery payments led to additions of right-of-use assets. In this context, please refer to the section 'Right-of-use assets and leases'. Further disposals worth €13.5m relate to the sale of spare parts.

The review of the carrying amounts of property, plant and equipment resulted in impairment losses of €28.0m in the financial year under review (previous year €22.9m). The impairments notably included €24.7m relating to hotels including land and were attributable to hotels of Riu, TUI Blue and Magic Life in the Hotels & Resorts segment. The impairment loss of the previous year, mainly comprised €20.4m to hotels including land and were attributable to hotels of TUI Blue and Magic Life in the Hotels & Resorts segment.

The review of the carrying amounts also led to the reversal of impairment losses of €29.1m (previous year €35.6m). Essentially, the reversal of impairments of €10.9m were attributable to hotels of TUI Blue, Robinson and Magic Life in the Hotels & Resorts segment. In the previous year, reversal of impairments of €29.3m were attributable to hotels of TUI Blue, Robinson and Magic Life in the Hotels & Resorts segment. In addition, reversal of impairments of €18.2m (previous year €5.8m) were made for one Marella cruise ship in the Cruises segment.

In the financial year 2025, the assumptions regarding the expected residual values of Marella Cruise Ltd's cruise ships were revised. Unlike the previous year, it is now assumed that, upon expiry of their economic useful life, the vessels can be disposed of at values exceeding scrap value. As a result, the estimated residual values of the cruise ships were increased by €56.9 million in total. This adjustment led to a decrease in depreciation expense of €3.5m for the current financial year. For the financial year 2026, depreciation expense is expected to decline by €7.0m due to this change.

The reclassification of property, plant and equipment to the balance sheet item 'Assets held for sale' related to €15.5m for the planned disposal of the Disposal Group TUI Blue Kalamota Island in the Hotels & Resorts segment. In this context, we refer to the section 'Assets held for sale'.

The transfer to property, plant and equipment among others relate to the carrying amounts of previously leased assets carried as right-of-use assets for which purchase options were exercised.

In the financial year under review, borrowing cost of €5.2m were capitalised as part of the acquisition cost (previous year none). These related to assets under construction in the Hotels & Resorts segment. The calculated average borrowing cost rate was 4.8%.

The carrying amount of property, plant and equipment subject to ownership restrictions or pledged as security totals €737.5m as at the balance sheet date (previous year €782.4m).

(15) Right-of-use assets and leases

As a lessee, TUI recognises right-of-use assets and lease liabilities according to IFRS 16. For more detailed information on the use of practical expedients, please refer to the accounting and measurement methods in the section 'Leases'.

TUI as a lessee

As a lessee, TUI leases moveable assets such as aircraft, vehicles and cruise ships, as well as property such as hotel buildings, land, office buildings and travel agencies. The terms and conditions of the lease agreements are individually negotiated. Some of TUI's aircraft leases comprise purchase or extension options. Many of TUI's property leases, in particular for travel agencies and office buildings, contain extension options and price adjustment clauses. No residual value guarantees were provided for the leased assets.

The development of the right-of-use assets in financial year 2025 is presented in the table below:

Right-of-use assets

€ million	Aircraft and engines	Hotels	Travel agencies	Buildings	Cruise ships	Other	**Total**
Historical cost							
Balance as at 1 Oct 2023	**3,604.0**	**435.7**	**263.5**	**191.0**	**375.8**	**93.2**	**4,963.2**
Exchanges differences	- 134.9	- 8.8	5.3	0.5	15.3	0.1	- 122.5
Additions	113.1	1.8	25.1	11.7	-	42.0	193.7
Revaluations and modifications	144.8	31.2	20.5	6.6	0.3	0.5	203.9
Disposals	- 89.7	- 32.9	- 23.3	- 10.3	-	- 6.3	- 162.5
Transfer	- 240.9	-	-	-	- 0.3	- 4.7	- 245.9
Balance as at 30 Sep 2024	**3,396.4**	**427.0**	**291.1**	**199.5**	**391.1**	**124.8**	**4,829.9**
Exchanges differences	- 145.8	- 0.4	- 5.7	- 2.4	- 17.6	- 6.9	- 178.8
Additions	79.4	-	19.3	18.8	-	32.5	150.0
Revaluations and modifications	234.3	39.2	27.2	21.4	-	0.3	322.4
Disposals	- 47.2	- 20.4	- 25.7	- 18.2	-	- 4.6	- 116.1
Transfer	- 98.7	-	-	-	- 101.9	- 3.2	- 203.8
Balance as at 30 Sep 2025	**3,418.4**	**445.4**	**306.2**	**219.1**	**271.6**	**142.9**	**4,803.6**
Depreciation and impairment							
Balance as at 1 Oct 2023	**- 1,541.0**	**- 222.7**	**- 164.9**	**- 105.9**	**- 122.0**	**- 43.3**	**- 2,199.8**
Exchange differences	65.9	4.7	- 3.0	- 1.2	- 5.7	0.1	60.8
Depreciation	- 311.0	- 44.3	- 38.9	- 19.6	- 26.4	- 15.6	- 455.8
Impairment	-	- 9.2	- 0.5	- 2.2	-	-	- 11.9
Reversals of impairments losses	-	8.0	0.4	-	-	-	8.4
Disposals	89.1	32.9	23.3	10.3	-	6.3	161.9
Transfer	141.8	-	-	-	0.2	3.2	145.2
Balance as at 30 Sep 2024	**- 1,555.2**	**- 230.6**	**- 183.6**	**- 118.6**	**- 153.9**	**- 49.3**	**- 2,291.2**
Exchange differences	74.3	- 7.8	4.4	0.8	7.8	6.7	86.2
Depreciation	- 293.2	- 46.4	- 40.3	- 21.3	- 26.6	- 20.4	- 448.2
Impairment	-	- 0.1	- 1.3	-	-	-	- 1.4
Reversals of impairments losses	-	3.1	0.3	-	-	-	3.4
Disposals	47.1	20.4	25.7	18.0	-	4.5	115.7
Transfer	50.4	-	-	- 0.1	35.8	2.1	88.2
Balance as at 30 Sep 2025	**- 1,676.6**	**- 261.4**	**- 194.8**	**- 121.2**	**- 136.9**	**- 56.4**	**- 2,447.3**
Carrying amounts as at 30 Sep 2024	**1,841.2**	**196.4**	**107.5**	**80.9**	**237.2**	**75.5**	**2,538.7**
Carrying amounts as at 30 Sep 2025	**1,741.8**	**184.0**	**111.4**	**97.9**	**134.7**	**86.5**	**2,356.3**

Additions of €150.0m were attributable in particular to the rental of three aircraft and two aircraft engines (previous year €113.1m for the rental of six aircraft and one engine), some of which were acquired through sale and leaseback transactions.

Changes and remeasurements of existing leases increased the right-of-use assets by €322.3m. The increase is primarily driven by a large number of lease extensions for leased aircraft (€234.3m), hotel lease contracts (€39.2m) and leased travel agencies (€27.2m).

The transfer to property, plant and equipment led to a reduction in right-of-use assets of €115.7m and mainly result from reclassifications of a cruise ship (€66.2m) and of aircraft and aircraft engines (€48.3m) into property, plant and equipment. In this context, we refer to the section 'Property, plant and equipment'.

Information on the associated lease liabilities is provided in Note 31 'Financial liabilities and lease liabilities'. Details regarding the maturities of the lease payments not yet made at the balance sheet date are shown in the section 'Liquidity risk' in Note 39 'Financial instruments'.

The table below presents the expenses and income carried in the consolidated income statement in financial year 2025 in connection with leases in which TUI is the lessee:

Expenses and income from leases with TUI as the lessee

€ million	**2025**	2024
Expenses from short-term leases	- 163.3	- 185.0
Expenses from low-value leases	- 7.0	- 7.6
Variable lease income and expenses	- 10.7	- 8.8
Depreciation of right-of-use assets	- 448.2	- 455.9
Impairment of right-of-use assets	- 1.4	- 11.9
Reversal of impairments	3.4	8.4
Interest expenses from lease liabilities	- 158.0	- 172.0
Gains or losses arising from sale and leaseback transactions	3.2	4.9

As in the previous year, the expenses from short-term leases relate mainly to the temporary rental of aircraft. Impairment losses of €1.3m were primarily attributable to leased travel agencies.

Gains from sale and leaseback transactions of €3.2m are attributable to aircraft financing. In the financial year under review, three newly delivered Boeing B737 MAX aircraft were refinanced by means of sale and leaseback contracts. As at 30 September 2025, lease liabilities resulting from these transactions totalled €66.2m. Gains obtained in the previous year of €4.9m related to sale and leaseback transactions for four newly delivered Boeing B737 MAX aircraft and one acquired engine. As at 30 September 2024, lease liabilities resulting from that transaction totalled €100.0m.

The cash outflows for leases totalled €913.0m (previous year €985.3m) in financial year 2025.

At the balance sheet date, unrecognised financial commitments for short-term leases amounted to €4.0m (previous year €4.1m). In addition, potential future lease payments from extension and termination options of €181.7m (previous year €205.2m, adjusted) were not included in the measurement of the right-of-use assets and lease liabilities as it was not reasonably certain that the lease contracts were going to be extended or to be terminated.

TUI as lessor

As a lessor, TUI leases or subleases aircraft and, less significantly, space in office buildings and travel agencies. In financial year 2025, proceeds from operating leases worth €6.2m (previous year €7.2m) were carried in revenue. In addition, no income from finance leases (previous year €0.2m) was carried in the interest result.

The following table shows the reconciliation from the undiscounted lease payments to the net investment for the subleases classified as finance leases:

Net investments – finance leases

€ million	**30 Sep 2025**	30 Sep 2024
Undiscounted lease payments (lease components)	-	0.8
Gross investment	-	0.8
Unearned finance income	-	-
Net investment	-	0.8

The table below comprises a maturity analysis of the undiscounted annual payments from leases in which TUI is the lessor:

Expected minimum lease payments

€ million	up to 1 year	1–2 years	2–3 years	3–4 years	4–5 years	more than 5 years	30 Sep 2025 Total
Operating lease contracts	0.2	0.2	-	-	-	-	0.4
Finance lease contracts	-	-	-	-	-	-	-

€ million	up to 1 year	1–2 years	2–3 years	3–4 years	4–5 years	more than 5 years	30 Sep 2024 Total
Operating lease contracts	5.0	-	-	-	-	-	5.0
Finance lease contracts	0.8	-	-	-	-	-	0.8

(16) Investments in joint ventures and associates

The table below presents all joint arrangements and associates of relevance to TUI Group. All joint arrangements and associates are listed as TUI Group shareholdings in Note 51. All joint arrangements are joint ventures. There are no joint operations within the meaning of IFRS 11.

Significant associates and joint ventures

		Capital share in %		Voting rights share in %	
Name and headquarter of company	Nature of business	30 Sep 2025	30 Sep 2024	30 Sep 2025	30 Sep 2024
Associate					
Midnight Canada Inc., Toronto, Canada	Holding	49.0	49.0	25.0	25.0
Midnight Holdings Limited, George Town, Cayman Islands	Sales company	49.0	49.0	49.0	49.0
Pep Toni Hotels S.A., Palma, Spain	Hotel operator	49.0	49.0	49.0	49.0
Royalton Hotels International Limited, Toronto, Canada	Hotel operator	49.0	49.0	49.0	49.0
Joint ventures					
Grupotel dos S.A., Can Picafort, Spain	Hotel operator	50.0	50.0	50.0	50.0
TUI Cruises GmbH, Hamburg, Germany	Cruise ship operator	50.0	50.0	50.0	50.0

All companies presented above are measured at equity.

The financial year of the American associated companies corresponds to TUI Group's financial year. The financial years of Pep Toni Hotels S.A. and of the joint ventures deviate from TUI Group's financial year, ending on 31 December. In order to update the at equity measurement as at TUI Group's balance sheet date, interim financial statements for the period ending 30 September are prepared for these companies.

Significant associates

In 2009, Sunwing entered into a partnership with the TUI Group. Following this, Sunwing became a vertically integrated travel company comprising tour operator activities, an airline, and retail shops. Since the contribution of the hotel operations and development company Blue Diamond Hotels & Resorts Inc., St. Michael, Barbados, in September 2016, Sunwing has also legally included hotel operations with a chain of luxury beach resorts and hotels in the Caribbean and Mexico. At the end of 2024, the distribution of the hotels was taken over by a newly established corporate group in which TUI also holds an equity interest in the parent company. The hotel operations of Royalton Hotels International Limited, as well as the distribution activities of Midnight Holdings Limited, are presented in the Hotels & Resorts segment.

In 2023, Sunwing contributed its tour operator business, airline, and retail shops to the Canadian airline WestJet Airlines Ltd. The consideration primarily consisted of shares in the combined business as well as contingent consideration. As part of the transaction, the hotel operations were transferred to the newly established Midnight International Holdings Limited, in which the TUI Group holds a 49% interest. After completion of the transaction, Sunwing no longer has any operating business and was subsequently renamed Midnight Canada Inc. The TUI Group continues to hold a 49% interest in Midnight Canada Inc., which is allocated to the Northern Region segment.

Pep Toni Hotels S.A. is a company founded in 2023, that will own and operate hotels.

Significant joint ventures

Grupotel dos S.A., founded in 1998, owns and operates hotels in the Balearic and the Canary Islands.

TUI Cruises GmbH is a joint venture with the US shipping line Royal Caribbean Cruises Ltd. established in 2008. The Hamburg-based company offers cruises for the premium German-speaking market. TUI Cruises GmbH currently operates thirteen cruise ships (previous year twelve).

Financial information on associates and joint ventures

The tables below present summarised financial information for the significant associates and joint ventures of TUI Group. The amounts shown reflect the full amounts presented in the consolidated financial statements of the relevant associates and joint ventures (100%); they do not represent TUI Group's share of those amounts.

Summarised financial information of material associates

	Midnight Canada Inc., Toronto, Canada		Midnight Holdings Limited, George Town, Cayman Islands		Pep Toni Hotels S.A., Palma, Spain		Royalton Hotels International Limited, Toronto, Canada	
€ million	**30 Sep 2025**	30 Sep 2024	**30 Sep 2025**	30 Sep 2024	**30 Sep 2025**	30 Sep 2024	**30 Sep 2025**	30 Sep 2024
Non-current assets	145.1	95.0	213.3	-	191.7	169.8	1,531.9	1,557.5
Current assets	4.0	5.1	28.2	-	89.6	127.0	531.4	247.5
Non-current provisions and liabilities	-	15.0	-	-	-	-	1,244.9	992.5
Current provisions and liabilities	32.3	-	79.5	-	0.5	0.1	305.4	324.4
	2025	2024	**2025**	2024	**2025**	2024	**2025**	2024
Revenue	-	-	612.7	-	-	-	576.8	902.8
Profit / loss	16.3	22.5	178.3	-	- 7.1	- 4.4	- 107.7	58.4
Other comprehensive income / loss	23.2	- 4.1	- 16.4	-	- 8.7	0.2	- 21.2	- 25.2
Total comprehensive income / loss	**39.5**	**18.4**	**161.9**	**-**	**- 15.8**	**- 4.2**	**- 128.9**	**33.2**

Summarised financial information of material joint ventures

€ million	Grupotel dos S.A., Can Picafort, Spain 30 Sep 2025	Grupotel dos S.A., Can Picafort, Spain 30 Sep 2024	TUI Cruises GmbH, Hamburg, Germany 30 Sep 2025	TUI Cruises GmbH, Hamburg, Germany 30 Sep 2024
Non-current assets	242.3	249.0	5,994.7	4,957.1
Current assets	95.4	81.6	343.8	328.0
thereof cash and cash equivalents	30.3	11.5	125.3	83.0
Non-current provisions and liabilities	118.6	114.3	3,092.9	2,632.2
thereof financial liabilities	109.9	101.7	2,988.7	2,600.1
Current provisions and liabilities	28.9	54.8	1,652.2	1,228.8
thereof financial liabilities	3.4	25.3	376.6	352.8

	2025	2024	2025	2024
Revenue	179.3	170.7	2,558.0	2,045.2
Depreciation / amortisation of intangible assets and property, plant and equipment	12.7	13.8	168.7	137.4
Interest income	0.2	0.3	9.5	38.6
Interest expenses	4.5	5.5	124.8	134.8
Income taxes	11.2	10.3	12.2	11.8
Profit / loss	40.5	42.9	628.1	466.2
Other comprehensive income / loss	0.1	-	- 18.8	- 38.0
Total comprehensive income / loss	**40.6**	**42.9**	**609.3**	**428.2**

In financial year 2025, TUI Group received dividends of €244.9m (previous year €54.9m) from its joint ventures and dividends of €13.2m (previous year €18.9m) from its associates.

In addition to TUI Group's significant associates and joint ventures, TUI AG has interests in other associates and joint ventures accounted for under the equity-method, which individually are not considered to be of material significance. The tables below provide information on TUI Group's share of the earnings figures shown for the major associates and joint ventures as well as the aggregated amount of the share of profit / loss, other comprehensive income and total comprehensive income for the immaterial associates and joint ventures.

Share of financial information of material and other associates

	Midnight Canada Inc., Toronto, Canada		Midnight Holdings Limited, George Town, Cayman Islands		Pep Toni Hotels S.A., Palma, Spain		Royalton Hotels International Limited, Toronto, Canada		Other immaterial associates		Associates Total	
€ million	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024
TUI's share of												
Profit / loss	8.0	11.4	87.3	-	- 3.5	- 2.2	- 52.8	28.6	7.8	7.9	46.8	45.7
Other comprehensive income / loss	11.2	- 2.0	- 8.0	-	- 4.2	0.1	- 10.2	- 12.3	2.4	- 0.1	- 8.8	- 14.3
Total comprehensive income / loss	**19.2**	**9.4**	**79.3**	**-**	**- 7.7**	**- 2.1**	**- 63.0**	**16.3**	**10.2**	**7.8**	**38.0**	**31.4**

Share of financial information of material and other joint ventures

	Grupotel dos S.A., Can Picafort, Spain		TUI Cruises GmbH, Hamburg, Germany		Other immaterial joint ventures		Joint ventures Total	
€ million	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024
TUI's share of								
Profit / loss	20.3	21.5	314.0	233.1	82.3	71.3	416.6	325.9
Other comprehensive income / loss	-	-	- 9.4	- 19.0	- 5.4	- 26.5	- 14.8	- 45.5
Total comprehensive income / loss	**20.3**	**21.5**	**304.6**	**214.1**	**76.9**	**44.8**	**401.8**	**280.4**

Net assets of the material associates

€ million	Midnight Canada Inc., Toronto, Canada	Midnight Holdings Limited, George Town, Cayman Islands	Pep Toni Hotels S.A., Palma, Spain	Royalton Hotels International Limited, Toronto, Canada
Net assets as at 1 Oct 2023	**96.0**	**-**	**150.9**	**469.4**
Other comprehensive income	0.4	-	-	-
Dividends	- 13.7	-	-	-
Foreign exchange effects	- 4.6	-	0.1	- 25.2
Capital increase / decrease	- 15.6	-	150.0	- 14.4
Profit / loss	22.5	-	- 4.4	58.4
Net assets as at 30 Sep 2024	**85.0**	**-**	**296.6**	**488.2**
Other comprehensive income	30.4	-	-	-
Dividends	- 7.7	-	-	-
Foreign exchange effects	- 7.2	- 16.4	- 8.7	- 21.2
Capital increase / decrease	-	-	-	- 26.2
Profit / loss	16.3	178.3	- 7.1	- 107.7
Net assets as at 30 Sep 2025	**116.8**	**161.9**	**280.8**	**333.1**

Reconciliation to the carrying amount of the associates in the consolidated balance sheet

€ million	Midnight Canada Inc., Toronto, Canada	Midnight Holdings Limited, George Town, Cayman Islands	Pep Toni Hotels S.A., Palma, Spain	Royalton Hotels International Limited, Toronto, Canada	Other immaterial associates	Associates Total
Share of TUI in % as at 30 Sep 2024	49.0	-	49.0	49.0	n.a.	n.a.
TUI's share of the net assets as at 30 Sep 2024	41.6	-	145.3	239.2	39.5	465.6
Goodwill as at 30 Sep 2024	-	-	-	6.7	1.5	8.2
Unrecognised share of losses	-	-	-	-	3.2	3.2
Impairment of carrying amounts	-	-	-	-	0.1	0.1
Carrying amount as at 30 Sep 2024	**41.6**	**-**	**145.3**	**245.9**	**44.3**	**477.1**
Share of TUI in % as at 30 Sep 2025	49.0	49.0	49.0	49.0	n.a.	n.a.
TUI's share of the net assets as at 30 Sep 2025	57.2	79.3	137.6	163.2	45.7	483.0
Goodwill as at 30 Sep 2025	-	-	-	6.3	2.6	8.9
Unrecognised share of losses	-	-	-	-	2.7	2.7
Impairment of carrying amounts	-	-	-	-	-	-
Carrying amount as at 30 Sep 2025	**57.2**	**79.3**	**137.6**	**169.5**	**51.0**	**494.6**

Net assets of the material joint ventures

€ million	Grupotel dos S.A., Can Picafort, Spain	TUI Cruises GmbH, Hamburg, Germany
Net assets as at 1 Oct 2023	**130.6**	**1,036.0**
Profit / loss	42.9	466.2
Other comprehensive income	-	- 38.0
Dividends	- 12.0	- 40.0
Net assets as at 30 Sep 2024	**161.5**	**1,424.2**
Profit / loss	40.5	628.0
Other comprehensive income	0.1	- 18.8
Dividends	- 12.0	- 440.0
Net assets as at 30 Sep 2025	**190.1**	**1,593.4**

Reconciliation to the carrying amount of the joint ventures in the consolidated balance sheet

€ million	Grupotel dos S.A., Can Picafort, Spain	TUI Cruises GmbH, Hamburg, Germany	Other immaterial joint ventures	Joint ventures Total
Share of TUI in % as at 30 Sep 2024	50.0	50.0	n.a.	n.a.
TUI's share of the net assets as at 30 Sep 2024	80.8	712.1	239.7	1,032.6
Goodwill as at 30 Sep 2024	-	-	8.8	8.8
Unrecognised share of losses	-	-	16.1	16.1
Impairment of carrying amounts	-	-	- 27.0	- 27.0
Carrying amount as at 30 Sep 2024	**80.8**	**712.1**	**237.6**	**1,030.5**
Share of TUI in % as at 30 Sep 2025	50.0	50.0	n.a.	n.a.
TUI's share of the net assets as at 30 Sep 2025	95.1	796.7	322.9	1,214.7
Goodwill as at 30 Sep 2025	-	-	10.2	10.2
Unrecognised share of losses	-	-	22.5	22.5
Impairment of carrying amounts	-	-	- 25.6	- 25.6
Carrying amount as at 30 Sep 2025	**95.1**	**796.7**	**330.0**	**1,221.8**

Impairment of the carrying amounts of associates and joint ventures

The carrying amounts of associates and joint ventures were tested for impairment if there was an indicator of impairment. In addition all carrying amounts of associates and joint ventures which have been previously impaired were tested for reversals of impairment. All impairment tests used the business plan of the respective joint venture or associate. Based on these business plans, the recoverable amount was calculated by discounting future net cash flows. In almost all cases the fair value less cost to sell was higher than the value in use. Level 3 inputs of fair value hierarchy were used in the calculations.

A reversal of impairment of €0.7m relates to a company in the Central Region.

Unrecognised losses by associates and joint ventures

As at the end of the financial year under review, accumulated unrecognised losses of joint ventures amounted to €22.5m (previous year €16.1m). In the period under review, unrecognised losses relating to WOT Hotels Vietnam increased by €3.4m to €17.8m, while unrecognised losses relating to Abou Soma for Hotels S. A. E. decreased by €0.7m to €0.9m. In addition, for the first time in financial year 2025, proportionate losses of Fly4 Airlines Green Limited amounting to €3.8m were not recognized. Accumulated unrecognised losses by associates of €2.7m (previous year €3.2m) related to Ahungalla Resorts Limited. Recognition of additional losses would have resulted in the carrying amounts falling to below nil.

Risks associated with the stakes in associates and joint ventures

There were no contingent liabilities (previous year €0.0m) in respect of associates as at 30 September 2025. Contingent liabilities in respect of joint ventures totalled €3.1m (previous year €3.4m).

(17) Trade and other receivables

Trade and other receivables

€ million	30 Sep 2025 Remaining term more than 1 year	30 Sep 2025 Total	30 Sep 2024 Remaining term more than 1 year	30 Sep 2024 Total
Trade receivables	-	437.2	-	413.6
Security deposits	43.0	401.6	6.1	396.2
Advances and loans	6.8	36.7	15.1	32.3
Lease receivables	-	0.0	-	0.8
Other receivables	58.7	280.5	110.6	434.6
Total	**108.5**	**1,155.9**	**131.7**	**1,277.4**

As at 30 September 2025, TUI has recognised deferred sales commissions to travel agencies and other distribution channels of €121.0m (previous year €111.7m) in respect of costs of obtaining a contract until the associated revenue was earned. In the financial year under review, sales commissions of €1,006.6m (previous year €939.6m) were recognised in profit and loss.

Security deposits include securities for payment service provider as well as securities for received touristic advance payments.

(18) Touristic payments on account

Touristic payments on account mainly relate to customary advance payments in respect of future tourism services, in particular advance payments made by tour operators for future hotel and flight services.

(19) Other non-financial assets

The other non-financial assets of €328.7m (previous year €269.8m) mainly result from purchased emission rights of €141.0m (previous year €108.0m), the overfunded pension plans of €95.0m (previous year €75.4m) and assets from other taxes of €60.0m (previous year €68.3m).

(20) Deferred tax assets and liabilities

Individual items of deferred tax assets and liabilities recognised in the statement of financial position

€ million	30 Sep 2025 Asset	30 Sep 2025 Liability	30 Sep 2024 Asset	30 Sep 2024 Liability
Lease transactions	15.8	63.0	15.5	76.0
Recognition and measurement differences for property, plant and equipment and other non-current assets	170.6	196.5	194.3	215.4
Recognition differences for receivables and other assets	91.0	58.0	38.2	63.1
Measurement of financial instruments	43.4	50.9	96.8	40.3
Measurement of pension provisions	63.5	25.3	90.1	25.1
Recognition and measurement differences for other provisions	78.2	17.9	67.8	14.0
Other transactions	46.2	51.7	69.5	62.0
Capitalised tax savings from recoverable losses carried forward	168.4	-	209.7	-
Netting of deferred tax assets and liabilities	- 328.2	- 328.2	- 392.7	- 392.7
Balance sheet amount	**348.9**	**135.1**	**389.2**	**103.2**

Deferred tax assets include an amount of €301.4m (previous year €299.3m) expected to be realised after more than twelve months. Deferred tax liabilities include an amount of €87.5m (previous year €95.9m) expected to be realised after more than twelve months.

No deferred tax assets are recognised for deductible temporary differences of €62.0m (previous year €190.2m).

No deferred tax liabilities are carried for temporary differences of €117.1m (previous year €99.2m) between the net assets of subsidiaries and the respective taxable carrying amount of subsidiaries since these temporary differences are not expected to be reversed in the near future.

The net asset surplus of deferred tax assets and liabilities decreased by €72.1m compared to the previous year. Of this, €12.7m was recognised as deferred tax expenses in the income statement and €81.6m as an decrease in other comprehensive income. The change in other comprehensive income mainly relates to actuarial gains and losses in pension assets and the measurement of cash flow hedges. The remaining amount of €-3.2m results from currency effects.

Recognised losses carried forward and time limits for non-recognised losses carried forward

€ million	**30 Sep 2025**	30 Sep 2024
Recognised losses carried forward	**801.4**	**1,171.5**
Non-recognised losses carried forward	**12,776.6**	**12,665.8**
of which losses carried forward forfeitable within one year	-	5.6
of which losses carried forward forfeitable within 2 to 5 years	-	3.8
of which losses carried forward forfeitable within more than 5 years (excluding non-forfeitable loss carryforwards)	-	-
of which non-forfeitable losses carried forward	12,776.6	12,656.4
Total unused losses carried forward	**13,578.0**	**13,837.3**

Losses carried forward for German companies comprise the cumulative amount of trade tax and corporation tax as well as interest carried forward in relation to the German interest barrier rule. Potential tax savings totalling €2,719.1m (previous year €2,677.7m) were not recognised as the underlying losses carried forward were not expected to be utilised in the planning horizon.

In financial year 2025, tax savings of €9.3m (previous year €5.5m) resulted from the use of tax losses carried forward previously not assessed as recoverable for which, therefore, no deferred tax assets had been carried as at 30 September 2024 for the potential tax savings resulting from these assets. Tax reductions from loss carry-backs (previous year €0.0m) were not realised.

Development of deferred tax assets from losses carried forward

€ million	**2025**	2024
Capitalised tax savings at the beginning of the year	**209.7**	**269.4**
Use of losses carried forward	- 60.3	- 23.1
Capitalisation of tax savings from tax losses carried forward	51.6	19.2
Impairment of capitalised tax savings from tax losses carried forward	- 32.6	- 55.8
Capitalised tax savings at financial year-end	**168.4**	**209.7**

Capitalised deferred tax assets from temporary differences and losses carried forward that are assessed as recoverable of €234.8m (previous year €287.1m) are covered by expected future taxable income even for companies that generated losses in the reporting period or the prior year. This is based on the future business development planned by TUI's management. The key points of this planning are presented in the section 'Key judgements, assumptions and estimates'. TUI uses a five-year planning horizon to derive the recoverability of tax loss carryforwards and deductible differences.

(21) Inventories

Inventories

€ million	30 Sep 2025	30 Sep 2024
Airline spares and operating equipment	25.9	26.1
Real estate for sale	0.2	0.2
Consumables used in hotels	22.0	21.5
Other inventories	20.9	18.7
Total	**69.0**	**66.4**

In financial year 2025, inventories of €632.5m (previous year €632.4m) were recognised as an expense.

(22) Cash and cash equivalents

Cash and cash equivalents

€ million	30 Sep 2025	30 Sep 2024
Bank deposits	1,941.2	1,873.6
Money market funds	1,155.8	953.4
Cash in hand and cheques	23.2	21.2
Total	**3,120.2**	**2,848.2**

At 30 September 2025, cash and cash equivalents of €722.4m (previous year €690.5m) were subject to the restrictions listed below:

In September 2024, TUI AG and TUI UK Limited agreed updates to the long-term agreement with the pension trustee to close the gap between the obligations and the fund assets of defined benefit pension plans in the UK. At the balance sheet date an amount of €74.5m is deposited as security within bank accounts. TUI Group can only use that cash and cash equivalents if it provides alternative collateral.

Furthermore, an amount of €116.3m (previous year €117.0m) was deposited with a Belgian subsidiary without acknowledgement of debt by the Belgian tax authorities in financial year 2013 in respect of long-standing litigation over VAT refunds for the years 2001 to 2011. The purpose was to suspend the accrual of interest for both parties. In order to collateralise a potential repayment, the Belgian government was granted a bank guarantee. Due to the bank guarantee, TUI's ability to dispose of the cash and cash equivalents is restricted. The remaining €531.6m (previous year €495.4m) subject to restrictions relate to cash and cash equivalents to be deposited due to statutory or regulatory requirements, mainly in order to secure the potential liability to travel regulators and payment service providers. Money market funds meet the requirements of IAS7 for accounting as cash equivalents.

(23) Assets held for sale

As at 30 September 2025, assets of €16.3m of Hoteli Koločep d.d. (TUI Blue Kalamota Island), fully consolidated in Hotel & Resorts, were classified as held for sale. Immediately before the shares were classified, a prior impairment loss worth €8.0m was reversed. The income was recognized in the cost of sales. The disposal of the shareholding is expected by March 31, 2026.

Disposal group TUI Blue Kalamota Island

€ million	30 Sep 2025
Hotels including land	15.5
Trade receivables	0.4
Cash and cash equivalents	0.1
Other assets	0.3
Total	**16.3**

In the period under review, additional assets were reclassified to assets held for sale. As at 31 March 2025, assets worth €4.8m were classified as held for sale. The classification covers the shares in the following three companies of ARP Group: Ranger Safaris Ltd., Arusha, ARP Africa Travel Ltd., Harrow, and Pollman's Tours and Safaris Ltd, Mombasa. The divestment was completed as at 30 May 2025. For further information, please refer to the section on Acquisition – Divestments.

In the prior financial year no assets were classified as held for sale.

(24) Subscribed capital

TUI AG's subscribed capital consists of no-par value shares, each representing an identical share in the capital stock. The proportionate share in the capital stock per no-par value share is €1.00. As the capital stock consists of registered shares, the owners are listed by name in the share register. The subscribed capital of TUI AG is registered in the commercial registers of the district courts of Berlin-Charlottenburg and Hanover.

In the financial year the Company's share capital amounted to €507,431,033.00 as before, divided into 507,431,033 no-par value registered shares, each accounting for €1.00 of the share capital.

Conditional capital

The Annual General Meeting on 25 March 2021 resolved to create conditional capital of €109.9m for the issuance of bonds. The authorisation to issue bonds with conversion or option rights as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €2.0bn and will expire on 24 March 2026. This authorisation was almost fully utilised with the issuance of convertible bonds totalling €589.6m in April and July 2021. As at the reporting date, no shares had yet been issued to service the convertible bonds. In July 2024, a part of the outstanding principal amount of the convertible bonds was repurchased. As a result, the volume of the outstanding convertible bonds fell to €117.6m.

The Annual General Meeting on 13 February 2024 resolved to create further conditional capital for the issuance of bonds worth €50.7m. The authorisation to issue bonds with conversion or option rights as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €1.5bn and will expire on 12 February 2029. This authorisation was nearly fully utilised with the issuance of convertible bonds totalling €487.0m in July 2024. As at the reporting date, no shares had yet been issued to service the convertible bonds.

The Annual General Meeting on 11 February 2025 resolved to create further conditional capital for the issuance of bonds worth €50.7m (2025 Conditional Capital). The authorisation to issue bonds with conversion or option rights as well as profit-sharing rights and income bonds (with or without fixed terms) is limited to a nominal amount of €1.5bn and will expire on 10 February 2030.

As at 30 September 2025, unused conversion rights from the convertible bonds issued in 2021 result in conditional capital worth €109.9m. Given a bond volume of €117.6m and a current conversion price of around €26.67 as at the balance sheet date, full conversion would result in utilisation of conditional capital of around €4.4m. Moreover, as at 30 September 2025, conditional capital totalling €50.7m results from unused conversion rights from the convertible bonds issued in 2024. TUI AG additionally has an unused conditional capital of €50.7m created by the Annual General Meeting on 11 February 2025, resulting in a total unused conditional capital of €211.3m as of the balance sheet date.

Authorised capital

The Annual General Meeting on 13 February 2024 resolved to create authorised capital amounting to €203.0m for the issuance of new shares against cash or non-cash contribution (2024/II Authorised Capital). The issuance of new shares against non-cash contribution excluding shareholders' subscription rights is limited to €50.7m. The authorisation for this Authorised Capital will expire on 12 February 2029.

The Annual General Meeting on 11 February 2025 resolved to create authorised capital of €50.7m for the issuance of new shares against cash or non-cash contribution (2025 Authorised Capital). The authorisation will expire on 10 February 2030.

At the balance sheet date, authorisations for unused authorised capital amounts to around €253.7m (previous year €253.7m).

(25) Capital reserves

The capital reserves comprise transfers from premiums They also comprise amounts entitling the holders to acquire shares in TUI AG in the framework of bonds issued for conversion options and warrants. As before, total capital reserves amount to €7,980.4m.

(26) Revenue reserves

In the completed financial year, TUI AG did not pay a dividend to its shareholders (previous year no dividend).

Foreign exchange differences comprise differences from the translation of the financial statements of foreign subsidiaries as well as differences from the translation of goodwill denominated in foreign currencies.

The net gain from investments in equity instruments measured at fair value through other comprehensive income totals €2.2m (previous year €0.9m).

The proportion of gains and losses from cash flow hedges includes an amount of €217.5m (previous year €-591.2m), carried directly in equity in other comprehensive income (OCI I). The increase in financial year 2025 is mainly attributable to changes in exchange rates and fuel prices. The transaction costs incurred to hedge future cash flows of €-8.0m (previous year €5.7m) are also recognised directly in other comprehensive income (OCI II), outside profit or loss.

The remeasurement of pension obligations and assets (in particular actuarial gains or losses) is also carried directly in equity in other comprehensive income.

The revaluation reserve formed in accordance with IAS 27 (old version) in the framework of step acquisitions of companies is retained until the date of deconsolidation of the company concerned.

(27) Use of Group profit available for distribution

In accordance with the German Stock Corporation Act, the Annual General Meeting adopts a resolution on the appropriation of distributable profit carried in TUI AG's statutory financial statements. TUI AG's profit for the year amounts to €431.2m (previous year profit for the year of €170.6m). After setting off the profit for the year against the profit/loss carried forward of €0.0m, profit available for distribution totals €431.2m as at 30 September 2025. A proposal by the Executive board will be submitted to the Annual General Meeting to use the profit available for distribution for the financial year under review of €50.7m to pay a dividend of €0.10 per dividend-bearing share and carry forward the amount of €380.5m remaining after deduction of the dividend to new account. The final dividend amount will depend on the number of dividend-bearing shares at the time the Annual General Meeting passes a resolution on the appropriation of distributable profit.

(28) Non-controlling interest

Non-controlling interests mainly relate to RIUSA II S.A. based in Palma de Mallorca, Spain. TUI's capital share in this hotel operator stands at 50.0%, as in the prior year.

The financial year of RIUSA II S.A. ends on 31 December and thus deviates from TUI Group's financial year. This reporting date was fixed when the company was founded. In order to include the RIUSA II Group in TUI Group's consolidated financial statements as at 30 September, the RIUSA II Group prepares sub-group financial statements as at 30 September, the balance sheet date.

RIUSA II Group, allocated to Hotels & Resorts, operates owned and leased hotels and hotels operated under management contracts in tourism destinations of TUI Group.

The table below provides summarised financial information on RIUSA II S.A., Palma de Mallorca, Spain – the subsidiary for which material non-controlling interests exist. It presents the consolidated financial statements of the sub-group.

Summarised financial information on RIUSA II S.A., Palma de Mallorca, Spain[1]

€ million	**30 Sep 2025/ 2025**	30 Sep 2024/ 2024
Current assets	254.9	238.8
Non-current assets	2,291.0	2,102.2
Current liabilities	219.9	203.1
Non-current liabilities	151.1	172.4
Revenues	1,471.7	1,366.2
Profit / loss	404.6	394.9
Other comprehensive income	0.7	- 124.8
Cash inflow / outflow from operating activities	532.1	507.7
Cash inflow / outflow from investing activities	- 282.8	- 224.1
Cash inflow / outflow from financing activities	- 244.1	- 226.2
Accumulated non-controlling interest	916.0	811.2
Profit / loss attributable to non-controlling interest	202.3	197.5

[1] Consolidated subgroup

(29) Pension provisions and similar obligations

A number of defined contribution and defined benefit pension plans are operated for Group employees. Pension obligations vary, reflecting the different legal, fiscal and economic conditions in each country of operation, and usually depend on employees' length of service and pay levels.

All defined contribution plans are funded by the payment of contributions to external insurance companies or funds. German employees enjoy benefits from a statutory defined contribution plan paying pensions as a function of employees' income and the contributions paid in. Several additional industry pension organisations exist for TUI Group companies. Once the contributions to the state-run pension plans and private pension insurance organisations have been paid, the Company has no further payment obligations. Apart from Germany, major defined contribution plans are also operated in the Netherlands and in the UK. Contributions paid are expensed for the respective period. In the reporting period, the expenses for all defined contribution plans totalled €95.9m (previous year €95.7m).

Apart from these defined contribution pension plans, TUI Group operates defined benefit plans, which usually entail the formation of provisions within the Company or investments in funds outside the Company.

Within this group, MER-Pensionskasse VVaG, a private pension fund in which German companies of the tourism industry are organised, represents a multi-employer plan classified as a defined benefit plan. In accordance with the rules of the plan, the plan participants and the employers pay salary-based contributions into the plan. There are no further obligations pursuant to the rules of the plan; an additional funding obligation of the participating companies is explicitly excluded. The paid-in contributions are invested in accordance with the policies of the pension plan unless they are used in the short term for benefit payments. As the investments are pooled and are not kept separately for each participating employer, an allocation of plan assets to individual participating employers is not possible. The investment risk and the mortality risk are jointly shared by all plan participants. Moreover, the pension fund does not provide any information to participating companies that would allow the allocation of any over- or underfunding or TUI's participation in the plan. For this reason, accounting for the plan as defined benefit plan is not possible, and the plan is therefore in accordance with the requirements of IAS 19 shown like a defined contribution plan. In the reporting period, contributions to MER-

Pensionskasse VVaG totalled €6.0m (previous year €5.8m). For the next financial year, contributions of €6.0m are expected.

TUI Group's major pension plans recognised as defined benefit plans exist in Germany and the UK. By far the largest pension plans are operated by the Group's tour operators in the UK. They accounted for 67.2% (previous year 68.4%) of TUI Group's total obligations at the balance sheet date. German plans account for a further 27.2% (previous year 25.2%).

Material defined benefit plans in the United Kingdom

Scheme name	Status
BAL Scheme	closed
TUI UK Scheme	closed
TAPS Scheme	closed

Almost all defined benefit plans in the UK are funded externally. Under UK law, the employer is obliged to ensure sufficient funding so that plan assets cover the pension payments to be made and the administrative costs of the funds. The pension funds are managed by independent trustees. The trustees comprise independent members, beneficiaries of the plan and employer representatives. The trustees are responsible for the investment of fund assets, taking account of the interests of plan members, but they also negotiate the level of the contributions to the fund to be paid by the employers, which constitute minimum contributions to the funds. To that end, actuarial valuations are made every three years by actuaries commissioned by the trustees. The annual contributions to be paid to the funds in order to cover any shortfalls were last defined on the basis of the measurement as at 30 September 2022. In the course of this valuation completed in the period under review, an agreement was reached with the trustees, which enables a very efficient management of cash flows to balance the existing shortfall while avoiding any overfunding in other plans. Due to this option, all funded schemes of our UK tour operators were fully funded from 30 June 2025. Accordingly, no further payments to the funds are currently required.

Since 31 October 2018, the main sections of TUI Group's UK Pension Trust have been closed to future accrual of benefits. As a result, current service cost no longer arises for services delivered by the employees.

In June 2023, the UK High Court (Virgin Media Limited v NTL Pension Trustees II Limited) ruled that certain historical amendments for contracted-out defined benefit schemes were invalid if they were not accompanied by the correct actuarial confirmation notice. The case was subsequently reviewed by the Court of Appeal in July 2024 which upheld the High Court's decision. At this stage we concluded that one pension scheme is affected. A legislative initiative by the UK government is now intended to allow retrospective confirmation of historical amendments, provided the conditions for actuarial certification were met at the time. It is expected that this approach will lead to retrospective validation of the relevant amendments and that no adjustment to the balance sheet obligations will be required. We will continue to keep this matter under review.

By contrast, defined benefit plans in Germany are mainly unfunded and the obligations from these plans are recognised as provisions. The company assumes the obligation for payments of company pensions when the beneficiaries reach the legal retirement age. The amount of the pension paid usually depends either on the remuneration received by the employee at the retirement date or the amount of the average remuneration over the employee's service period. Pension obligations usually include surviving dependants' benefits and invalidity benefits. Pension payments are partly limited by third party compensations, e. g. from insurances and MER–Pensionskasse.

Material defined benefit plans in Germany

Scheme name	Status
Versorgungsordnung TUI AG	open
Versorgungsordnung TUIfly GmbH	open
Versorgungsordnung TUI Deutschland GmbH	closed
Versorgungsordnung TUI Beteiligungs GmbH	closed
Versorgungsordnungen TUI Immobilien Services GmbH	closed

In the period under review, defined benefit pension obligations created total expenses of €38.6m for TUI Group, principally comprising current service cost and net interest. The administrative expenses shown relate to professional advisor costs for the pension plans settled from the plan assets.

Pension costs for defined benefit obligations

€ million	2025	2024
Current service cost for employee service in the period	20.7	17.2
Curtailment and settlement losses / (gains)	- 1.2	- 0.3
Net interest on the net defined benefit liability	16.9	20.0
Past service cost	1.3	0.7
Administration cost	0.9	0.3
Total	**38.6**	**37.9**

Provisions for pension obligations are established for benefits payable in the form of retirement, invalidity and surviving dependants' benefits. Provisions are exclusively formed for defined benefit schemes under which the Company guarantees employees a specific pension level, including arrangements for early retirement and temporary assistance benefits.

Defined benefit obligation recognised on the balance sheet

€ million	30 Sep 2025 Total	30 Sep 2024 Total
Present value of fully or partially funded obligations	1,788.3	2,086.7
Fair value of external plan assets	1,878.6	2,140.7
Surplus (-) / Deficit (+) of fully or partially funded plans	**- 90.3**	**- 54.0**
Present value of unfunded pension obligations	613.9	643.0
Defined benefit obligation recognised on the balance sheet	**523.6**	**589.0**
of which		
Overfunded plans in other non-financial assets	95.0	75.4
Provisions for pensions and similar obligations	**618.6**	**664.4**
of which current	35.6	33.7
of which non-current	583.0	630.7

For funded pension plans, the provision carried only covers the shortfall in coverage between plan assets and the present value of benefit obligations.

Where plan assets exceed funded pension obligations, taking account of a difference due to past service cost, and where at the same time there is an entitlement to reimbursement or reduction of future contributions to the fund, the excess is recognised in conformity with the asset ceiling defined by IAS 19. As at 30 September 2025, other non-financial assets include excesses of €95.0m (previous year €75.4m).

Development of defined benefit obligations

€ million	Present value of obligation	Fair value of plan assets	Total
Balance as at 1 Oct 2024	**2,729.7**	**- 2,140.7**	**589.0**
Current service cost	20.7	-	20.7
Past service cost	1.3	-	1.3
Curtailments and settlements	- 23.6	22.4	- 1.2
Interest expense (+) / interest income (-)	116.8	- 99.9	16.9
Administration cost	-	0.9	0.9
Pensions paid	- 137.4	105.5	- 31.9
Contributions paid by employer	-	- 81.1	- 81.1
Contributions paid by employees	1.7	- 1.7	-
Remeasurements	- 223.0	230.3	7.3
due to changes in financial assumptions	- 234.7	-	- 234.7
due to changes in demographic assumptions	4.2	-	4.2
due to experience adjustments	7.5	-	7.5
due to return on plan assets not included in Group profit / loss for the year	-	230.8	230.8
due to assets that have not been capitalised due to the asset ceiling under IAS 19	-	- 0.5	- 0.5
Exchange differences	- 84.0	85.7	1.7
Balance as at 30 Sep 2025	**2,402.2**	**- 1,878.6**	**523.6**

€ million	Present value of obligation	Fair value of plan assets	Total
Balance as at 1 Oct 2023	**2,477.6**	**- 1,905.8**	**571.8**
Current service cost	17.2	-	17.2
Past service cost	0.7	-	0.7
Curtailments and settlements	- 0.3	-	- 0.3
Interest expense (+) / interest income (-)	121.2	- 101.2	20.0
Administration cost	-	0.3	0.3
Pensions paid	- 134.9	99.5	- 35.4
Contributions paid by employer	-	- 105.0	- 105.0
Contributions paid by employees	1.7	- 1.7	-
Remeasurements	169.9	- 49.2	120.7
due to changes in financial assumptions	156.3	-	156.3
due to changes in demographic assumptions	2.2	-	2.2
due to experience adjustments	11.4	-	11.4
due to return on plan assets not included in Group profit / loss for the year	-	- 46.9	- 46.9
due to assets that have not been capitalised due to the asset ceiling under IAS 19	-	- 2.3	- 2.3
Exchange differences	76.6	- 77.6	- 1.0
Balance as at 30 Sep 2024	**2,729.7**	**- 2,140.7**	**589.0**

The net defined benefit obligation decreased by €65.4m to €523.6m in the financial year under review. The present value of the obligation decreased by a total of €327.5m compared to the previous year, mainly due to an increase in discount rates in the euro area and the United Kingdom. The fair value of the plan assets decreased less by only €262.1m.

In order to limit the risk arising from the obligation, the trustees of the UK pension schemes acquired a further insurance policy in December 2024 that securitises full reimbursement of the payments to be made for further parts of the existing obligations by insurers. This resulted in an actuarial loss of €13.2 million in the financial year. Similar insurance policies, which also securitise full reimbursement of the payments to be made for the insured obligations by insurers, had already been acquired in financial year 2021 for parts of the UK pension schemes, as well as in financial year 2024 for a smaller pension scheme of a holding company in the United Kingdom. In none of these transactions has the obligation to fulfil the pension commitments been assumed by the respective insurer. Accordingly, the insured parts of the pension plans continue to be recognised in the financial statements.

For some pension schemes in Switzerland, parts of the obligation and the corresponding assets were finally transferred to a pension fund, Profond Vorsorgeeinrichtung. This resulted in a settlement gain amounting to €1.2 million.

At the balance sheet date, TUI Group's fund assets break down as shown in the table below.

Composition of fund assets at the balance sheet date

	30 Sep 2025		30 Sep 2024	
	Quoted market price in an active market		Quoted market price in an active market	
€ million	**yes**	**no**	yes	no
Fair value of fund assets at end of period	**705.8**	**1,175.3**	**1,125.4**	**1,018.3**
of which liability driven investments	260.2	-	519.0	-
of which corporate bonds	172.0	52.5	240.9	92.0
of which property	132.7	-	156.6	-
of which government bonds	30.9	-	44.9	-
of which securitised debt	85.5	-	137.2	-
of which equity instruments	17.3	-	16.9	-
of which insurance policies	-	980.2	-	681.2
of which loans	-	91.6	-	68.2
of which cash	-	51.0	-	176.9
of which other	7.2	-	9.9	-
Total fund assets before recognition of asset ceiling under IAS 19		**1,881.1**		**2,143.7**
Assets not recognised due to asset ceiling under IAS 19		- 2.5		- 3.0
Total fund assets after recognition of the asset ceiling under IAS 19		**1,878.6**		**2,140.7**

The disclosed assets not recognised due to the asset ceiling under IAS 19 decreased from €3.0m to €2.5m in the period under review.

At the balance sheet date, as in the previous year, fund assets did not comprise any direct investments in financial instruments issued by TUI AG or its consolidated subsidiaries or any property owned by the Group. For funded plans, investments in passive index tracker funds may entail a proportionate investment in Group-issued financial instruments.

Pension obligations are measured on the basis of actuarial calculations based on country-specific parameters and assumptions. The obligations under defined benefit plans are calculated on the basis of the internationally accepted projected unit credit method, taking account of expected future increases in salaries and pensions. For the pension plans in the UK, expected increases in salaries are not taken into account as they are no longer relevant for the measurement due to the plan amendment outlined above.

Actuarial assumptions

			30 Sep 2025
Percentage p.a.	**Germany**	**United Kingdom**	**Other countries**
Discount rate	3.9	5.7	3.2
Projected future salary increases	2.5	-	1.6
Projected future pension increases	2.5	3.0	1.6

			30 Sep 2024
Percentage p.a.	Germany	United Kingdom	Other countries
Discount rate	3.4	5.0	2.8
Projected future salary increases	2.5	-	1.5
Projected future pension increases	2.5	3.1	1.5

The interest rate applicable in discounting the provision for pensions is based on an index for corporate bonds adjusted for securities already downgraded and under observation by rating agencies as well as subordinate bonds in order to meet the criterion for high quality bonds (rated AA or higher) required under IAS 19. The resulting yield structure is extrapolated on the basis of the yield curves for almost risk-free bonds, taking account of an appropriate risk mark-up reflecting the term of the obligation. In order to cover a correspondingly broad market, an index partly based on shorter-term bonds is used (for instance for Eurozone bonds from the iBoxx € Corporates AA 10+ and iBoxx € Corporates AA 7–10).

Apart from the parameters described above, a further key assumption relates to life expectancy. In Germany, the Heubeck reference tables 2018 G are used to determine life expectancy. In the UK, the S3NxA base tables are used, adjusted to future expected developments on the basis of the Continuous Mortality Investigation (CMI) 2023. The pension in payment escalation formulae depend primarily on the pension plan concerned. Apart from fixed rates of increase, there are also a number of inflation-linked pension adjustment mechanisms in different countries.

Changes in the key actuarial assumptions mentioned above would lead to the changes in defined benefit obligations presented below. The methodology used to determine sensitivity corresponds to the method used to calculate the defined benefit obligation. The assumptions were amended in isolation each time; actual interdependencies between the assumptions were not taken into account. The effect of the increase in life expectancy by one year is calculated by means of a reduction in mortality due to the use of the Heubeck tables 2018 G for pension plans in Germany. In the UK, an extra year is added to the life expectancy determined on the basis of the mortality tables.

Sensitivity of the defined benefit obligation due to changed actuarial assumptions

€ million		**30 Sep 2025**		30 Sep 2024
	+50 Basis points	**-50 Basis points**	+50 Basis points	-50 Basis points
Discount rate	- 142.3	+158.0	- 166.9	+184.4
Salary increase	+7.4	- 7.0	+8.4	- 7.9
Pension increase	+53.3	- 49.1	+51.2	- 60.6
	+ 1 year		+ 1 year	
Life expectancy	+73.7	-	+87.7	-

The weighted average duration of the defined benefit obligations totalled 13.4 years (previous year 13.6 years) for the overall Group. In the UK, the weighted duration was 13.5 years (previous year 13.5 years), while it stood at 13.6 years (previous year 14.3 years) in Germany.

Fund assets are determined on the basis of the fair values of the funds invested as at 30 September 2025. The interest rate used to determine the interest income from the assets of external funds is identical with the discount rate used for the defined benefit obligation.

For the forthcoming financial year, the companies of TUI Group are expected to contribute around €6.3m (previous year €104.5m) to pension funds and pay pensions worth €35.6m (previous year €33.7m) for unfunded plans. The expected contribution to the pension funds is significantly reduced, as an agreement was reached with the trustees, based on the asset position of the UK pension schemes, that no further payments are currently required into the pension plans. For funded plans, the payments to the recipients are fully made from fund assets and therefore do not result in a cash outflow for TUI Group.

TUI Group's defined benefit plans entail various risks; some of which may have a substantial effect on the Company. The purchase of insurance policies within the UK schemes serves to eliminate these risks in respect of the liabilities due to pension scheme members covered by this insurance, and hence reduces the overall level of risk in respect of all the categories detailed below.

Investment risk

The investment risk plays a major role, in particular for the large funded plans in the UK. Although shares usually outperform bonds in terms of producing higher returns, they also entail stronger volatility of balance sheet items and the risk of short-term shortfalls in coverage. In order to limit this risk, the trustees have built a balanced investment portfolio to limit the concentration of risks.

Interest rate risk

The interest rate influences in particular unfunded schemes in Germany as a decline in interest rates leads to an increase in the defined benefit obligations. Conversely, an increase in the interest rate leads to a reduction in the defined benefit obligations. Funded plans are less strongly affected by this development as the performance of the interest-bearing assets included in plan assets regularly dampens the effects. For the funded plans in the UK, the trustees have invested a part of the plan assets in liability-driven investment portfolios, holding credit and hedging instruments in order to largely offset the impact of changes in interest rates.

Inflation risk

An increase in the inflation rate normally increases the obligation in pension schemes linked to the final salary of beneficiaries as inflation causes an increase in the projected salary increases. At the same time, inflation-based pension increases included in the plan also rise. The inflation risk is reduced through the use of caps and collars. Moreover, the large pension funds in the UK hold inflation-linked assets, which also partly reduce the risk from a significant rise in inflation. By investing, in particular, plan assets in liability-driven investment portfolios, which hold credit and hedging instruments, they aim to largely offset the impact of the inflation rate.

Longevity risk

An increasing life expectancy increases the expected benefit duration of the pension obligation. This risk is countered by using regularly updated mortality data in calculating the present values of the obligation.

Currency risk

For TUI Group, the pension schemes entail a currency risk as most pension schemes are operated in the UK and therefore denominated in sterling. The risk is limited as the currency effects on the obligation and the assets partly offset each other. The currency risk only relates to any excess of pension obligations over plan assets or vice versa.

(30) Other provisions

Development of provisions in financial year 2025

€ million	Balance as at 30 Sep 2024	Changes with no effect on profit and loss[1]	Usage	Reversal	Additions	**Balance as at 30 Sep 2025**
Maintenance provisions	839.0	- 14.9	214.1	4.7	242.6	847.9
Provisions for litigation	116.3	- 3.5	3.1	1.7	9.4	117.4
Provisions for emission trading obligations	72.1	- 2.1	69.2	-	88.7	89.5
Provisions for other personnel costs	50.2	- 1.3	3.5	0.8	19.0	63.6
Provisions for other taxes	42.0	2.2	2.9	1.9	8.8	48.2
Provisions for environmental protection	37.5	-	0.5	1.1	1.7	37.6
Restructuring provisions	43.8	- 0.5	8.8	4.3	6.4	36.6
Risks from onerous contracts	20.9	- 3.3	2.1	3.6	8.8	20.7
Miscellaneous provisions	108.5	- 7.7	19.6	16.6	35.0	99.6
Other provisions	**1,330.3**	**- 31.1**	**323.8**	**34.7**	**420.4**	**1,361.1**

[1] Reclassifications, transfers, exchange differences and changes in the group of consolidated companies

Provisions for maintenance primarily relate to contractual maintenance, overhaul and repair requirements for aircraft, engines and other specific components arising from aircraft lease contracts. Measurement of these provisions is based on the expected cost of the next maintenance event, estimated on the basis of current prices, expected price increases and manufacturers' data sheets. In line with the terms of the individual contracts and the aircraft model concerned, additions are recognised on a prorated basis in relation to flight hours, the number of flights or the length of the complete maintenance cycle.

Provisions for litigation relate to existing lawsuits. For further details on lawsuits, please refer to Note 36.

Provisions for emission trading obligations to return emissions certificates cover the obligations to submit certificates under the emissions trading schemes applicable to the TUI Group. The obligation for the current year relates to the EU-ETS schemes for Aviation and Shipping. The obligations are covered by already purchased certificates, which are presented under current other non-financial assets, please refer to Note 19.

Provisions for personnel costs comprise provisions for jubilee benefits and provisions for cash-settled share-based payment schemes in accordance with IFRS 2. For information on these long-term incentive programmes, please refer to Note 38 'Share-based payments in accordance with IFRS 2'.

Restructuring provisions comprise payments for personnel measures as well as payments for the early termination of leases. They primarily relate to restructuring projects for which detailed, formal restructuring plans were drawn up and communicated to the parties concerned.

Provisions for environmental protection primarily relate to statutory obligations to remediate sites contaminated with legacy waste from former mining and metallurgical activities.

Provisions for onerous contracts include €12.5m for the early exit from a leased administrative building as the largest single item.

Miscellaneous provisions include various provisions that, taken individually, do not have a significant influence on TUI Group's economic position. This item includes provisions for dismantling obligations and compensation claims from customers.

Changes in other provisions outside profit and loss primarily relate to changes in the group of consolidated companies, foreign exchange differences and reclassifications within other provisions.

Where the difference between the present value and the settlement value of a provision is material for the measurement of a non-current provision as at the balance sheet date, the provision is recognised at its present value in accordance with IAS 37. The discount rate to be applied should take account of the specific risks of the liability and of future price increases. This criterion applies to some items contained in TUI Group's other provisions. Additions to other provisions comprise an interest portion of €25.9m (previous year €25.7m), recognised as an interest expense. An interest portion of €24.2 million (previous year €23.8million) is attributable to provisions for maintenance.

Terms to maturity of other provisions

€ million	30 Sep 2025 Remaining term more than 1 year	30 Sep 2025 Total	30 Sep 2024 Remaining term more than 1 year	30 Sep 2024 Total
Maintenance provisions	620.7	847.9	670.2	839.0
Provisions for litigation	56.3	117.4	64.0	116.3
Provisions for emission trading obligation	8.6	89.5	2.6	72.1
Provisions for other personnel costs	53.1	63.6	41.5	50.2
Provisions for other taxes	25.8	48.2	22.0	42.0
Provisions for environmental protection	35.6	37.6	35.5	37.5
Restructuring provisions	13.6	36.6	17.6	43.8
Risks from onerous contracts	10.7	20.7	12.0	20.9
Miscellaneous provisions	23.8	99.6	19.0	108.5
Other provisions	**848.2**	**1,361.1**	**884.4**	**1,330.3**

(31) Financial and lease liabilities

Financial and lease liabilities

	30 Sep 2025				30 Sep 2024			
	Remaining term				Remaining term			
€ million	up to 1 year	1–5 years	more than 5 years	**Total**	up to 1 year	1–5 years	more than 5 years	Total
Convertible bonds	121.6	-	392.9	514.5	4.4	107.9	379.7	492.0
Bonds	1.3	497.8	-	499.1	1.3	497.3	-	498.6
Liabilities to banks	293.3	581.0	90.5	964.8	348.7	380.3	178.4	907.4
Other financial debt	4.4	-	-	4.4	4.4	-	-	4.4
Financial liabilities	**420.6**	**1,078.8**	**483.4**	**1,982.8**	**358.8**	**985.5**	**558.1**	**1,902.4**
Lease liabilities	**685.8**	**1,342.7**	**426.0**	**2,454.5**	**582.4**	**1,547.6**	**509.8**	**2,639.8**

Non-current financial liabilities increased by €18.6m versus 30 September 2024 to €1,562.2m.

In January 2025, TUI AG fully terminated the remaining undrawn portion of €214m of the KfW portion of the Revolving Credit facility (RCF), so that the restrictions, for example, regarding a dividend payment by TUI AG, no longer apply.

In March 2025, TUI also fully terminated the syndicated credit facility with private banks and entered into a new revolving credit facility with a syndicate of banks. The new RCF has a volume of €1.89 billion, including a guarantee credit line of €190m. The RCF has a term of five years, maturing in March 2030. The interest terms and conditions under that revolving credit facility are linked to achieving the Group's emission reduction targets confirmed by the Science Based Targets initiative. The RCF is subject to compliance with certain financial covenants, which are reviewed based on the last four reported quarters at the end of the financial year and at the end of the half year of a financial year. In July 2025, TUI included an additional underwriting bank in the existing credit facility under the same terms and conditions, in line with the contractual agreements concluded in March 2025, and upsized the credit facility by €76m.

Excluding the guarantee line, the total volume of the RCF at the end of the financial year under review amounts to €1.78bn. The revolving credit facility was not drawn as of 30 September 2025 (previous year €0.0m).

On 24 July 2025, TUI AG issued €250m of promissory notes (Schuldschein). The Schuldschein includes both fixed and floating rate tranches, with tenors of around 3 and 5 years. On 21 August 2025, the promissory notes were increased by a further €45.5m. The total value of promissory notes issued in 2025 is €295.5m. At an average tenor of 3.5 years, the coupon amounts to around 4 % p.a. based on current interest rates. Interest rate hedges with matching maturities were concluded in connection with the placement of the Schuldschein.

€209.5m of the Schuldschein issued in 2018, was repaid as scheduled in July 2025. As at 30 September 2025, €32.5m of the Schuldschein issued in 2018 remains outstanding and will mature in 2028.

The sustainability-linked senior notes issued in the previous year with a principal amount of €500m had a tenure of five years. The senior notes have an annual coupon of 5.875% and are linked to the achievement of a specific sustainability target by the end of the financial year ending on 30 September 2026. Failure to achieve the sustainability target will increase the annual coupon of the notes by 25 basis points for the remaining term. Individual termination rights of TUI AG contained in the sustainability-linked senior notes represent an embedded derivative and are subsequently accounted at fair value.

In July 2024, convertible bonds with a principal amount of €487m and a maturity date until July 2031 were also issued. The 2031 convertible bonds have a denomination of €100,000 per convertible bond with a fixed interest rate of 1.95% p.a., payable semi-annually in arrears. Investors have the option of converting the convertible bonds into ordinary shares. The initial conversion price was set at €9.60.

Of the convertible bonds issued in 2021 with a term until 2028, bonds with a total nominal value of €117.6m remained outstanding as of September 30, 2025. Due to the embedded redemption option for bond investors to demand early repayment of the bond in spring 2026, the bond was reclassified from non-current to current financial liabilities in the financial year under review. As a result of the repurchase of over 80% of the originally issued bonds carried out in financial year 2024, TUI had the right to redeem the remaining convertible bonds with a nominal value of €117.6m and repay them ahead of schedule. TUI exercised this right immediately after the balance sheet date. The adjustment of the carrying amount to the expected future cash flows resulted in a carrying amount recovery of €6.9m in the financial year under review.

The early termination rights of TUI as well as the conversion right and the put option held by the holders of the convertible bond represent embedded derivatives which were not separated in accordance with IFRS 9 as they are classified as closely related to the host contract.

In November 2024, TUI entered an agreement with The Boeing Company and BOC Aviation (Cayman) Ltd. to finance pre-delivery payments for the supply of 14 aircraft. The term depends on the Boing aircraft delivery schedule and repayment is due 60 days prior to the delivery of each aircraft. The financing is subject to variable interest rates at market conditions. As of 30 September 2025, a carrying amount of €167.0m is reported. Based on the delivery dates expected as of the balance sheet date, the amounts are reported under current financial liabilities.

Current financial liabilities increased by €61.8m to €420.6m as at 30 September 2025.

Movements in financial and lease liabilities

€ million	Convertible bonds	Sustainability-linked senior notes	Short-term liabilities to banks	Long-term liabilities to banks	Other financial liabilities	**Total financial liabilities**	**Lease liabilities**
Balance as at 1 Oct 2024	**492.0**	**498.6**	**348.7**	**558.8**	**4.4**	**1,902.5**	**2,639.8**
Issues / redemptions in the period	-	-	- 235.7	157.4	0.7	- 77.6	- 580.0
Foreign exchange movements	-	-	- 16.2	- 15.1	-	- 31.3	- 101.8
Other non-cash movement	22.5	0.5	196.5	- 29.6	- 0.7	189.2	496.5
Balance as at 30 Sep 2025	**514.5**	**499.1**	**293.3**	**671.5**	**4.4**	**1,982.8**	**2,454.5**

Movements in financial and lease liabilities

€ million	Convertible bonds	Sustainability-linked senior notes	Short-term liabilities to banks	Long-term liabilities to banks	Other financial liabilities	Total financial liabilities	Lease liabilities
Balance as at 1 Oct 2023	**542.7**	**-**	**69.9**	**648.9**	**35.5**	**1,297.0**	**2,918.1**
Issues / redemptions in the period	- 100.5	486.6	13.9	154.7	- 36.6	518.1	- 619.6
Foreign exchange movements	-	-	- 1.4	- 9.6	- 0.1	- 11.1	- 76.4
Other non-cash movement	49.8	12.0	266.3	- 235.2	5.6	98.5	417.7
Balance as at 30 Sep 2024	**492.0**	**498.6**	**348.7**	**558.8**	**4.4**	**1,902.5**	**2,639.8**

The payments made in the period include the raisings of financial debt, as well as the repayment of financial debt and lease liabilities.

Fair values and carrying amounts of the issued bonds as at 30 Sep 2025

						30 Sep 2025		30 Sep 2024
€ million	Issuer	Nominal value, initial	Nominal value, outstanding	Interest rate % p.a.	**Stock market value**	**Carrying amount**	Stock market value	Carrying amount
2021 / 2028 convertible bond	TUI AG	589.6	117.6	5.000	118.9	119.9	117.9	110.6
2024 / 2031 convertible bond	TUI AG	487.0	487.0	1.950	563.7	394.6	516.2	381.4
2024 / 2029 sustainability bond	TUI AG	500.0	500.0	5.875	520.6	499.1	521.3	498.6
Total					**1,203.2**	**1,013.6**	**1,155.4**	**990.6**

(32) Touristic advance payments received

Touristic advance payments received

€ million	
Touristic advance payments received as at 1 Oct 2023	**3,530.2**
Revenue recognised that was included in the balance at the beginning of the period	- 3,193.7
Increases due to cash received, excluding amounts recognised as revenue during the period	3,769.1
Reclassification to other financial liabilities	- 0.1
Customer refund repayments	- 178.7
Other	90.3
Touristic advance payments received as at 30 Sep 2024	**4,017.1**
Revenue recognised that was included in the balance at the beginning of the period	- 3,675.7
Increases due to cash received, excluding amounts recognised as revenue during the period	4,003.4
Reclassification to other financial liabilities	- 0.1
Customer refund repayments	- 161.8
Other	- 88.6
Touristic advance payments received as at 30 Sep 2025	**4,094.3**

(33) Other non-financial liabilities

Other non-financial liabilities

	30 Sep 2025			30 Sep 2024		
	Remaining term			Remaining term		
€ million	up to 1 year	1–5 years	**Total**	up to 1 year	1–5 years	Total
Other liabilities relating to employees	297.7	33.3	331.0	250.2	31.2	281.4
Other liabilities relating to social security	39.2	-	39.2	34.9	-	34.9
Other liabilities relating to other taxes	90.5	-	90.5	44.9	-	44.9
Other miscellaneous liabilities	140.4	0.8	141.2	146.7	0.5	147.2
Deferred income	89.8	202.0	291.8	80.8	265.8	346.6
Other non-financial liabilities	**657.6**	**236.1**	**893.7**	**557.5**	**297.5**	**855.0**

(34) Liabilities related to assets held for sale

As at 30 September 2025, there are liabilities related to assets held for sale:

Disposal TUI Blue Kalamota Island

€ million	**30 Sep 2025**
Financial liabilities	4.9
Deferred tax liabilities	1.2
Trade payables	0.7
Other non-financial liabilities	0.3
Total	**7.1**

In the previous year there were no liabilities in relation to assets held for sale.

(35) Contingent liabilities

As at 30 September 2025, contingent liabilities amounted to €30.6m (previous year €61.4m), which, in our assessment, do not meet the criteria for recognition in the balance sheet under IAS 37. These primarily comprise obligations in connection with the issuance of bank guarantees, as well as assumed sureties and other guarantees.

(36) Litigation

TUI AG and its subsidiaries are involved or have been involved in several court or arbitration proceedings, which do not have a significant impact on their economic position as at 30 September 2025 or future periods. This also applies to actions claiming warranty, repayment or any other compensation in connection with the divestment of subsidiaries and business units over the past few years. As in previous years, the Group recognised adequate provisions, partly covered by expected claims for insurance benefits, to cover all probable financial charges from existing and impending court or arbitration proceedings.

(37) Other financial commitments

Other financial commitments

			30 Sep 2025			30 Sep 2024
	remaining term			remaining term		
€ million	up to 1 year	1–5 years	**Total**	up to 1 year	1–5 years	Total
Order commitments in respect of capital expenditure	993.5	958.6	1,952.1	760.3	1,674.5	2,434.8
Other financial commitments	92.7	38.5	131.2	107.0	69.9	176.9
Total	**1,086.2**	**997.1**	**2,083.3**	**867.3**	**1,744.4**	**2,611.7**

As at 30 September 2025 order commitments in respect of capital expenditure decreased by €482.7m compared to 30 September 2024.

The decrease in order commitments is primarily attributable to a reduction in aircraft-related obligations. The decline is mainly driven by pre-delivery payments, the delivery of aircraft, and the impact of foreign exchange fluctuations on commitments denominated in non-functional currencies. While the overall reduction in aircraft-related commitments was partially offset by new aircraft orders, the total decrease in order commitments also reflects lower construction commitments within the Hotels and Resorts segment.

(38) Share-based payments in accordance with IFRS 2

All awards existing as of 30 September 2025 from share-based remuneration programs are recognized as cash-settled remuneration.

The following share-based payment schemes are in effect within TUI AG as at 30 September 2025.

Phantom shares under the long-term incentive plan (LTI) for the executive board of TUI AG

LTI with share allocation from financial year 2024 for the active members of the Executive Board of TUI AG

The LTI is a several-year variable remuneration based on phantom shares with a four-year performance reference period.

An individual target amount is agreed in the service agreement for each member of the Executive Board. For each financial year, a provisional number of phantom shares in TUI AG is granted to the members of the Executive Board at the start of the financial year, meaning 1 October of each year ("financial year of grant"). The period for measuring the performance targets ends on 30 September of the third financial year following the financial year of grant ("performance reference period"). This preliminary number of phantom shares will constitute the basis for the determination of the final performance-based payment for the tranche in question at the end of the respective performance reference period. The number of phantom shares provisionally granted is calculated based on the quotient of the target amount individually agreed in the service agreement and the average Xetra price of TUI AG shares (WKN: TUAG50) over the 20 trading days prior to the first day of the financial year of the grant. The claim to a payment only arises upon expiry of the four-year performance reference period and depends on whether or not the respective performance target is achieved.

The relevant performance target is the average annual reported Earnings per share ("reported EPS") of TUI AG over the performance reference period. The performance target reported EPS is defined as the reported earnings per share from continuing operations shown in the approved and audited consolidated accounts of the TUI Group.

The target achievement for the reported EPS of TUI AG over the performance reference period is calculated as the arithmetic mean of the annual reported EPS target achievements during the performance reference period.

The annual target achievement for the reported EPS is calculated based on the reported EPS for the financial year in relation to the target value of the reported EPS for the same financial year. To this end, the Supervisory Board determines a minimum reported EPS value corresponding to a target achievement of 25%, a target reported EPS value corresponding to a target achievement of 100% and a maximum reported EPS value corresponding to a target achievement of 175% for the reported EPS for each financial year during the performance reference period. The Supervisory Board may set different target reported EPS values for the respective financial years of the four-year performance reference period.

If the minimum reported EPS value is not achieved in a financial year, the target achievement for that financial year is 0%. If the minimum reported EPS value is achieved exactly in a financial year, the target achievement for that financial year is 25%. If the target reported EPS value is achieved exactly in a financial year, the target achievement for that financial year is 100%. If the maximum reported EPS value is achieved or exceeded in a financial year, the maximum target achievement for that financial year is 175%. The annual target achievement is determined through linear interpolation between the minimum reported EPS value and the target reported EPS value and between the target reported EPS value and the maximum reported EPS value.

To determine the final number of phantom shares, the degree of target achievement of the average annual reported EPS of TUI AG over the performance reference period is multiplied by the provisional number of phantom shares. The payout is obtained by multiplying the final number of phantom shares by the average Xetra price of TUI AG shares over the last 20 trading days of in the respective performance reference period. The Supervisory Board reviews whether the amount payable should be reduced based on malus rules. The amount established in this way will be paid out in the month of the approval and audit of the consolidated accounts of the TUI Group for the last financial year of the performance reference period. The maximum LTI payout is capped at 240% of the target amount.

In accordance with section 87 (1) sentence 3 clause 2 AktG, the Supervisory Board is further entitled to limit the amount of the LTI to allow for extraordinary circumstances. In the event of capital or structural measures, corresponding adjustments in the number of phantom shares granted are to apply. In the event of delisting, the LTI will terminate as of the effective date of the delisting. In case of extraordinary events or developments, the Supervisory Board shall have the right to adjust the terms of the LTI at its due discretion. This allows for special situations that were not sufficiently factored into the targets previously set to be taken into account. In these cases, the Supervisory Board is also entitled to increase or reduce the amount payable to which a member of the Executive Board would be entitled when an extraordinary event or development is taken into account to the amount to which that member would be entitled if the extraordinary event or development were not taken into account.

If a member's employment starts or ends during a year in progress, the target amount and thus the number of phantom shares granted must be reduced pro rata, where applicable retroactively. In the event of premature termination of the service agreement, the LTI is continued in principle according to the agreed targets and terms. If, however, the service agreement ends prior to the expiry of the performance period by extraordinary termination by TUI AG for a good cause attributable to the Executive Board member or by termination by the Executive Board member without good cause, all claims from LTI tranches not yet paid out shall lapse without replacement or remuneration.

LTI with share allocation for the financial years 2022 to 2023

The Long Term Incentive Plan (LTI) consists of a programme based on phantom shares and is measured over a period of four years (performance reference period). The phantom shares are allocated in annual tranches.

All Executive Board members have their individual target amounts defined in their service agreements. At the beginning of each financial year, this target amount is translated into a preliminary number of phantom shares based on the target amount. It constitutes the basis for the determination of the performance-related pay after the end of the performance reference period. In order to determine that number, the target amount is divided by the average Xetra share price of

TUI AG shares during the 20 trading days prior to the beginning of the performance reference period (1 October of any one year). The entitlement to payment under the long-term incentive programme arises upon completion of the four-year performance reference period and is subject to attainment of the relevant target.

The performance target relevant for the LTI under the remuneration system is the average development of earnings per share (EPS). The average calculation over the four-year performance period is based on a pro forma adjusted earnings per share from continuing operations as reported in the annual report. The average EPS development per year (in %) is calculated from four equally weighted annual figures (in %). Each annual figure is calculated from the quotient of the current EPS and the EPS of the previous year. The first annual figure ("Start EPS") is determined from the first EPS in the performance period and the last EPS before the start of the performance period.

Target achievement for the average development of EPS per annum based on the annual amounts is determined as follows:

- An average absolute EPS of less than 50% of the absolute EPS value determined at the beginning of the performance period corresponds to target achievement of 0%.
- An average absolute EPS of 50% of the absolute EPS value determined at the beginning of the performance period corresponds to target achievement of 25%.
- An average absolute EPS of 50% or more of the absolute EPS value determined at the beginning of the performance period up to an average increase of 5% corresponds to target achievement of 25% to 100%.
- An average increase of 5% p.a. corresponds to target achievement of 100%.
- An average increase of 5% to 10% p.a. corresponds to target achievement of 100% to 175%.
- An average increase of 10% or more p.a. corresponds to target achievement of 175%.

For an average absolute EPS of 50% or more of the absolute EPS value determined at the beginning of the performance period up to an average annual increase of 5%, corresponding to a target achievement of 25% to 100%, and an average increase of 5% to 10% p.a., corresponding to a target achievement of 100% to 175%, linear interpolation is used to determine the degree of target achievement. The degree of target achievement is rounded to two decimal places.

If the prior-year EPS amounts to less than €0.50, the Supervisory Board defines new absolute targets for EPS as well as minimum and maximum amounts for determining the percentage target achievement for each subsequent financial year in the performance reference period. Due to the development of EPS as a result of the COVID-19 pandemic, the Supervisory Board has made use of this clause and has accordingly defined absolute target values for the current tranches, LTI tranche 2022–2025 and LTI tranche 2023–2026.

In order to determine the final number of phantom shares, the degree of target achievement on the final day of the performance reference period is multiplied by the preliminary number of phantom shares. The payout amount is determined by multiplying the final number of phantom shares by the average Xetra share price of TUI AG shares over the 20 trading days prior to the end of the performance reference period (30 September of any one year). The payout amount determined in this way is paid out in the month of the approval and audit of TUI Group's annual financial statements for the relevant financial year. If the service contract begins or ends in the course of the financial year relevant for the allocation of the LTI, the entitlement to payment of the LTI is determined on a pro rata basis.

In the case of a capital increase from company funds, the number of preliminary phantom shares would increase in the same ratio as the nominal value of the share capital. In the case of a capital decrease without return of capital, the number of preliminary phantom shares would decrease in the same ratio as the nominal value of the share capital. In the case of a capital increase against contributions, a capital decrease with return of capital or any other capital or structural measures that have an effect on the share capital and cause a material change in the value of the TUI AG share, the number of preliminary phantom shares would also be adjusted. The Supervisory Board is entitled, at reasonable discretion, to make adjustments to neutralize any negative or positive effects from such capital or structural measures. The same rule applies in the case of a change in share price due to the payment of an unusually high superdividend. The Supervisory Board has made use of this authorisation for the capital increases carried out in January and October 2021, March 2023 and the share consolidation at a ratio of 10:1 in February 2023.

The maximum LTI payout is capped at 240% of the individual target amount for each performance reference period. This means that there is an annual LTI cap which is determined individually for each Executive Board member. The Supervisory Board is furthermore, according to section 87 (1) sentence 3, second clause German stock corporation law, authorized to cap the LTI payout in case of extraordinary circumstances (e.g. company mergers, segment disposals, recognition of hidden reserves or external influences).

Performance Share Plan (PSP)

The PSP governs the phantom share-based remuneration for eligible executives who are not members of the Executive Board. The PSP is in principle harmonized with the multi-year variable remuneration of the Board members until 2023. The performance period of the PSP is three years. The current PSP has been in effect in its current form since 2019.

Since LTI EPS22-23 and the current PSP follow common scheme principles, the following development of allocated phantom shares under the programs are shown on an aggregated basis.

Development of phantom shares allocated (LTI & PSP)

	LTI EPS22–23 & PSP		LTI EPS24–25	
	Number of shares	Present value € million	Number of shares	Present value € million
Balance as at 30 Sep 2023	**2,387,605**	**13.0**	**-**	**-**
Phantom shares allocated	1,053,564	5.7	1,309,450	7.1
Phantom shares exercised	- 837,461	- 4.5	-	-
Phantom shares forfeited	- 167,709	- 0.9	-	-
Adjustment from EPS performance	70,431	0.4	-	-
Measurement results	-	2.0	-	1.1
Balance as at 30 Sep 2024	**2,506,430**	**15.7**	**1,309,450**	**8.2**
Phantom shares allocated	1,002,535	6.3	829,346	5.2
Phantom shares exercised	- 518,679	- 3.3	-	-
Phantom shares forfeited	- 282,862	- 1.8	-	-
Adjustment from EPS performance	90,105	0.7	-	-
Measurement results	-	4.8	-	3.8
Balance as at 30 Sep 2025	**2,797,529**	**22.4**	**2,138,796**	**17.2**

Accounting for share-based payment schemes

As at 30 September 2025, all existing awards are recognised as cash-settled share-based payment schemes and are allocated with an exercise price of €0.00 (previous year €0.00). The personnel expense is recognised upon actual delivery of service according to IFRS 2 and is, therefore, spread over a period of time. According to IFRS 2, all contractually granted entitlements have to be accounted for, irrespective of whether and when they are actually allocated. Accordingly, phantom shares are allocated in the year in which the performance underlying the respective tranche actually takes place.

Overall, expenses from the addition of provisions for cash-settled share-based payments of €10.0m was recognised through profit or loss in financial year 2025 (previous year expenses €8.2m).

As at 30 September 2025, provisions and liabilities relating to entitlements under these long-term incentive programmes totalled €27.2m (previous year €18.9m).

(39) Financial instruments

Risks and risk management

Risk management principles

Due to the nature of its business operations, TUI Group is exposed to various financial risks, including market risks (consisting of currency risks, interest rate risks and market price risks), credit risks and liquidity risks.

In accordance with TUI Group's financial goals, financial risks have to be mitigated. In order to achieve this, policies and procedures have been developed to manage risk associated with financial transactions undertaken.

The rules, responsibilities and processes as well as limits for transactions and risk positions have been defined in policies. The trading, processing and control have been segregated in functional and organisational terms. Compliance with the policies and limits is continually monitored. All hedges by TUI Group are consistently based on recognised or forecasted underlying transactions. Standard software is used for assessing, monitoring, reporting, documenting and reviewing the effectiveness of the hedging relationships for the hedges entered into. In this context, the fair values of all derivative financial instruments determined on the basis of the Group's own systems are regularly compared with the fair value confirmations from the external counterparties. The processes, the methods applied and the organisation of risk management are reviewed for compliance with the relevant regulations on at least an annual basis by the internal audit department and external auditors.

Within TUI Group, financial risks primarily arise from cash flows in foreign currencies, fuel requirements (jet fuel and bunker oil) and financing via the money and capital markets. In order to limit the risks from changes in exchange rates, market prices and interest rates for underlying transactions, TUI Group uses over-the-counter derivative financial instruments. These are primarily fixed-price transactions. In addition, TUI can also use options and structured products. Use of derivative financial instruments is confined by internally fixed limits and other policies. The transactions are concluded on an arm's length basis with counterparties operating in the financial sector, whose counterparty risk is regularly monitored. Foreign exchange translation risks from the consolidation of group companies not preparing their accounts in euros are not hedged.

Market risk

Market risks result in fluctuations in earnings, equity and cash flows. Risks arising from input cost volatility are more fully detailed in the risk report section of the management report. In order to limit or eliminate these risks, TUI Group has developed various hedging strategies, including the use of derivative financial instruments.

IFRS 7 requires the presentation of a sensitivity analysis showing the effects of hypothetical changes in relevant market risk variables on profit or loss and equity. The effects for the period are determined by relating the hypothetical changes in risk variables to the portfolio of primary and derivative financial instruments as at the balance sheet date. It is assured that the portfolio of financial instruments as at the balance sheet date is representative for the entire financial year.

The analyses of TUI Group's risk reduction activities outlined below and the amounts determined using sensitivity analyses represent hypothetical and thus uncertain risks. Due to unforeseeable developments in the global financial markets, actual results may deviate substantially from the disclosures provided. The risk analysis methods used must not be considered a projection of future events or losses, since TUI is also exposed to risks of a non-financial or non-quantifiable nature. These risks primarily include sovereign, business and legal risks not covered by the following presentation of risks.

Currency risk

The business operations of TUI's group companies generate payments or receipts denominated in foreign currencies, which are not always matched by payments or receipts with equivalent terms in the same currency. Using potential netting effects (netting of payments made and received in the same currency with identical or similar terms), TUI Group enters into appropriate hedges with external counterparties in order to protect its profit margin from exchange rate-related fluctuations.

Within TUI Group, risks from exchange rate fluctuations are hedged, with the largest hedging volumes relating to US dollars, euros and pound sterling. The Eurozone limits the currency risk from transactions in the key tourist destinations to group companies whose functional currency is not the euro. The tourism business operations are mainly affected by changes in the value of the US dollar and the euro, the latter predominantly affecting the TUI tour operators in the UK, the Nordic countries and Poland. In tourism operations, payments in US dollars primarily relate to the procurement of services in non-European destinations, purchases of jet and ship fuel and aircraft and cruise ship purchases or charter.

The tourism companies use financial derivatives to hedge their planned foreign exchange requirements. They aim to take out cover ahead of the markets' customer booking profiles in the planned currency requirements in the run-up to the tourism season. In this regard, account is taken of the different risk profiles of TUI's group companies. The hedged currency volumes are adjusted in line with changes in planned requirements based on reporting by business units. Target hedge ratios are regularly reviewed with the aim of matching hedge ratios with the respective target hedge ratios for future seasons.

Currency risks as defined by IFRS 7 arise from primary and derivative monetary financial instruments issued in a currency other than the functional currency of a company. Exchange rate-related differences from the translation of financial statements into the Group's presentation currency are not taken into account. Taking account of the different functional currencies within the TUI Group, the sensitivity analyses of the currencies identified as relevant risk variables are presented below. A 10% strengthening or weakening of the respective functional currencies, primarily euro and pound sterling, against the other currencies would cause the following effects on the equity and earnings after income tax.

Sensitivity analysis – currency risk

€ million		30 Sep 2025		30 Sep 2024
Variable: Foreign exchange rate	**+ 10 %**	**- 10 %**	+ 10 %	- 10 %
Exchange rates of key currencies				
€ / US dollar				
Equity	+ 106.7	- 106.6	+ 116.1	- 116.0
Earnings after income taxes	+ 4.3	- 2.5	+ 13.5	- 13.7
Pound sterling / €				
Equity	+ 170.0	- 170.0	+ 180.6	- 220.5
Earnings after income taxes	+ 78.0	- 81.3	+ 79.4	- 97.0
Pound sterling / US dollar				
Equity	+ 139.1	- 139.1	+ 140.9	- 172.2
Earnings after income taxes	+ 56.1	- 55.8	+ 49.6	- 60.6
€ / Swedish krona				
Equity	+ 26.1	- 26.1	+ 20.3	- 24.8
Earnings after income taxes	+ 3.9	- 4.0	+ 4.2	- 5.2

Interest rate risk

TUI Group is exposed to interest rate risks from floating-rate primary and derivative financial instruments. Where interest-driven cash flows of floating-rate primary financial instruments are converted into fixed cash flows using derivative hedges and the critical terms of the hedging transaction are the same as those of the hedged items, they are not exposed to an interest rate risk. No interest rate risk exists for fixed-interest financial instruments carried at amortised cost.

Changes in market interest rates mainly impact floating-rate non-derivative financial instruments, on embedded derivatives in bonds and derivative financial instruments entered into in order to reduce interest-induced cash flow fluctuations.

The table below presents the equity and earnings after income taxes effects of an assumed increase or decrease in the market interest rate of 100 basis points (previous year + / - 100 basis points) as at the balance sheet date. Maintaining the sensitivity of market prices at 100 basis points is based on the assumption that an elevated level of volatility in interest rates is likely to continue as some central banks are expected to continue with their rate reduction cycle.

Sensitivity analysis – interest rate risk

€ million		30 Sep 2025		30 Sep 2024
Variable: Interest rate level for floating interest-bearing debt	**+ 100 basis points**	**- 100 basis points**	+ 100 basis points	- 100 basis points
Equity	+ 2.2	- 2.4	-	-
Earnings after income taxes	- 4.3	+ 9.1	- 4.0	+ 6.6

Fuel price risk

Due to the nature of its business operations, TUI Group is exposed to market price risks from the purchase of fuel for the aircraft fleet and the cruise ships.

The tourism companies use financial derivatives to hedge their exposure to market price risks for the planned consumption of fuel. They aim to take out cover ahead of the markets' customer booking profiles in the planned commodity requirements in the run-up to the tourism season. The different risk profiles of the group companies are taken into account, including the possibility of levying fuel surcharges. The hedging volumes are adjusted for changes in planned consumption as identified by the group companies. Target hedge ratios are regularly reviewed with the aim of matching hedge ratios with the respective target hedge ratios for future seasons.

If the commodity prices, which underlie the fuel price hedges, increase or decrease by 15% (previous year + 15% / - 15%), on the balance sheet date, the impact on equity and on earnings after income taxes would be as shown in the table below. The sensitivity of market prices of +/- 15% is based on the assumption that an above-average price volatility in fuel prices could be expected to continue over the coming months in the context of the current geo-political environment and due to demand uncertainties in some of the world's major economies.

Sensitivity analysis – fuel price risk

€ million		**30 Sep 2025**		30 Sep 2024
Variable: Fuel prices for aircraft and ships	**+ 15 %**	**- 15 %**	+ 15 %	- 15 %
Equity	+ 89.8	- 91.8	+ 98.6	- 106.8
Earnings after income taxes	+ 3.7	- 1.5	+ 6.4	+ 2.0

Other price risks
Apart from the financial risks that may result from changes in exchange rates, commodity prices and interest rates, TUI Group is not exposed to significant price risks at the balance sheet date.

Credit risk
The credit risk in non-derivative financial instruments results from the risk of counterparties defaulting on their contractual payment obligations.

Maximum credit risk exposure corresponds in particular to the total of the recognised carrying amounts of the financial assets (including derivative financial instruments with positive market values). Where legally enforceable, financial assets and liabilities are netted. Credit risks are reviewed closely at conclusion of the contract and continually monitored thereafter in order to swiftly respond to potential impairment in a counterparty's solvency. Responsibility for handling the credit risk is generally held by the Group company holding the receivable.

Since TUI Group operates in different business areas and regions, significant credit risk concentrations of receivables from and loans to specific debtors or groups of debtors are not to be expected. A significant concentration of credit risks related to specific countries is not to be expected either. As in the previous year, at the balance sheet date, there is no material collateral held, or other credit enhancements that reduce the maximum credit risk. Collateral held relates exclusively to financial assets of the category trade receivables and other receivables. The collateral mainly comprises collateral for financial receivables granted and maturing in more than one year and/or with a volume of more than €1.0m. Real property rights, directly enforceable guarantees, bank guarantees and comfort letters are used as collateral.

Credit management also covers TUI Group's derivative financial instruments. The maximum credit risk for derivative financial instruments entered into is limited to the total of all positive market values of these instruments since in the event of counterparty default asset losses would only be incurred up to that amount. Since derivative financial instruments are concluded with different debtors, credit risk exposure is reduced. The specific credit risks of individual counterparties are taken into account in determining the fair values of derivative financial instruments. In addition, the counterparty risk is continually monitored and controlled using internal bank limits.

For the sustainability-related bond issued in financial year 2025, TUI has the right to terminate the bond early at certain repurchase prices in accordance with the bond terms and conditions. These termination rights represent embedded derivatives and are accounted for separately from the bond as derivative financial assets. As part of the bond, they are not subject to an own default risk.

IFRS 9 requires entities to recognise expected losses for all financial assets held at amortised cost and for financial assets constituting debt instruments and measured at FVTOCI (Fair Value Through Other Comprehensive Income). In TUI Group, the items affected are financial instruments recognised at amortised cost in the following classes: trade receivables and other receivables with the sub-classes trade receivables, advances and loans, other receivables and assets as well as lease receivables. Additional classes are other financial assets and cash and cash equivalents. In determining expected losses, IFRS 9 distinguishes between the general and the simplified approach to impairment.

Under the general approach to impairment, financial assets are divided into three stages. Stage 1 includes financial assets that are recognised for the first time or that show no significant increase in credit risk since initial recognition. In this stage, the expected credit losses that may arise from possible default events within the next 12 months after the respective balance sheet date are reported (12-month Expected Credit Losses (ECL)). Stage 2 includes financial assets for which there has been a significant increase in the probability of default since initial recognition. Stage 3 includes financial assets that in addition to the criteria of Stage 2, show objective evidence of impairment. In Stages 2 and 3, expected credit losses are considered for the entire term (Lifetime ECL).

Under the simplified approach to impairment, a loss allowance is carried at an amount equal to life-time ECL at initial recognition for trade receivables and lease receivables, regardless of the credit quality of the trade receivable and the lease receivables. TUI uses a provision matrix to determine the expected loss for trade receivables and lease receivables. Average historical default rates are determined for the following maturity bands. Not overdue, less than 30 days past due, 30–90 days, 91–180 days and more than 180 days past due. To determine the historical default rate, the weighted average of the last three years is calculated for the receivables in default in each respective year in relation to the receivables portfolio at the end of each financial year. This is multiplied by the probability that a receivable will age into the last maturity band. The loss rates determined are adjusted by credit default swap (CDS) rates to incorporate forward-looking information. The adjusted loss rates are based on average values from recent years. The economic environment of the relevant geographical regions is taken into account through a weighting of CDS rates. All model parameters mentioned above are regularly reviewed and updated.

Under the simplified approach to impairment, trade receivable and lease receivables are transferred to Stage 3 when there is any objective evidence of impairment. In principle TUI Group classifies whether a trade receivable is to be transferred to Stage 3 on an individual basis, depending on the region, after 180 days at the earliest. In the event of insolvencies or other objective indications of impairment before this date, a transfer to Stage 3 is made earlier. If a receivable is more than 180 days overdue, it is assumed to be impaired and, in the event of uncollectibility, generally written down in full. Objective evidence of impairment of lease receivables includes, for example, significant financial difficulties of the debtor, breach of contract (default or delay in interest and repayment) or concessions made for economic or contractual reasons in connection with the debtor's financial difficulties.

For all other financial assets carried at amortised cost impairments are determined in accordance with the general approach.

For cash and cash equivalents, the low credit risk exemption of IFRS 9 is applied, according to which financial instruments with a low default risk at the time of initial recognition can be assigned to Stage 1 of the impairment model. Cash and cash equivalents include, for instance, cash in hand or bank balances that are exclusively due to counterparties with a high credit rating. In accordance with Stage 1 of the impairment hierarchy, a risk provision corresponding to the 12-month credit loss is recorded in cash and cash equivalents upon initial recognition. At each balance sheet date, a verification is made as to whether the counterparties continue to have a rating of investment grade quality. As the corresponding financial assets have a maximum term of three months, the impairment requirement is very low. A transfer from Stage 1 to Stage 2 or 3 has no practical relevance, as the business relationship would be terminated immediately in the case of a corresponding event.

For material advances and loans and other receivables and assets, the expected credit losses are determined by multiplying the probability of default with the loss given default and the carrying amount of the asset at default (exposure at default). TUI Group determines the probability of default on the basis of an internal rating model. As part of TUI Group's business model, the ratings of debtors for material receivables are evaluated on the basis of this internal rating. Category 1 of the rating model contains the debtors with the highest credit rating, whereas the debtors with the lowest credit rating are assigned to category 7. If the credit risk has not significantly deteriorated since initial recognition, 12-month credit losses are determined (Stage 1). In the event of a significant increase in the credit risk, the lifetime-expected credit loss is determined (Stage 2). A significant increase in the default risk is assessed on the basis of the internal rating and other relevant information such as changes in the economic, regulatory or technological environment.

If there is any objective evidence of impairment, a transfer is made to Stage 3.

The gross carrying amount of a financial asset of all classes of financial instruments recognised at amortised cost is written off when there is no longer the expectation of full or partial recovery of a financial asset following an appropriate assessment. For individual customers the gross carrying amount is usually written off by the Group companies based on past experience of recoveries of such assets in the country specific business environment if the financial asset is no longer expected to be collected due to days overdue. For corporate customers, TUI Group’s businesses conduct an individual assessment about the timing and the amount of write off based on whether there is a reasonable expectation of recovery. TUI Group does not expect significant recovery of amounts written off. However, written-off financial assets may still be subject to enforcement actions to collect overdue receivables.

For advances and loans, other receivables and assets as well as other financial assets, the expected credit losses are determined on a portfolio basis. In significant individual cases, this portfolio approach is deviated from, as the relevant information for determining the expected loss is available at the stage of the individual instrument. TUI Group ensures that solely financial assets with similar credit risk characteristics are combined, e.g. type of product and geographical region. TUI Group initially carries the credit loss based on a loss rate expected for the next twelve months. This loss rate is adjusted at regular intervals depending on the macroeconomic market environment. If the credit risk increases significantly, the lifetime expected credit loss is determined (Stage 2). The assessment of a significant increase in the credit risk, because of the past due status of the instruments, is determined in TUI Group on an individual basis by region, change in default risk-related market data or change in contractual conditions, among other factors. Depending on the portfolio, a reclassification to Stage 2 is regularly made if the overdue amount is more than 30 days past due. If there is objective evidence of impairment, the instrument is transferred to Stage 3.

In principle, the general approach assumes that the default risk of financial assets has increased significantly since initial recognition if contractual payments are more than 30 days overdue. However, this can be refuted by TUI Group's available appropriate and comprehensible information. The assessment of the objective evidence of impairment for all instruments falling within the scope of the ECL model is based on the following indicators: e.g. severe financial difficulties of the debtor, breach of contract (default or delinquency in interest or principal payment) or concessions made for economic or contractual reasons in connection with financial difficulties of the debtor. As a result, such instruments are usually written off in full.

CDS rates are used as forward-looking information in the general impairment model, too.

The impairment ratio for financial assets in the general approach that are not included in the 'default risk' table below is based on observable past default rates, but is set at a minimum of 1.1% (previous year 1.0%). The 1.1% results from a three-year average of the default rates determined individually for advances and loans, other receivables and assets as well as other financial assets.

TUI Group recognises an impairment gain or loss on all financial assets with a corresponding adjustment of the carrying amount through a provision for impairment.

As at 30 September 2025, trade receivables were impaired in the amount of €23.7m (previous year €41.0m). The following overview shows the ageing structure of impairments of financial instruments classified as trade receivables.

Ageing structure of impairment of financial instruments classified as trade receivables

€ million					30 Sep 2025					30 Sep 2024
	Gross value	**Specific bad debt allowance**	**Impairment for expected credit losses**	**Net value**	**Impairment ratio**	Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value	Impairment ratio
Trade receivables										
Not overdue	313.7	- 0.6	- 1.1	312.0	0.3%	283.9	- 3.3	- 1.0	279.6	0.4%
Overdue less than 30 days	70.0	- 1.1	- 0.6	68.3	0.9%	74.1	- 1.7	- 0.8	71.6	0.7%
Overdue 30–90 days	25.3	- 2.1	- 0.4	22.8	1.6%	32.6	- 2.1	- 0.5	30.0	1.4%
Overdue 91–180 days	7.6	- 0.8	- 0.2	6.6	2.3%	12.2	- 1.5	- 0.2	10.5	2.0%
Overdue more than 180 days	44.3	- 15.7	- 1.1	27.5	2.6%	51.8	- 28.6	- 1.3	21.9	2.5%
Total	**460.9**	**- 20.3**	**- 3.4**	**437.2**		**454.6**	**- 37.2**	**- 3.8**	**413.6**	

The following tables show the analysis of the ageing structure of impairment losses on financial instruments in the category Other receivables and assets and in the category advances and loans, in each case less the amounts shown for the corresponding category in the table of the default risk below.

Ageing structure of impairment of financial instruments classified as other receivables and assets

€ million	30 Sep 2025 Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value	Impairment ratio	30 Sep 2024 Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value	Impairment ratio
Other receivables and assets										
Not overdue	179.6	- 8.8	- 2.0	168.8	1.1%	184.9	- 12.9	- 1.8	170.2	1.0%
Overdue less than 30 days	0.6	-	-	0.6	1.1%	0.9	-	-	0.9	1.0%
Overdue 30–90 days	-	-	-	-	1.1%	-	-	-	-	1.0%
Overdue 91–180 days	-	-	-	-	1.1%	-	-	-	-	1.0%
Overdue more than 180 days	5.9	- 2.5	- 0.1	3.3	1.1%	11.3	- 3.0	- 0.1	8.2	1.0%
Total	**186.1**	**- 11.3**	**- 2.1**	**172.7**		**197.1**	**- 15.9**	**- 1.9**	**179.3**	

The following overview shows the ageing structure of impairments of financial instruments classified as advances and loans.

Ageing structure of impairment of financial instruments classified as advances and loans

€ million	30 Sep 2025 Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value	30 Sep 2024 Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value
Advances and loans								
Not overdue	4.8	- 0.5	- 0.1	4.2	3.0	- 1.3	-	1.7
Overdue less than 30 days	-	-	-	-	-	-	-	-
Overdue 30– 90 days	-	-	-	-	-	-	-	-
Overdue 91–180 days	-	-	-	-	-	-	-	-
Overdue more than 180 days	1.7	- 0.8	-	0.9	-	-	-	-
Total	**6.5**	**- 1.3**	**- 0.1**	**5.1**	**3.0**	**- 1.3**	**-**	**1.7**

The material single items in the following table, 'Default risk on financial instruments classified as advances and loans, as other receivables or as other financial assets' are disclosed based on an internal rating. In the past financial year, there were three stage transfers in the individual items listed there from Stage 2 to Stage 3 in the total amount of €26.3m (previous year: one transfers from Stage 3 to Stage 2 in the amount of €12.9m).

Default risk on financial instruments classified as advances and loans, as other receivables or as other financial assets

€ million	Impairment Stage	Rating	Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value	Gross value	Specific bad debt allowance	Impairment for expected credit losses	Net value
						30 Sep 2025				30 Sep 2024
Financial instruments with related parties										
Class Advances and loans	3	internal: grade 5	2.5	- 2.5	-	-	8.9	- 5.8	- 0.2	2.9
Class Advances and loans	3	internal: grade 6	4.1	- 4.1	-	-	4.3	- 4.3	-	-
Class Advances and loans	3	internal: grade 7	10.7	- 10.7	-	-	11.3	- 11.3	-	-
Financial instruments with hotels										
Class Advances and loans	2	internal: grade 5	-	-	-	-	29.6	-	- 2.0	27.6
Class Advances and loans	3	internal: grade 5	28.2	- 14.1	- 0.6	13.5	-	-	-	-
Class Other receivables	1	internal: grade 5	-	-	-	-	7.6	-	- 0.5	7.1
Financial instruments with other companies										
Class Advances and loans	3	internal: grade 5	5.0	- 5.0	-	-	5.0	- 5.0	-	-
Class Other financial assets	1	external	8.1	-	-	8.1	45.1	-	- 0.1	45.0
Class Other receivables	1	internal: grade 2	58.5	-	- 0.2	58.3	90.6	-	- 0.3	90.3
Class Other receivables	1	internal: grade 4	-	-	-	-	7.8	-	- 0.2	7.6
Class Other receivables	1	internal: grade 5	-	-	-	-	17.1	-	- 1.4	15.7
Class Other receivables	1	external	446.3	-	- 0.3	446.0	488.0	-	- 0.8	487.2
Class Other receivables	3	internal: grade 4	2.9	- 0.9	- 0.1	1.9	3.2	- 1.0	-	2.2
Class Other receivables	3	external	-	-	-	-	63.8	- 22.4	-	41.4

Insofar as the default risk can only be determined on the basis of past due information, the information is contained in the tables ‘ageing structure of impairment of financial instruments classified as other receivables and assets’ and ‘ageing structure of impairment of financial instruments classified as advances and loans’.

Other financial assets carried at amortised cost at an amount of €12.0m (previous year €53.4m) relate to short-term deposits with banks. The full amount of these investments with a gross amount of €12.1m (previous year €53.6m) is not overdue. Impairments of €0.1m (previous year €0.2m) were carried in the framework of risk provisioning.

In the financial year 2025, there were cash inflows from impaired trade receivables and other receivables in the amount of €0.7m (previous year of €2.5m cash inflows).

The tables below show a reconciliation of the loan loss provisions for financial assets, measured at amortised cost, for which loan loss provisions are determined using the general approach or the simplified approach.

Change in risk provisions for financial assets measured at amortised cost in the classes advances and loans, other receivables and assets and other financial assets

€ million	Stage 1 12-month-ECL	Stage 2 lifetime-ECL (not impaired)	Stage 3 lifetime-ECL (impaired)	**Total**
Risk provisioning as at 1 Oct 2023	**6.1**	**1.0**	**0.4**	**7.5**
Addition of impairment on newly issued / acquired financial assets	1.5	0.9	-	2.4
Unrequired impairments on financial assets derecognised during the period and use of impairments	- 2.3	-	- 0.1	- 2.4
Risk provisioning as at 30 Sep 2024	**5.3**	**1.9**	**0.3**	**7.5**
Risk provisioning as at 1 Oct 2024	**5.3**	**1.9**	**0.3**	**7.5**
Addition of impairment on newly issued / acquired financial assets	0.1	-	-	0.1
Transfer to stage 3 lifetime ECL (impaired)	-	- 1.9	1.9	-
Unrequired impairments on financial assets derecognised during the period and use of impairments	- 2.9	-	- 1.5	- 4.4
Change of models, risk parameters	0.3	-	-	0.3
Risk provisioning as at 30 Sep 2025	**2.8**	**-**	**0.7**	**3.5**

As at 30 September 2025, risk provisioning totals €2.7m (previous year €5.1m) for the other receivables and assets class and €0.1m (previous year €0.2m) for the other financial assets class as well as €0.7m (previous year €2.2m) for the advances and loans class.

As at 30 September, 2025, one instrument in class other receivables and assets and fourteen instruments in class advances and loans were reported in Stage 3 (previous year: two and ten instruments respectively in Stage 3). There were no currency differences (previous year: no currency differences).

The changes in the scope of consolidation had no material impact on risk provisioning (previous year: no changes). In the advances and loans class three transfers were made in the total amount of €1.9m (previous year: no transfer). No transfer was made in the other receivables and assets class (previous year: no transfer).

In the current financial year in class advances and loans no material impairments have been used (previous year: no material usage of impairments).

Change in risk provisions for financial assets measured at amortised cost classified as trade receivables

€ million	Lifetime ECL, simplified approach
Risk provisioning as at 1 Oct 2023	**2.1**
Addition of impairment on newly issued / acquired financial assets	2.0
Use of impairments	- 0.3
Risk provisioning as at 30 Sep 2024	**3.8**
Risk provisioning as at 1 Oct 2024	**3.8**
Addition of impairment on newly issued / acquired financial assets	3.4
Use of impairments	- 3.8
Risk provisioning as at 30 Sep 2025	**3.4**

The tables below show a reconciliation of gross carrying amounts for financial assets measured at amortised cost:

Change in gross carrying amounts classified as advances and loans

€ million	Stage 1 12-month-ECL	Stage 2 lifetime-ECL (not im-paired) lifetime-ECL (not impaired)	Stage 3 lifetime-ECL (impaired)	Total
Gross carrying amounts as at 1 Oct 2023	**15.9**	**17.6**	**44.6**	**78.1**
Addition of assets	1.1	-	2.7	3.8
Reduction of assets	- 15.4	- 0.9	- 3.5	- 19.8
Transfer to lifetime ECL (Stage 2)	-	12.9	- 12.9	-
Gross carrying amounts as at 30 Sep 2024	**1.6**	**29.6**	**30.9**	**62.1**
Gross carrying amounts as at 1 Oct 2024	**1.6**	**29.6**	**30.9**	**62.1**
Addition of assets	4.4	-	-	4.4
Reduction of assets	- 1.0	- 1.4	- 7.1	- 9.5
Transfer to impaired financial assets (Stage 3)	-	- 28.2	28.2	-
Gross carrying amounts as at 30 Sep 2025	**5.0**	**-**	**52.0**	**57.0**

There were no significant changes or modifications. There were three transfers of €28.2m in total from Stage 2 to Stage 3 (previous year: one transfer from Stage 3 to Stage 2: €12.9m).

Change in gross carrying amounts classified as other receivables and assets and other financial assets

€ million	Stage 1 12-month ECL	Stage 2 lifetime ECL (not im-paired)	Stage 3 lifetime-ECL (impaired)	Total
Gross carrying amounts as at 1 Oct 2023	**728.1**	**0.5**	**68.2**	**796.8**
Addition of assets	751.6	0.1	19.9	771.6
Reduction of assets	- 634.3	- 0.5	- 4.8	- 639.6
Gross carrying amounts as at 30 Sep 2024	**845.4**	**0.1**	**83.3**	**928.8**
Gross carrying amounts as at 1 Oct 2024	**845.4**	**0.1**	**83.3**	**928.8**
Addition of assets	517.6	0.2	9.4	527.2
Reduction of assets	- 671.5	-	- 78.5	- 750.0
Transfer to impaired financial assets (Stage 3)	- 3.4	-	3.4	-
Gross carrying amounts as at 30 Sep 2025	**688.1**	**0.3**	**17.6**	**706.0**

There were no significant changes or modifications. There was one transfer from Stage 1 to Stage 3 (previous year no transfers). No newly issued or acquired instruments were impaired at the date of addition.

Change in gross carrying amounts of assets classified as trade receivables

€ million	Lifetime ECL simplified ap-proach
Gross carrying amounts as at 1 Oct 2023	**461.3**
Addition of assets	454.6
Reduction of assets	- 461.3
Gross carrying amounts as at 30 Sep 2024	**454.6**
Gross carrying amounts as at 1 Oct 2024	**454.6**
Addition of assets	451.5
Reduction of assets	- 445.2
Gross carrying amounts as at 30 Sep 2025	**460.9**

Liquidity risk

Liquidity risks arise from TUI Group being unable to meet its short-term financial obligations and the resulting increases in funding costs. TUI Group has established an internal liquidity management system to secure TUI Group's liquidity at all times and consistently comply with contractual payment obligations. To that end, TUI Group's liquidity management system uses the opportunities of physical and virtual cash pooling for more efficient liquidity pooling. It also uses credit lines to compensate for the seasonal fluctuations in liquidity resulting from the tourism business. The core credit facility is a syndicated revolving credit facility in the amount of €1.8 bn, supplemented by a sub-facility for the issuance of bank guarantees.

As in the previous year, no material assets were deposited as collateral for liabilities. Moreover, the Group companies participating in the automated cash pool are jointly and severally liable for financial liabilities from cash pooling agreements.

At the balance sheet date, 19 TUI Group companies are jointly and severally liable for TUI AG's financial debts from the revolving credit facility, the sustainability-linked bond as well as the promissory note loans.

The tables provided below list the contractually agreed (undiscounted) cash flows of all primary financial liabilities as at the balance sheet date. Planned payments for future new liabilities were not taken into account. Where financial liabilities have a floating interest rate, the forward interest rates fixed at the balance sheet date were used to determine future interest payments. Financial liabilities cancellable at any time are allocated to the earliest maturity band.

The analysis of cash flows from derivative financial instruments shows the contractually agreed (undiscounted) cash flows by maturity of foreign exchange hedges and hedges of other price risks of all liabilities that existed at the balance sheet date.

Cash flow of financial instruments – financial and lease liabilities (30 Sep 2025)

	Cash outflow until 30 Sep							
	up to 1 year		1–2 years		2–5 years		more than 5 years	
€ million	**repayment**	**interest**	repayment	interest	repayment	interest	repayment	interest
Financial liabilities								
Convertible bonds	- 121.6	- 13.0	-	- 9.5	-	- 28.5	- 392.9	- 9.5
Bond	- 1.3	- 29.4	-	- 29.4	- 497.8	- 44.1	-	-
Liabilities to banks	- 293.3	- 52.8	- 79.1	- 28.3	- 501.9	- 46.1	- 90.5	- 14.9
Other financial debt	- 4.4	- 0.1	-	-	-	-	-	-
Trade payables	- 3,355.4	-	-	-	-	-	-	-
Other financial liabilities	- 144.6	- 2.7	- 20.1	- 0.4	- 0.2	-	-	-
Lease liabilities	**- 685.8**	**- 92.5**	**- 458.2**	**- 85.6**	**- 884.5**	**- 138.7**	**- 426.0**	**- 232.2**

Cash flow of financial instruments – financial and lease liabilities (30 Sep 2024)

	Cash outflow until 30 Sep							
	up to 1 year		1–2 years		2–5 years		more than 5 years	
€ million	repayment	interest	repayment	interest	repayment	interest	repayment	interest
Financial liabilities								
Convertible bonds	- 4.4	- 15.4	-	- 15.4	- 107.9	- 40.2	- 379.7	- 19.0
Bond	- 1.3	- 29.4	-	- 29.4	- 497.3	- 73.4	-	-
Liabilities to banks	- 348.7	- 40.0	- 114.3	- 27.1	- 266.0	- 44.9	- 178.4	- 30.4
Other financial debt	- 4.4	- 0.1	-	-	-	-	-	-
Trade payables	- 3,393.2	-	-	-	-	-	-	-
Other financial liabilities	- 125.1	- 0.2	- 30.7	- 2.2	- 12.6	- 0.4	-	-
Lease liabilities	**- 582.4**	**- 117.4**	**- 510.1**	**- 95.5**	**- 1,037.5**	**- 185.9**	**- 509.8**	**- 263.3**

Cash flow of derivative financial instruments (30 Sep 2025)

€ million	Cash in- / outflow until 30 Sep up to 1 year	1–2 years	2–5 years	more than 5 years
Derivative financial instruments				
Hedging transactions – inflows	+ 3,368.7	+ 744.1	+ 11.9	-
Hedging transactions – outflows	- 3,562.5	- 761.9	- 12.5	-
Other derivative financial instruments - inflows	+ 1,013.1	+ 0.4	-	-
Other derivative financial instruments - outflows	- 1,025.6	- 0.4	-	-

Cash flow of derivative financial instruments (30 Sep 2024)

€ million	Cash in- / outflow until 30 Sep up to 1 year	1–2 years	2–5 years	more than 5 years
Derivative financial instruments				
Hedging transactions – inflows	+ 6,539.9	+ 991.7	+ 5.8	-
Hedging transactions – outflows	- 6,920.0	- 1,026.8	- 5.6	-
Other derivative financial instruments - inflows	+ 2,927.6	+ 6.1	-	-
Other derivative financial instruments - outflows	- 3,001.7	- 6.1	-	-

The derivative financial instruments carried as Other derivative financial instruments are derivatives not designated as hedging instruments according to IFRS 9.

For further information for hedging strategies and risk management see also the remarks in the 'Risk Report' section of the Management Report.

Derivative financial instruments and hedges

Strategy and goals

In accordance with TUI Group's policy, derivatives are allowed to be used if they are based on underlying recognised assets or liabilities, firm commitments or forecast transactions. Hedge accounting based on the rules of IFRS 9 is applied to forecast transactions. The rules of IAS 39 have been applied until 31 March 2024. In the completed financial year, hedges consisted of cash flow hedges.

Derivative financial instruments in the form of fixed-price transactions and options as well as structured products can be used to limit currency, interest rate and fuel-price risks.

At 30 September 2025, there are no longer any hedging relationships in place that had to be de-designated from hedge accounting in connection with the COVID-19 pandemic. As of 30 September 2024, only interest rate hedges were affected by these de-designations. The fair value of the reclassified interest rate hedges amounted to €0.8 million as of 30 September 2024, with a nominal volume of €46.0 million.

Cash flow hedges

At 30 September 2025, hedges in hedging relationships in accordance with IFRS 9 existed to manage cash flows in foreign currencies with maturities of up to three years (previous year up to three years). The fuel price hedges in hedging relationships in accordance with IFRS 9 had terms of up to three years (previous year up to two years). Hedging instruments used to protect variable interest payment obligations, which are designated as hedge accounting relationship under IFRS 9, are again in place in the year under review (none in the prior year). The maturities of the interest rate hedges extend up to five years. The impact on profit or loss of derivatives that have been designated as hedging relationships occurs at the time the underlying transaction occurs.

Nominal amounts of derivative financial instruments used

€ million	30 Sep 2025 Remaining term up to 1 year	30 Sep 2025 Remaining term more than 1 year	30 Sep 2025 Total	30 Sep 2025 Average hedged rate / price	30 Sep 2025 Average hedging interest rate	30 Sep 2024 Remaining term up to 1 year	30 Sep 2024 Remaining term more than 1 year	30 Sep 2024 Total	30 Sep 2024 Average hedged rate / price	30 Sep 2024 Average hedging interest rate
Interest rate hedges										
Caps/Floors	-	-	-		-	-	-	-		-
Swaps	-	120.5	120.5			-	-	-		
Payer EUR	-	120.5	120.5		2.22	-	-	-		-
Payer USD	-	-	-		-	-	-	-		-
Currency hedges								-		
Forwards	6,159.7	1,313.9	7,473.6			6,628.4	1,444.2	8,072.6		
Forwards EUR / GBP	2,465.4	97.3	2,562.7	1.1562		2,572.1	328.7	2,900.8	1.1526	
Forwards EUR / USD	1,103.1	494.6	1,597.7	0.8902		1,225.7	517.1	1,742.8	0.9053	
Forwards GBP / USD	1,623.1	483.6	2,106.7	0.7693		1,745.9	444.0	2,189.9	0.7902	
Forwards EUR/SEK	276.3	115.6	391.9	0.0892		242.7	87.0	329.7	0.0875	
Other currencies	691.8	122.8	814.6			842.0	67.4	909.4		
Commodity hedges								-		
Swaps	762.9	200.6	963.5			963.4	228.2	1,191.6		
Jet fuel	723.0	187.0	910.0	603.60		915.5	216.4	1,131.9	712.80	
Marine fuel	39.9	13.6	53.5	480.80		47.9	11.8	59.7	548.44	
Other fuels	-	-	-	-		-	-	-	-	
Other derivative financial instruments[1]	**3,510.9**	**17.9**	**3,528.8**			**3,819.5**	**51.9**	**3,871.4**		

[1] Including embedded derivatives

Other derivative financial instruments comprise the nominal value of derivative financial instruments not designated for hedge accounting. TUI Group exclusively enters into derivative financial instruments for hedging purposes. Depending on the type of the hedged underlying transaction, TUI exercises the option to apply hedge accounting according to IFRS 9.

The nominal values correspond to the total of all purchase and sale amounts underlying the transactions or the respective contract values of the transactions.

In order to hedge the risks of fluctuations in future cash flows from currency, interest rate and fuel price risks, TUI regularly enters into hedges. The cumulative changes in fair value of the highly probable forecasted underlying transactions are used to determine the ineffective portions of hedges designated as cash flow hedges. In designating cash flow hedges, the forward element is partly not designated in hedge accounting as a hedge for some foreign exchange forward transactions. For foreign exchange forward transactions that are entered from 1 April 2024 and accounted for as cash flow hedges, the forward element is listed in the cost of hedging reserve and shown accordingly in the relevant tables. At the end of the calendar year 2025, the TUI Group will no longer have any foreign exchange forward contracts designated as cash flow hedges outstanding, for which the forward element is not recognized in the cost-of-hedging reserve. Derivatives without a hedging relationship in accordance with IFRS 9 are listed separately under other derivative financial instruments in all relevant tables.

Disclosures on underlying transactions of cash flow hedges

€ million	30 Sep 2025 Fair Value changes to determine ineffective portions	Balance of hedging reserve of active cash flow hedges	Balance of cost of hedging reserve of active cash flow hedges	Hedging reserve completed (ended) cash flow hedges	30 Sep 2024 Fair Value changes to determine ineffective portions	Balance of hedging reserve of active cash flow hedges	Balance of cost of hedging reserve of active cash flow hedges	Hedging reserve completed (ended) cash flow hedges
Interest rate risk hedges	0.9	- 0.8	-	- 6.5	-	-	-	- 11.8
Currency risk hedges	132.5	- 132.1	- 1.0	-	232.7	- 239.2	5.7	-
Fuel price risk hedges	10.5	- 14.1	-	- 4.8	119.0	- 119.3	-	- 11.3
Hedging	**143.9**	**- 147.0**	**- 1.0**	**- 11.3**	**351.7**	**- 358.5**	**5.7**	**- 23.1**
Total	**143.9**	**- 147.0**	**- 1.0**	**- 11.3**	**351.7**	**- 358.5**	**5.7**	**- 23.1**

In accounting for cash flow hedges, the effective portions of the hedging relationships have to be recognised in OCI outside profit and loss. Any additional changes in the fair value of the designated components are recognised as ineffective portions in cost of sales. The table below presents the development of OCI during the financial year.

Development of OCI

€ million	30 Sep 2025 Interest rate risk Hedging Reserve	Currency risk Hedging Reserve	Currency risk Cost of Hedging Reserve	Fuel price risk Hedging Reserve	Total	30 Sep 2024 Interest rate risk Hedging Reserve	Currency risk Hedging Reserve	Currency risk Cost of Hedging Reserve	Fuel price risk Hedging Reserve	Total
Balance as at 1 Oct 2024 / 1 Oct 2023	**- 11.8**	**- 239.2**	**5.7**	**- 130.6**	**- 375.9**	**- 13.2**	**78.7**	**-**	**150.1**	**215.6**
Classification to cash flow hedge reserve	- 0.8	- 37.0	- 28.8	9.3	- 57.3	- 5.5	- 376.3	5.7	- 193.5	- 569.6
Due to market value changes of new hedges	- 0.8	- 83.8	- 6.4	4.9	- 86.1	-	- 245.5	5.7	- 147.8	- 387.6
Due to market changes in the past financial year	-	46.8	- 22.4	4.4	28.8	- 5.5	- 130.8	-	- 45.7	- 182.0
Reclassification from cash flow hedge reserve to income statement	5.3	144.1	22.1	102.4	273.9	6.9	58.4	-	- 87.2	- 21.9
Due to early termination of the hedge	-	- 10.6	4.5	- 4.3	- 10.4	-	7.0	-	-	7.0
Due to recognition of the underlying transaction	5.3	154.7	17.6	106.7	284.3	6.9	51.4	-	- 87.2	- 28.9
Balance as at 30 Sep 2025 / 30 Sep 2024	**- 7.3**	**- 132.1**	**- 1.0**	**- 18.9**	**- 159.3**	**- 11.8**	**- 239.2**	**5.7**	**- 130.6**	**- 375.9**

The table 'Development of OCI' presents the changes, including foreign currency effects and can therefore not be directly reconciled with the statement of comprehensive income.

In the reporting period, expenses of €279.1m (previous year: income of €35.8m) from currency hedges and derivative financial instruments used to hedge the impact of exposure to fuel price risks was recognised in cost of sales. Interest rate hedges result in expenses of €5.3m (previous year: expenses of €6.9m), carried in net interest income. The expenses or income from the hedging transactions are recorded in profit or loss when the corresponding underlying transactions occur by reclassifying the amounts recorded in equity without affecting profit or loss to the profit and loss statement.

Expenses of €4.9m (previous year: expenses of €22.3m) were recognised for the ineffective portion of cash flow hedges.

Fair values of derivative financial instruments

The fair values of derivative financial instruments generally correspond to the market value. The market price determined for all derivative financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A description of the determination of the fair values of derivative financial instruments is provided with the classification of financial instruments measured at fair value.

Positive and negative fair values of derivative financial instruments shown as receivables or liabilities

€ million	30 Sep 2025						30 Sep 2024					
	Receivables	**Liabilities**	**FV changes to determine ineffective portions – designated –**	**FV changes to determine the cost of hedging reserve**	**FV changes hedged item**	**Nominal volume**	Receivables	Liabilities	FV changes to determine ineffective portions – designated –	FV changes to determine the cost of hedging reserve	FV changes hedged item	Nominal volume
Cash flow hedges for												
currency risks	61.6	195.3	- 132.6	- 1.0	132.5	7,473.6	9.5	250.8	- 247.9	5.7	232.7	8,072.6
fuel price risks	12.5	31.2	- 18.7	-	10.5	963.6	0.2	132.6	- 132.4	-	119.0	1,191.6
interest rate risks	-	0.8	- 0.8	-	0.9	120.5	-	-	-	-	-	-
Hedging	**74.1**	**227.3**	**- 152.1**	**- 1.0**	**143.9**	**8,557.7**	**9.7**	**383.4**	**- 380.3**	**5.7**	**351.7**	**9,264.2**
Other derivative financial instruments[1]	**42.8**	**13.1**	**-**	**-**	**-**	**3,528.8**	**21.1**	**76.0**	**-**	**-**	**-**	**3,871.4**
Total	**116.9**	**240.4**	**- 152.1**	**- 1.0**	**143.9**	**12,086.5**	**30.8**	**459.4**	**- 380.3**	**5.7**	**351.7**	**13,135.6**

[1] Including embedded derivatives

Financial instruments which are entered into in order to hedge a risk position according to operational criteria but do not meet the criteria of IFRS 9 to qualify for hedge accounting are analogous to hedging instruments that are voluntarily not designated in hedge accounting are shown as other derivative financial instruments. They include foreign currency transactions entered in order to hedge against foreign exchange-exposure to changes in the value of balance sheet items and foreign exchange fluctuations from future expenses in tourism.

Financial instruments – Additional disclosures

Carrying amounts and fair values

The fair values of non-current financial instruments measured at amortized cost correspond to the present values of the cash flows associated with the assets or liabilities, taking into account the current interest rate parameters that reflect market- and counterparty-related changes in terms and expectations. For current financial instruments measured at amortized cost, the carrying amount approximates the fair value due to the short remaining maturity.

The following table shows the reconciliation of balance sheet items to the classes of financial instruments, broken down by the book values and fair values of the financial instruments.

Carrying amounts and fair values according to classes and measurement categories according to IFRS 9 as at 30 Sep 2025

€ million	Carrying amount	Category according to IFRS 9: At amortised cost	Fair value with no effect on profit and loss without recycling	Fair value with no effect on profit and loss with recycling	Fair value through profit and loss	Fair value of financial instruments
Assets						
Trade receivables and other receivables						
thereof instruments within the scope of IFRS 9	1,155.9	1,135.1	-	-	21.2	1,155.0
thereof instruments within the scope of IFRS 16	-	-	-	-	-	-
Derivative financial instruments						
Hedging transactions	74.1	-	-	74.1	-	74.1
Other derivative financial instruments[1]	42.8	-	-	-	42.8	42.8
Other financial assets	24.5	12.1	11.5	-	0.9	24.5
Cash and cash equivalents	3,120.2	1,964.6	-	-	1,155.8	3,120.4
Liabilities						
Financial liabilities	1,982.8	1,987.2	-	-	-	2,175.5
Trade payables	3,355.4	3,356.2	-	-	-	3,356.2
Derivative financial instruments						
Hedging transactions	227.3	-	-	227.3	-	227.3
Other derivative financial instruments	13.1	-	-	-	13.1	13.1
Other financial liabilities	164.9	165.2	-	-	-	165.2

[1] Including embedded derivatives

Carrying amounts and fair values according to classes and measurement categories according to IFRS 9 as at 30 Sep 2024

€ million	Carrying amount	Category according to IFRS 9: At amortised cost	Fair value with no effect on profit and loss without recycling	Fair value with no effect on profit and loss with recycling	Fair value through profit and loss	Fair value of financial instruments
Assets						
Trade receivables and other receivables						
thereof instruments within the scope of IFRS 9	1,276.6	1,276.6	-	-	-	1,261.1
thereof instruments within the scope of IFRS 16	0.8	-	-	-	-	0.9
Derivative financial instruments	-	-	-	-	-	-
Hedging transactions	9.7	-	-	9.7	-	9.7
Other derivative financial instruments[1]	21.1	-	-	-	21.1	21.1
Other financial assets	64.6	53.4	10.3	-	0.9	61.8
Cash and cash equivalents	2,848.2	1,894.7	-	-	953.5	2,848.2
Liabilities						
Financial liabilities	1,902.4	1,902.4	-	-	-	1,914.6
Trade payables	3,393.2	3,393.2	-	-	-	3,393.2
Derivative financial instruments						
Hedging transactions	383.4	-	-	383.4	-	383.4
Other derivative financial instruments	76.0	-	-	-	76.0	76.0
Other financial liabilities	168.4	168.4	-	-	-	169.7

[1] Including embedded derivatives

The amounts shown in the column 'carrying amount' (as shown in the balance sheet) in the tables above can differ from those in the other columns of a particular row since the latter include all financial instruments. That is the latter columns include financial instruments which are part of disposal groups according to IFRS 5. In the balance sheet, financial instruments, which are part of a disposal group, are shown as separate items. If such financial instruments are included, further details on these financial instruments are explained in the sections 'Assets held for sale' and 'Liabilities related to assets held for sale'.

The instruments measured at fair value through other comprehensive income within the other financial assets class are investments in companies based on medium to long-term strategic objectives. Recording all short-term fluctuations in the fair value in the income statement would not be in line with TUI Group's strategy; these equity instruments were therefore designated as fair value through OCI.

Aggregation according to measurement categories under IFRS 9 as at 30 Sep 2025

€ million	**Carrying amount of financial instruments, total**	Fair Value
Financial assets		
at amortised cost	3,111.8	3,110.5
at fair value – recognised directly in equity without recycling	11.5	11.5
at fair value – through profit and loss	1,220.7	1,220.7
Financial liabilities		
at amortised cost	5,508.6	5,696.9
at fair value – through profit and loss	13.1	13.1

Aggregation according to measurement categories under IFRS 9 as at 30 Sep 2024

€ million	Carrying amount of financial instruments, total	Fair Value
Financial assets		
at amortised cost	3,224.7	3,211.5
at fair value – recognised directly in equity without recycling	10.3	10.3
at fair value – through profit and loss	975.5	975.5
Financial liabilities		
at amortised cost	5,464.0	5,477.5
at fair value – through profit and loss	76.0	76.0

Fair value measurement

The table below presents the fair values of recurring, non-recurring and other financial instruments measured at fair value in line with the underlying measurement level. The individual measurement levels have been defined as follows in line with the inputs:

- Level 1: (unadjusted) quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs for the measurement other than quoted market prices included within Level 1 that are observable in the market for the asset or liability, either directly (as quoted prices) or indirectly (derivable from quoted prices).
- Level 3: inputs for the measurement of the asset or liability not based on observable market data.

Hierarchy of financial instruments measured at fair value as at 30 Sep 2025

		Fair value hierarchy		
€ million	**Total**	Level 1	Level 2	Level 3
Assets				
Other receivables	21.2	-	-	21.2
Other financial assets	12.4	-	-	12.4
Derivative financial instruments				
Hedging transactions	74.1	-	74.1	-
Other derivative financial instruments[1]	42.8	-	42.8	-
Cash and cash equivalents	1,155.8	1,155.8	-	-
Liabilities				
Derivative financial instruments				
Hedging transactions	227.3	-	227.3	-
Other derivative financial instruments	13.1	-	13.1	-

[1] Including embedded derivatives

Hierarchy of financial instruments measured at fair value as at 30 Sep 2024

		Fair value hierarchy		
€ million	Total	Level 1	Level 2	Level 3
Assets				
Other receivables	-	-	-	-
Other financial assets	11.2	-	-	11.2
Derivative financial instruments				
Hedging transactions	9.7	-	9.7	-
Other derivative financial instruments[1]	21.1	-	21.1	-
Cash and cash equivalents	953.5	953.5	-	-
Liabilities				
Derivative financial instruments				
Hedging transactions	383.4	-	383.4	-
Other derivative financial instruments	76.0	-	76.0	-

[1] Including embedded derivatives

At the end of every reporting period, TUI Group checks whether there are any reasons for reclassification to or from one of the measurement levels. Financial assets and financial liabilities are generally transferred out of Level 1 into Level 2 if the liquidity and trading activity no longer indicate an active market. The opposite situation applies to potential transfers out of Level 2 into Level 1. In the reporting period, there were no transfers between Level 1 and Level 2.

Reclassifications from Level 3 to Level 2 or Level 1 are made if observable market price quotations become available for the asset or liability concerned. In the reporting period there were no other transfers from or to Level 3. TUI Group records transfers from or to Level 3 at the date of the obligating event or occasion triggering the transfer.

Level 1 Financial instruments

The fair value of financial instruments for which an active market exists is based on quoted prices at the reporting date. An active market exists if quoted prices are readily and regularly available from an exchange, dealer, broker, pricing service or regulatory agency and these prices represent actual and regularly occurring market transactions on an arm's length basis. These financial instruments are classified as Level 1. The fair values correspond to the nominal amounts multiplied by the quoted prices at the reporting date. At 30 September 2025 Level 1 financial instruments only include shares in money market funds measured at fair value.

Level 2 Financial instruments:

The fair values of financial instruments not traded in an active market, e.g., over-the-counter (OTC) derivatives, are determined by means of valuation techniques. These valuation techniques make maximum use of observable market data and minimise the use of group-specific assumptions. If all essential inputs for the determination of the fair value of an instrument are observable, the instrument is classified as Level 2.

If one or several key inputs are not based on observable market data, the instrument is classified as Level 3.

The following specific valuation techniques are used to measure financial instruments:

- For over-the-counter bonds, debt components of warrant and convertible bonds, liabilities to banks, promissory notes and other non-current financial liabilities as well as for non-current trade receivables and non-current other receivables, the fair value is determined as the present value of future cash flows, taking account of observable yield curves and the respective credit spread, which depends on the credit rating.
- The fair value of over-the-counter derivatives (including embedded derivatives) is determined by means of appropriate calculation methods, e.g., by discounting the expected future cash flows. The forward prices of forward transactions are based on the spot or cash prices, taking account of forward premiums and discounts. The fair values of optional financial instruments are calculated on the basis of option pricing models. The fair values determined on the basis of the group's own systems are periodically compared with fair value confirmations of the external counterparties.

Level 3 Financial instruments:

The table below presents the fair values of the financial instruments measured at fair value on a recurring basis, classified as Level 3.

Financial assets measured at fair value in Level 3

€ million	Other receivables IFRS 9	Other financial assets IFRS 9
Balance as at 1 Oct 2023	**38.9**	**10.8**
Disposals	- 39.1	-
through payment	- 39.1	-
Total gains or losses for the period	0.2	0.9
recognised through profit and loss	0.2	-
recognised in other comprehensive income	-	0.9
Foreign currency effects	-	- 0.5
Balance as at 30 Sep 2024	**-**	**11.2**
Balance as at 1 Oct 2024	**-**	**11.2**
Additions	26.2	-
from contract change	23.1	-
from sale	3.1	-
Total gains or losses for the period	- 5.0	2.2
recognised through profit and loss	- 5.0	-
recognised in other comprehensive income	-	2.2
Foreign currency effects	-	- 1.0
Balance as at 30 Sep 2025	**21.2**	**12.4**

Evaluation process

The fair value of financial instruments in level 3 has been determined by TUI Group's financial department using the discounted cash flow method. This involves the market data and parameters required for measurement being compiled or validated. Non-observable input parameters are reviewed based on internally available information and updated if necessary.

A loan to the Atlantica Group, reported under other receivables, is included in the Level 3 valuation for the first time as of 30 September 2025. The fair value is based on significant unobservable inputs, particularly a WACC of 8.11%, an average EBITDA margin of 54.5%, and a long-term growth rate of 1%. A hypothetical adjustment of the WACC by +/-100 basis points and of the expected cash flows by +/-10% would have resulted in profit-or-loss-affecting changes in the fair value of -€1.8mn / €2.4m for the WACC and €1.6m / -€1.6m for the expected cash flows.

In principle, the unobservable input parameters relate to the following parameters: the (estimated) EBITDA margin is in a range between 24.1% and 34.8% (previous year -5.9% and 34.8%). The constant growth rate is 1% (previous year 1%). The weighted average cost of capital (WACC) is 9.32% (previous year 10.08%). Due to materiality, no detailed figures have been provided. With the exception of the WACC, there is a positive correlation between the input factors and the fair value.

Financial instruments classified as Other financial assets include shares in corporations. The total fair value of these financial investments is €11.5m (previous year €10.3m). None of these strategic financial investments were sold in the completed financial year. These financial investments resulted in dividend payments totalling €2.8m in the reporting period (previous year €0.1m).

Effects on results

The effects of remeasuring the financial assets carried at fair value through OCI as well as the effective portions of changes in fair values of derivatives designated as cash flow hedges are listed in the statement of changes in equity.

The net results of the financial instruments by measurement category according to IFRS 9 are as follows:

Net results of financial instruments

€ million	2025 from interest	2025 other net results	2025 Fee income and expense	2025 net result	2024 from interest	2024 other net results	2024 Fee income and expense	2024 net result
Financial assets	68.9	16.5	- 70.6	14.8	42.3	14.3	- 68.2	- 11.6
at amortised cost	68.9	16.5	- 70.6	14.8	42.3	14.3	- 68.2	- 11.6
Financial liabilities	- 185.7	- 150.9	- 10.2	- 346.8	- 210.6	- 107.7	- 6.3	- 324.6
at amortised cost	- 185.7	- 150.9	- 10.2	- 346.8	- 210.6	- 107.7	- 6.3	- 324.6
Financial Instruments at fair value through profit or loss	-	- 6.0	-	- 6.0	-	- 120.3	-	- 120.3
Total	**- 116.8**	**- 140.4**	**- 80.8**	**- 338.0**	**- 168.3**	**- 213.7**	**- 74.5**	**- 456.5**

The presentation of the table has been adjusted compared to the previous year. The column “Fee income and expenses” has been added. The net result of “financial instruments at fair value through profit or loss” is reported without separating assets and liabilities.

The adjustment of the gross amount presented and published in the previous year, amounting to a total of -€58.7m, results from a correction in the determination of the expenses and income to be included.

Netting

Offsetting of financial assets

€ million	Gross amounts of financial assets	Gross amounts of financial liabilities set off	**Net amounts of financial assets set off, presented in the balance sheet**	Financial assets and liabilities not set off in the balance sheet: Financial liabilities	Financial assets and liabilities not set off in the balance sheet: Collateral received	Net amount
Financial assets as at 30 Sep 2025						
Derivative financial assets	116.9	-	116.9	87.0	-	29.9
Cash and cash equivalents	3,120.2	-	3,120.2	-	-	3,120.2
Financial assets as at 30 Sep 2024						
Derivative financial assets	30.8	-	30.8	15.0	-	15.8
Cash and cash equivalents	2,848.2	-	2,848.2	-	-	2,848.2

Offsetting of financial liabilities

€ million	Gross amounts of financial liabilities	Gross amounts of financial assets set off	**Net amounts of financial liabilities set off, presented in the balance sheet**	Financial assets and liabilities not set off in the balance sheet: Financial assets	Financial assets and liabilities not set off in the balance sheet: Collateral granted	Net amount
Financial liabilities as at 30 Sep 2025						
Derivative financial liabilities	240.4	-	240.4	87.0	-	153.4
Financial liabilities	1,982.8	-	1,982.8	-	-	1,982.8
Financial liabilities as at 30 Sep 2024						
Derivative financial liabilities	459.4	-	459.4	15.0	-	444.4
Financial liabilities	1,902.4	-	1,902.4	-	-	1,902.4

Financial assets and financial liabilities are only netted in the balance sheet if a legally enforceable right to netting exists and the Company concerned intends to settle on a net basis.

The contracts for financial instruments are based on standardised master agreements for financial derivatives (including ISDA Master Agreement, German master agreement for financial derivatives), creating a conditional right to netting contingent on defined future events. Under the contractual agreements all derivatives contracted with the corresponding counterparty with positive or negative fair values are netted in that case, resulting in a net receivable or payable in the amount of the balance. As this conditional right to netting is not enforceable in the course of ordinary business transactions and thus the criteria for netting are not met, the derivative financial assets and liabilities are carried at their gross amounts in the balance sheet at the reporting date.

Financial assets and liabilities in the framework of the cash pooling scheme are shown on a net basis if there is a right to netting in ordinary business transactions and TUI intends to settle on a net basis. These financial instruments are included in the balance sheet items in the tables shown above. The gross amount of these netted cash and cash equivalents is €105.8 m as at 30 September 2025 (previous year €139.4 m), while the gross amount of the netted financial liabilities is €0.0 m as at 30 September 2025 (previous year €0.0 m).

(40) Capital management

TUI Group's capital management ensures that our goals and strategies can be achieved in the interest of our share-/ bond- and credit-holders as well as other stakeholders. The primary objectives of the Group are as follows:

- Ensuring sufficient liquidity for the Group
- Profitable growth and a sustainable increase in TUI Group's value
- Strengthening our cash generation to enable investments, dividend payments, and to strengthen the balance sheet
- Maintaining sufficient debt capacity and an at least unchanged credit rating

The financing measures carried out in the year under review are described in detail in Note 31 'Financial and lease liabilities'. Additional information can be found in Note 39 'Financial instruments'.

Management variables used in capital management to measure and control the above objectives are Return On Invested Capital (ROIC) and the net leverage ratio, presented in the table below.

From a Group perspective, invested capital is derived from liabilities, comprising equity (including non-controlling interests) and the balance of interest-bearing liabilities and interest-bearing assets with an adjustment for the seasonality of the Group's net financial position. The cumulative amortisations of purchase price allocations are then added to the invested capital.

TUI Group calculates the net leverage ratio as the ratio of gross financial debt plus lease liabilities minus cash and cash equivalents and other current financial assets to EBITDA. Due to lower net debt and the improvement in our EBITDA (underlying), our net-leverage ratio improved to 0.6x in the financial year 2025 (previous year: 0.8x). We are aiming for a net-leverage ratio of less than 0.5x in the mid-term.

Key figures of capital risk management

€ million	**2025**	2024
Ø Invested Capital	5,326.0	5,209.5
Underlying EBIT	1,413.1	1,296.2
ROIC	**26.5%**	**24.9%**
Financial liabilities	1,982.8	1,902.4
plus Lease liabilities	2,454.5	2,639.7
less Cash and cash equivalents	3,120.2	2,848.2
less Other current financial assets	12.1	53.4
Net Debt	**1,305.0**	**1,640.5**
EBITDA (underlying)	2,271.6	2,119.7
Net Leverage Ratio	**0.6**	**0.8**

Reconciliation to underlying EBITDA

€ million	**2025**	2024	Var. %
EBIT	**1,368.9**	**1,275.3**	**+ 7.3**
Amortisation and impairment (+) / reversals (-) of other intangible assets and depreciation and impairment (+) / reversals (-) of property, plants and equipment and right of use assets	879.8	846.6	+ 3.9
EBITDA	**2,248.6**	**2,121.9**	**+ 6.0**
Adjustments	23.0	- 2.2	n. a.
EBITDA (underlying)	**2,271.6**	**2,119.7**	**+ 7.2**

The items recognised in the reconciliation of EBITDA to adjusted EBITDA correspond to the items adjusted in EBIT without taking into account the impairments, depreciation/amortization and reversals of €21.3m (previous year: €23.1m) included therein.

TUI Group's financial and liquidity management for all Group subsidiaries is centrally operated by TUI AG, which acts as the Group's internal bank. Financing and refinancing requirements, derived from the multi-year finance budget, are satisfied by the timely conclusion of appropriate financing instruments. The short-term liquidity reserve is safeguarded by syndicated credit facilities, bilateral bank loans and liquid funds. Moreover, through intra-Group cash pooling the cash surpluses of individual Group companies are used to finance the cash requirements of other Group companies.

Notes to the Cash Flow Statement

The cash flow statement shows the flow of cash and cash equivalents on the basis of a separate presentation of cash inflows and outflows from operating, investing and financing activities. The effects of changes in the group of consolidated companies and of foreign currency translation are eliminated.

We refer to Note 31 'Financial and lease liabilities' for information on cash and non-cash changes in financial and lease liabilities.

In the period under review, cash and cash equivalents increased by €272.2m to €3,120.4m.

(41) Cash inflow / cash outflow from operating activities

Based on the Group result after tax, the cash flow from operating activities is derived using the indirect method. In the completed financial year, the cash inflow from operating activities totalled €2,058.2m (previous year €1,910.8m). This amount includes interest payments received of €85.9m (previous year €88.5m), dividends of €268,1m from companies measured at equity (previous year €67.2m) and dividends of €2.8m from non-consolidated companies and other investments (previous year €0.1m). Income tax payments resulted in a cash outflow of €199.5m (previous year €152.2m).

(42) Cash inflow / cash outflow from investing activities

In financial year 2025, the cash outflow from investing activities totalled €672.2m (previous year €604.3m). This amount includes a cash outflow for capital expenditure related to property, plant and equipment and intangible assets of €738.9m, of which €5.2m represents capitalised borrowing costs (previous year €0.0m). The Group recorded a cash inflow of €68.4m from the sale of property, plant and equipment and intangible assets.

TUI received €21.2m from the disposal of interests in three associates of the Musement segment, one associate and one joint venture in the Central Region source market. A capital reduction of the associate Midnight Canada, Inc. resulted in an inflow of €9.1m to TUI. The sale of money market funds generated €4.2m. TUI Group contributed €6.7m to the capital increase of the Global Hospitality Fund. During the reporting period, €29.2m was paid for the acquisition of 20% of the shares in a Swiss tour operator and 50% of the shares in a hotel company operating in Zanzibar.

(43) Cash inflow / cash outflow from financing activities

The cash outflow from financing activities totalled €1,086.1m (previous year €531.4m).

TUI AG received €295.5m from the issuance of loans under German promissory notes (Schuldschein). Transaction costs of €13.0m were incurred for the extension of TUI AG's syndicated credit facility, which was undrawn at the reporting date. Other entities of the TUI Group raised loans amounting to €107.3m, incurring transaction costs of €0.5m. During the financial year, TUI AG made scheduled repayments of two tranches of loans under German promissory notes totalling €209.5m. Further repayments of financial liabilities amounted to €837.4m, of which €580.0m related to lease liabilities. The disposal of a 20% stake in the consolidated Swedish tour operator Nazar resulted in an inflow of €0.7m. Interest payments totalled €329.7m, and dividends paid to non-controlling interests amounted to €99.5m.

(44) Development of cash and cash equivalents

Cash and cash equivalents comprise all liquid funds, i.e. cash in hand, bank balances and cheques.

Cash and cash equivalents decreased by €27.7m (previous year increase €12.5m) due to foreign exchange effects.

Other Notes

(45) Services of the auditors of the consolidated financial statements

TUI AG's consolidated financial statements have been audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft. Since financial year 2022, Annika Deutsch has been the auditor in charge. Total expenses for the services provided by the auditors of the consolidated financial statements in financial year 2025 are as follows:

Services of the auditors of the consolidated financial statements

€ million	**2025**	2024
Audit fees for TUI AG and subsidiaries in Germany	3.8	3.7
Audit fees	**3.8**	**3.7**
Review of interim financial statements	0.2	0.3
Other certification services (mainly in connection with comfort letters)	0.1	0.7
Other certification services	**0.3**	**1.0**
Total	**4.1**	**4.7**

(46) Remuneration of Executive and Supervisory Board members according to § 314 HGB

In the completed financial year, the remuneration granted to active Executive Board members totalled €13.0m (previous year €12.6m, adjusted), and that of the Supervisory Board members totalled €3.0m (previous year €2.9m). The remuneration granted to the former members of the Executive Board members in the financial year totalled €0.0m (previous year €8.4m). The aforementioned remuneration of the Executive Board members includes a tranche of the long term incentive plan of €4.5m (previous year €6.8m), which represents the fair value at the time of granting in relation to a number of 829.346 phantom shares granted in the 2025 financial year (previous year 1,309,450). This includes €0.0m (previous year €1.9m, adjusted) for former Executive Board members.

Pension payments for former Executive Board members or their surviving dependants totalled €6.7m (previous year €6.6m) in the completed financial year. Pension obligations according to IAS 19 for former Executive Board members and their surviving dependants amounted to €57.5m (previous year €63.8m) at the balance sheet date.

(47) Use of exemption provision

The following German subsidiaries fully included in consolidation made use of the exemption provision in accordance with section 264 (3) of the German Commercial Code (HGB) in financial year 2025:

Use of exemption provisions

DEFAG Beteiligungsverwaltungs GmbH I, Hannover	TUI BLUE DE GmbH, Hannover
DEFAG Beteiligungsverwaltungs GmbH III, Hannover	TUI Business Services GmbH, Hannover
FIRST Travel GmbH, Hannover	TUI Customer Operations GmbH, Hannover
Leibniz-Service GmbH, Hannover	TUI Deutschland GmbH, Hannover
l'tur GmbH, Rastatt	TUI Group Services GmbH, Hannover
Preussag Beteiligungsverwaltungs GmbH IX, Hannover	TUI Hotel Betriebsgesellschaft mbH, Hannover
Robinson Club GmbH, Hannover	TUI Immobilien Services GmbH, Hannover
TICS GmbH Touristische Internet und Call Center Services, Rastatt	TUI InfoTec GmbH, Hannover
TLT Urlaubsreisen GmbH, Hannover	TUI Insurance & Financial GmbH, Hannover
TUI 4 U GmbH, Bremen	TUI Leisure Travel Service GmbH, Neuss
TUI Airline Service GmbH, Hannover	TUI Platform Services GmbH, Hannover
TUI Asset Management and Advisory GmbH, Hannover	TUI TravelStar GmbH, Hannover
TUI Aviation GmbH, Hannover	TUIfly GmbH, Langenhagen
TUI Aviation Holding GmbH, Hannover	TUIfly Vermarktungs GmbH, Hannover
TUI Beteiligungs GmbH, Hannover	

(48) Related parties

Apart from the subsidiaries included in the consolidated financial statements, TUI AG, in carrying out its ordinary business activities, maintains indirect or direct relationships with related parties. Related parties controlled by TUI Group or over which TUI Group is able to exercise a significant influence are shown in the list of shareholdings (Note 51). Apart from pure equity investments, related parties also include companies that supply goods or provide services for TUI Group companies.

Financial obligations from order commitments vis-à-vis related parties primarily relate to the purchasing of hotel services.

Transactions with related parties

€ million	**2025**	2024
Services provided by the Group		
Management and consultancy services	12.1	11.2
Sales of tourism services	82.1	59.4
Other services	0.7	1.0
Total	**94.9**	**71.6**
Services received by the Group		
Rental and leasing agreements	40.1	36.8
Purchase of hotel services	415.2	403.8
Distribution services	0.8	3.3
Other services	13.5	8.6
Total	**469.6**	**452.5**

Transactions with related parties

€ million	2025	2024
Services provided by the Group to		
non-consolidated Group companies	0.6	0.6
joint ventures	83.5	60.2
associates	10.8	10.8
Total	**94.9**	**71.6**
Services received by the Group from		
non-consolidated Group companies	1.8	1.7
joint ventures	373.0	338.8
associates	94.8	112.0
Total	**469.6**	**452.5**

Transactions with joint ventures and associates mainly occur in the tourism business. They relate in particular to the tourism services of the hotel companies used by the Group's tour operators.

In accordance with IAS 24, all transactions with related parties were executed on an arm's length basis as would be customary with third parties outside the Group.

Receivables from related parties

€ million	30 Sep 2025	30 Sep 2024
Trade receivables from		
joint ventures	55.3	13.8
associates	0.9	1.2
Total	**56.2**	**15.0**
Advances and loans to		
joint ventures	3.1	3.1
associates	4.2	0.2
Total	**7.3**	**3.3**
Payments on account to		
joint ventures	9.8	12.8
Total	**9.8**	**12.8**
Other receivables from		
non-consolidated Group companies	0.9	1.3
joint ventures	6.3	14.0
associates	-	-
Total	**7.2**	**15.3**

Payables due to related parties

€ million	30 Sep 2025	30 Sep 2024
Trade payables due to		
non-consolidated Group companies	0.1	0.1
joint ventures	43.5	52.7
associates	10.9	12.6
Total	**54.5**	**65.4**
Financial liabilities due to		
non-consolidated Group companies	0.8	0.1
joint ventures	118.9	189.6
Total	**119.7**	**189.7**
Other liabilities due to		
non-consolidated Group companies	5.2	8.5
joint ventures	54.4	53.2
associates	4.4	5.1
key management personnel	6.0	7.2
Total	**70.0**	**74.0**

Financial liabilities to joint ventures included liabilities from leases of €118.9m (previous year €189.60m).

The share of result of associates and joint ventures is shown separately in segment reporting.

The Executive Board and the Supervisory Board are key management personnel. They are therefore related parties in the meaning of IAS 24 whose compensation must be disclosed separately.

Remuneration of Executive and Supervisory Board

€ million	2025	2024[1]
Short-term benefits	10.6	9.9
Post-employment benefits	2.0	0.9
Share-based payment	2.1	4.7
Termination benefits - Other	-	3.9
Total	**14.7**	**19.4**

[1] adjusted

Post-employment benefits are transfers to or reversals of pension provisions for Executive Board members active in the reporting period. The expenses mentioned do not meet the definition of remuneration for Executive and Supervisory Board members under German accounting rules. The share-based remuneration represents a net amount consisting of the expense for additions or the income from reversals resulting from the valuation of the corresponding provision. The benefits granted in connection with the termination of the employment relationship in the previous year related to payments to David Burling as compensation for the early termination of his employment contract and the non-compete compensation for a 12-month post-contractual non-compete obligation

Pension provisions for active Executive Board members total €8.7m (previous year €7.7m) as at the balance sheet date. In addition, provisions for active Executive Board members of €11.3m (previous year €8.3m) are recognised relating to the long-term incentive programme.

(49) International Financial Reporting Standards (IFRS) not yet applied

New standards endorsed by the EU, but applicable after 30 Sep 2025

Standard	Applicable from	Amendments	Expected impact on financial position and performance
Amendments to IAS 21 Lack of Exchangeability	1 Jan 2025	The amendments require an entity to apply a consistent approach in assessing whether a currency is exchangeable into another currency and, if not, in determining the exchange rate to be used and the required disclosures in the notes.	No material impact
Annual Improvements to IFRS Standards Volume 11	1 Jan 2026	The amendments from the annual improvement process include clarifications, narrow-scope corrections, or the resolution of inconsistencies between individual IFRS. The omnibus standard issued on 18 July 2024 includes improvements to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7.	No material impact
Amendments to IFRS 9 and IFRS 7 Amendments to the Classification and Measurement of Financial Instruments	1 Jan 2026	The amendments concerns three subjects: - The derecognition of financial liabilities settled via electronic payment methods. There is now an accounting choice regarding the timing of derecognition; and - the application of the cash flow criterion for the classification of financial instruments in the case of (a) financial instruments with ESG conditions, (b) financial instruments with non-recourse features, and so-called contractually-linked instruments (CLI); and - additional disclosure requirements for (a) equity instruments classified as FVOCI, and (b) financial instruments with cash flows whose amount or timing depends on the occurrence or non-occurrence of contingent events.	No material impact
Amendments to IFRS 9 and IFRS 7 Contract Referencing Nature-dependent Electricity	1 Jan 2026	Nature dependent electricity contracts help companies to secure their electricity supply from sources such as wind and solar power. The amount of electricity generated under these contracts can vary based on uncontrollable factors such as weather conditions. The amendments include: (1) clarifications how the 'own-use exemption' may be applied to contracts with physical delivery of nature-dependent electricity; (2) permitting hedge accounting if these contracts are used as hedging instruments; and (3) new disclosure requirements for contracts in scope of the amendments.	No material impact

The following amendments and new standards have not yet been endorsed by the European Union.

New standards and interpretations not yet endorsed by the EU and applicable after 30 Sep 2025

Standard	Applicable from	Amendments	Expected impact on financial position and performance
IFRS 18 Presentation and Disclosure in Financial Statements	1 Jan 2027	IFRS 18 replaces IAS 1 Presentation of Financial Statements. The aim of IFRS 18 is the improvement of the reporting of financial performance with a focus on the income statement. Most important impacts comprise the introduction of pre-defined subtotals and the categorisation of income and expenses in the income statement as well as the introduction of disclosures that are related to certain management-defined performance measures. IFRS 18 is effective for annual periods beginning on or after 1 January 2027 and needs to be applied retrospectively. Early adoption is permitted. The transition requirements stipulate that the quantitative information according to IAS 8.28f. does not need to be provided. Instead, a reconciliation of the prior year comparatives must be disclosed.	TUI will review the impact of this standard in financial year 2026.
Amendments to IAS 21 Translation to a Hyperinflationary Presentation Currency	1 Jan 2027	According to the amendments to IAS 21 issued on 13 November 2025 the translation of financial statements in a non-hyperinflationary functional currency to a hyperinflationary currency shall be done using the closing rate at the date of the current statement of financial position. The amendments are effective for annual periods beginning on or after 1 January 2027 and are applied retrospectively with certain transition provisions. Early adoption is permitted.	Not relevant
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 Jan 2027	IFRS 19 permits certain subsidiaries without public accountability, which prepare individual financial statements according to IFRS, to make reduced disclosures according to IFRS 19 instead to apply the dedicated disclosure requirements in other IFRS accounting standards.	Not relevant
Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 Jan 2027	The amendments to IFRS 19 issued on 21 August 2025 provide reduced disclosure requirements for new or amended IFRS Accounting Standards issued between February 2021 and May 2024.	Not relevant

(50) Significant events after balance sheet date

In October 2025, TUI finalized an agreement to secure financing for advance payments related to ten aircraft deliveries scheduled between October 2026 and March 2027, with a total facility amount of up to USD 126 million.

On 17 November 2025, TUI bought back the remaining convertible bonds issued in 2021 at their book value of €117.6m. Approximately 80% of the issuance of 2021 had already been repurchased in July 2024.

On 8 December 2025, TUI repaid the remaining financial liabilities with joint ventures arising from the leasing of a cruise ship, totaling €115.5m. Following the repayment, ownership of the vessel was transferred to TUI.

(51) TUI Group Shareholdings

Company	Country	Capital share
Consolidated companies		
Tourism		
Absolut Holding Limited, Qormi	Malta	99.9
Advent Insurance PCC Limited (Absolut Cell), Qormi	Malta	100
Africa Focus Tours Namibia (Proprietary) Limited, Windhoek	Namibia	100
Atalaya Collections SL, Palma	Spain	100
ATC African Travel Concept Proprietary Limited, Cape Town	South Africa	50.1
ATC Consulting Services Proprietary Limited, Cape Town	South Africa	100
B.D.S Destination Services Tours, Cairo	Egypt	100
Cabotel-Hoteleria e Turismo Lda, Santiago	Cape Verde	100
Cel Obert SL, Sant Joan de Caselles	Andorra	100
Chaves Hotel & Investimentos S.A., Sal Rei, Boa Vista Island	Cape Verde	100
Citirama Ltd., Quatre Bornes	Mauritius	100
Club Hôtel Management Tunisia SARL, Djerba	Tunisia	100
Clubhotel BV SA, Boa Vista	Cape Verde	100
Clubhotel Cala Serena S.A., Madrid	Spain	100
Clubhotel IP A.E., Athens	Greece	100
Clubhotel JD, S.A., Las Palmas	Spain	100
Clubhotel Zanzibar Limited, Zanzibar	Tanzania	100
Cruisetour AG, Zurich	Switzerland	100
Daidalos Hotel- und Touristikunternehmen A.E., Athens	Greece	89.8
Darecko GmbH, Hanover	Germany	100
Destination Services Singapore Pte Limited, Singapore	Singapore	100
Egyptian Germany Co. for Hotels Limited, Cairo	Egypt	66.6
Elena SL, Palma de Mallorca	Spain	100
ETA Turizm Yatirim ve Isletmeleri A.S., Ankara	Türkiye	100
Explorers Travel Club Limited, Luton	United Kingdom	100
First Choice (Turkey) Limited, Luton	United Kingdom	100
First Choice Holiday Hypermarkets Limited, Luton	United Kingdom	100
First Choice Holidays & Flights Limited, Luton	United Kingdom	100
First Choice Land (Ireland) Limited, Dublin	Ireland	100
FIRST Reisebüro Güttler GmbH & Co. KG, Dormagen	Germany	75.1
FIRST Travel GmbH, Hanover	Germany	100
Follow Coordinate Hotels Portugal Unipessoal Lda, Albufeira	Portugal	100
Fritidsresor Tours & Travels India Pvt Ltd., Bardez, Goa	India	100
GBH Turizm Sanayi Isletmecilik ve Ticaret A.Ş., Istanbul	Türkiye	100
GEAFOND Número dos Fuerteventura S.A., Las Palmas, Gran Canaria	Spain	100
GEAFOND Número uno Lanzarote S.A., Las Palmas, Gran Canaria	Spain	100
Gemma Limited, Unguja	Tanzania	100
Germantur Turizm Ticaret A.Ş., Izmir	Türkiye	100
Gulliver Travel d.o.o., Dubrovnik	Croatia	100
Hellenic EFS Hotel Management E.P.E., Athens	Greece	100
Holiday Center S.A., Cala Serena/Cala d'Or	Spain	100
Holidays Services S.A., Agadir	Morocco	100
Holidays USA, Inc., Fort Lauderdale	United States	100
Hoteli Koločep d.d., Koločep	Croatia	100
Hoteli Živogošće d.d., Živogošće	Croatia	100
Iberotel International A.S., Antalya	Türkiye	100

Company	Country	Capital share
Consolidated companies		
Tourism		
Iberotel Otelcilik A.Ş., Istanbul	Türkiye	100
Imperial Cruising Company SARL, Heliopolis-Cairo	Egypt	90
Inter Hotel SARL, Tunis	Tunisia	100
Intercruises Port Operations Spain SLU, Barcelona	Spain	100
Intercruises Port Operations USA, Inc., Wilmington DE	United States	100
Intercruises Shoreside & Port Services Canada, Inc., Quebec	Canada	100
Intercruises Shoreside & Port Services Pty Limited, Sydney	Australia	100
Intercruises Shoreside & Port Services Sam, Monaco	Monaco	100
Intercruises Shoreside & Port Services SARL, Paris	France	100
Intercruises Shoreside & Port Services UK Limited, Luton	United Kingdom	100
Intercruises Shoreside & Port Services, Inc., Wilmington DE	United States	100
Intercruises Shoreside and Port Services Greece A.E., Kallithea	Greece	100
Intercruises Shoreside and Port Servies Portugal, Unipessoal LDA, Faro	Portugal	100
Itaria Limited, Nicosia	Cyprus	100
Jandia Playa S.A., Morro Jable/Fuerteventura	Spain	100
Kurt Safari Proprietary Limited, White River - Mpumalanga	South Africa	51
Kybele Turizm Yatırım San. Ve Tic. A.Ş., Istanbul	Türkiye	100
Label Tour EURL, Levallois-Perret	France	100
Le Passage to India Tours and Travels Pvt Ltd., New Delhi	India	100
Lima Tours S.A.C., Lima	Peru	100
l'tur GmbH, Rastatt	Germany	100
L'TUR Suisse AG, Basel	Switzerland	100
Magic Hotels SA, Tunis	Tunisia	100
MAGIC LIFE Assets GmbH, Vienna	Austria	100
Magic Life Egypt for Hotels LLC, Sharm el Sheikh	Egypt	100
Magic Tourism International S.A., Tunis	Tunisia	100
Mai Khao Golden Land Company Limited, Phuket	Thailand	100
Manahe Ltd., Quatre Bornes	Mauritius	51
Marella Cruises Limited, Luton	United Kingdom	100
Meetings & Events Spain S.L.U., Palma de Mallorca	Spain	100
MSN 41662 Limited, Luton	United Kingdom	100
MSN 41663 Limited, Luton	United Kingdom	100
Musement S.p.A., Milan	Italy	100
MX RIUSA II S.A. de C.V., Cabo San Lucas	Mexico	100
Nazar Nordic AB, Malmö	Sweden	80
Nouvelles Frontières Senegal S.R.L., Dakar	Senegal	100
Nungwi Limited, Zanzibar	Tanzania	100
Ocean College LLC, Sharm el Sheikh	Egypt	100
Ocean Ventures for Hotels and Tourism Services SAE, Sharm el Sheikh	Egypt	98
Pacific World (Shanghai) Travel Agency Co. Limited, Shanghai	China	100
Pacific World Destination East Sdn. Bhd., Penang	Malaysia	65
Pacific World Meetings & Events Hong Kong, Limited, Hong Kong	Hong Kong SAR	100
Pacific World Meetings and Events France SARL, Nice	France	100
Papirüs Otelcilik Yatırım Turizm Seyahat İnşaat Ticaret A.Ş., Antalya	Türkiye	100
Paradise Hotel Management Company LLC, Cairo	Egypt	100
PATS N.V., Ostend	Belgium	100
Promociones y Edificaciones Chiclana S.A., Palma de Mallorca	Spain	100
PT Pacific World Nusantara, Bali	Indonesia	100

Company	Country	Capital share
Consolidated companies		
Tourism		
RCHM S.A.S., Agadir	Morocco	100
Rideway Investments Limited, London	United Kingdom	100
Riu Jamaicotel Ltd., Negril	Jamaica	100
Riumauricio Ltd., Port Louis	Mauritius	100
RIUSA II S.A., Palma de Mallorca[1]	Spain	50
Riusa Lanka (PVT) Ltd., Ahungalla	Sri Lanka	100
Robinson Austria Clubhotel GmbH, Villach-Landskron	Austria	100
Robinson Club GmbH, Hanover	Germany	100
Robinson Club Italia S.p.A., Marina di Ugento	Italy	100
Robinson Club Maldives Private Limited, Malé	Maldives	100
Robinson Clubhotel Turizm Ltd. Sti., Istanbul	Türkiye	100
Robinson Hoteles España S.A., Cala d'Or	Spain	100
Robinson Hotels Portugal S.A., Vila Nova de Cacela	Portugal	67
Robinson Otelcilik A.Ş., Istanbul	Türkiye	100
Société d'Exploitation du Paladien Marrakech SA, Marrakesh	Morocco	100
Société d'Investissement Aérien S.A., Casablanca	Morocco	100
Société d'investissement hotelier Almoravides S.A., Marrakesh	Morocco	100
Société Marocaine pour le Developpement des Transports Touristiques S.A., Agadir	Morocco	100
Sons of South Sinai for Tourism Services and Supplies SAE, Sharm el Sheikh	Egypt	84.1
Stella Polaris Creta A.E., Heraklion	Greece	100
STIVA RII Ltd., Dublin	Ireland	100
Summer Times Ltd., Quatre Bornes	Mauritius	100
Summertime International Ltd., Quatre Bornes	Mauritius	100
Sunshine Cruises Limited, Luton	United Kingdom	100
Tantur Turizm Seyahat A.Ş., Istanbul	Türkiye	100
Tec4Jets NV, Zaventem	Belgium	100
Thomson Reisen GmbH, St. Johann	Austria	100
Thomson Travel Group (Holdings) Limited, Luton	United Kingdom	100
TICS GmbH Touristische Internet und Call Center Services, Rastatt	Germany	100
TLT Reisebüro GmbH, Hanover	Germany	100
TLT Urlaubsreisen GmbH, Hanover	Germany	100
Travel Choice Limited, Luton	United Kingdom	100
Trust Travel B.V., Rijswijk	Netherlands	100
TT Hotels Croatia d.o.o., Zagreb	Croatia	100
TT Hotels Italia S.R.L., Rome	Italy	100
TT Hotels Turkey Otel Hizmetleri Turizm ve ticaret A.Ş., Antalya	Türkiye	100
TUI 4 U GmbH, Bremen	Germany	100
TUI Airline Service GmbH, Hanover	Germany	100
TUI Airlines Belgium N.V., Ostend	Belgium	100
TUI Airlines Nederland B.V., Rijswijk	Netherlands	100
TUI Airways Limited, Luton	United Kingdom	100
TUI Ambassador Tours Unipessoal Lda, Lisbon	Portugal	100
TUI Asset Management and Advisory GmbH, Hanover	Germany	100
TUI Austria Holding GmbH, Vienna	Austria	100
TUI Aviation Asset Company Limited, Luton	United Kingdom	100
TUI Aviation GmbH, Hanover	Germany	100
TUI Aviation Services Limited, Luton	United Kingdom	100
TUI Belgium NV, Ostend	Belgium	100

Company	Country	Capital share
Consolidated companies		
Tourism		
TUI Belgium Real Estate N.V., Brussels	Belgium	100
TUI Belgium Retail N.V., Zaventem	Belgium	100
TUI BLUE AT GmbH, Schladming	Austria	100
TUI BLUE DE GmbH, Hanover	Germany	100
TUI Blue Hotels L.L.C., Dubai	United Arab Emirates	100
TUI Bulgaria EOOD, Varna	Bulgaria	100
TUI China Travel CO. Ltd., Beijing	China	75
TUI Curaçao N.V., Curaçao	Country of Curaçao	100
TUI Customer Operations GmbH, Hanover	Germany	100
TUI Cyprus Limited, Nicosia	Cyprus	100
TUI Danmark A/S, Copenhagen	Denmark	100
TUI Destination Experiences (Thailand) Limited, Bangkok[1]	Thailand	49
TUI Destination Experiences Costa Rica SA, San José	Costa Rica	100
TUI Destination Services Cyprus, Nicosia	Cyprus	100
TUI Deutschland GmbH, Hanover	Germany	100
TUI Dominicana SAS, Higuey	Dominican Republic	100
TUI España Turismo SL, Palma de Mallorca	Spain	100
TUI Finland OY AB, Helsinki	Finland	100
TUI France SA, Levallois-Perret	France	100
TUI Group Fleet Finance Limited, Luton	United Kingdom	100
TUI Group UK Healthcare Limited, Luton	United Kingdom	100
TUI Hellas Travel Tourism and Airlines A.E., Athens	Greece	100
TUI Holding Spain S.L., Palma de Mallorca	Spain	100
TUI Holidays Ireland Limited, Dublin	Ireland	100
TUI Hotel Betriebsgesellschaft mbH, Hanover	Germany	100
TUI Hotels & Resorts Global Distribution Unipessoal Lda, Matosinhos	Portugal	100
TUI India Private Limited, New Delhi	India	100
TUI International Holiday (Malaysia) Sdn. Bhd., Kuala Lumpur	Malaysia	100
TUI Ireland Limited, Luton	United Kingdom	100
TUI Italia S.r.l., Sorrento	Italy	100
TUI Jamaica Limited, Montego Bay	Jamaica	100
TUI LTE Viajes S.A de C.V, Mexico City	Mexico	100
TUI Malta Limited, Pieta	Malta	100
TUI Mexicana S.A. de C.V., Mexico City	Mexico	100
TUI Musement UK Holding Limited, Luton	United Kingdom	100
TUI Nederland Holding N.V., Rijswijk	Netherlands	100
TUI Nederland N.V., Rijswijk	Netherlands	100
TUI Nordic Holding AB, Stockholm	Sweden	100
TUI Norge AS, Stabekk	Norway	100
TUI Northern Europe Limited, Luton	United Kingdom	100
TUI Österreich GmbH, Vienna	Austria	100
TUI Pension Scheme (UK) Limited, Luton	United Kingdom	100
TUI Pensions Restricted SPV Limited, Luton	United Kingdom	100
TUI Poland Dystrybucja Sp. z o.o., Warsaw	Poland	100
TUI Poland Sp. z o.o., Warsaw	Poland	100
TUI PORTUGAL - Agencia de Viagens e Turismo S.A., Faro	Portugal	100
TUI Reisecenter Austria Business Travel GmbH, Vienna	Austria	74.9
TUI Romania SRL, Bucharest	Romania	100

Company	Country	Capital share
Consolidated companies		
Tourism		
TUI Service AG, Altendorf	Switzerland	100
TUI Ship Financing Limited, Luton	United Kingdom	100
TUI Spain, SLU, Madrid	Spain	100
TUI Suisse AG, Zurich	Switzerland	100
TUI Suisse Retail AG, Zurich	Switzerland	100
TUI Sverige AB, Stockholm	Sweden	100
TUI Travel Aviation Finance Limited, Luton	United Kingdom	100
TUI TRAVELStar GmbH, Hanover	Germany	100
TUI Tunisia S.A., Tunis	Tunisia	100
TUI UK Limited, Luton	United Kingdom	100
TUI UK Retail Limited, Luton	United Kingdom	100
TUI UK Transport Limited, Luton	United Kingdom	100
TUIfly GmbH, Langenhagen	Germany	100
TUIfly Nordic AB, Stockholm	Sweden	100
TUIfly Vermarktungs GmbH, Hanover	Germany	100
Tunisie Investment Services Holding S.A., Tunis	Tunisia	100
Turcotel Turizm A.Ş., Istanbul	Türkiye	100
Turkuaz Insaat Turizm A.Ş., Ankara	Türkiye	100
Ultramar Express Transport S.A., Palma de Mallorca	Spain	100
Umbhaba Eco Lodge Proprietary Limited, Cape Town	South Africa	100
Zanzibar Beach Village Limited, Zanzibar	Tanzania	100

[1] Entrepreneurial management

Company	Country	Capital share
Consolidated companies		
All other segments		
Absolut Insurance Limited, St. Peter Port	Guernsey	100
Canadian Pacific (UK) Limited, Luton	United Kingdom	100
Cast Agencies Europe Limited, Luton	United Kingdom	100
CP Ships (Bermuda) Ltd., Hamilton	Bermuda	100
CP Ships (UK) Limited, Luton	United Kingdom	100
DEFAG Beteiligungsverwaltungs GmbH I, Hanover	Germany	100
DEFAG Beteiligungsverwaltungs GmbH III, Hanover	Germany	100
First Choice Holidays Finance Limited, Luton	United Kingdom	100
First Choice Holidays Limited, Luton	United Kingdom	100
Jetset Group Holding (Brazil) Limited, Luton	United Kingdom	100
Jetset Group Holding Limited, Luton	United Kingdom	100
Leibniz-Service GmbH, Hanover	Germany	100
PM Peiner Maschinen GmbH, Hanover	Germany	100
Preussag Beteiligungsverwaltungs GmbH IX, Hanover	Germany	100
Sovereign Tour Operations Limited, Luton	United Kingdom	100
Thomson Airways Trustee Limited, Luton	United Kingdom	100
travel-Ba.Sys GmbH & Co KG, Mülheim an der Ruhr	Germany	83.5
TUI Aviation Holding GmbH, Hanover	Germany	100
TUI Beteiligungs GmbH, Hanover	Germany	100
TUI Business Services GmbH, Hanover	Germany	100
TUI Canada Holdings, Inc., Toronto	Canada	100
TUI Global Business Services Tunisia S.A.R.L, Tunis	Tunisia	100

Company	Country	Capital share
Consolidated companies		
All other segments		
TUI Group Services GmbH, Hanover	Germany	100
TUI Group UK Trustee Limited, Luton	United Kingdom	100
TUI Immobilien Services GmbH, Hanover	Germany	100
TUI InfoTec GmbH, Hanover	Germany	100
TUI Insurance & Financial GmbH, Hanover	Germany	100
TUI Leisure Travel Service GmbH, Neuss	Germany	100
TUI Platform Services GmbH, Hanover	Germany	100
TUI Technology NV, Zaventem	Belgium	100
TUI Technology Portugal Unipessoal Lda., Matosinhos	Portugal	100
TUI Travel Common Investment Fund Trustee Limited, Luton	United Kingdom	100
TUI Travel Group Solutions Limited, Luton	United Kingdom	100
TUI Travel Holdings Limited, Luton	United Kingdom	100
TUI Travel Limited, Luton	United Kingdom	100
TUI Travel Overseas Holdings Limited, Luton	United Kingdom	100

Company	Country	Capital share
Non-consolidated Group companies		
Toursim		
„Schwerin Plus" Touristik-Service GmbH, Schwerin	Germany	80
Airline Consultancy Services S.A.R.L., Casablanca	Morocco	100
Centro de Servicios Corporativos Destination Management S.A. de C.V., Cancun	Mexico	100
FIRST Reisebüro Güttler Verwaltungs GmbH, Hanover	Germany	75
L'TUR SARL, Schiltigheim	France	100
Lunn Poly (Jersey) Limited, St. Helier	Jersey	100
Nouvelles Frontières Burkina Faso EURL, Ouagadougou	Burkina Faso	100
Nouvelles Frontières Tereso EURL, Grand Bassam	Ivory Coast	100
Nouvelles Frontières Togo S.R.L. (i.L), Lome	Togo	99
Riusa Hotel Management FZC, Dubai	United Arab Emirates	100
Société de Gestion du resort Al Baraka, Marrakesh	Morocco	100
TUI 4 U Poland sp.zo.o., Warsaw	Poland	100
TUI d.o.o., Maribor	Slovenia	100
TUI Magyarország Utazasi Iroda Kft., Budapest	Hungary	100
TUI Reisecenter GmbH, Salzburg	Austria	100
TUI ReiseCenter Slovensko s.r.o., Bratislava	Slovakia (Slovak Republic)	100
TUI Travel Cyprus Limited, Nicosia	Cyprus	100
TUIFly Academy Brussels, Zaventem	Belgium	100
VPM Antilles S.R.L., Clichy	France	100
VPM SA, Clichy	France	100
All other segments		
Bergbau Goslar GmbH, Goslar	Germany	100
travel-Ba.Sys Beteiligungs GmbH, Mülheim an der Ruhr	Germany	83.5

Company	Country	Capital share
Joint ventures and associates		
Tourism		
Abou Soma for Hotels S.A.E., Giza	Egypt	16.7
Ahungalla Resorts Limited, Colombo	Sri Lanka	40

Company	Country	Capital share
Joint ventures and associates		
Tourism		
Aitken Spence Travels (Private) Limited, Colombo	Sri Lanka	50
Atlantica Hellas A.E., Rhodes	Greece	50
Atlantica Hotels and Resorts Limited, Lemesos	Cyprus	49.9
Bartu Turizm Yatirimlari Anonim Sirketi, Istanbul	Türkiye	50
Bentour Reisen AG, Zurich	Switzerland	20
Clubhotel Kleinarl GmbH & Co KG, Flachau	Austria	24
Daktari Travel & Tours Ltd., Limassol	Cyprus	33.3
Dar Izem S.A., Marrakesh	Morocco	45
ENC for touristic Projects Company S.A.E., Sharm el Sheikh	Egypt	50
Etapex, S.A., Agadir	Morocco	35
Fanara Residence for Hotels S.A.E., Sharm el Sheikh	Egypt	50
Fly4 Airlines Green Limited, Dublin	Ireland	49
Gebeco Gesellschaft für internationale Begegnung und Cooperation mbH & Co. KG, Kiel	Germany	50
Grupotel dos S.A., Can Picafort	Spain	50
Ha Minh Ngan Company Limited, Hanoi	Vietnam	50
Holiday Travel (Israel) Limited, Airport City	Israel	50
Hydrant Refuelling System NV, Brussels	Belgium	25
Jaz Hospitality Services DMCC, Dubai	United Arab Emirates	50
Jaz Hotel Group S.A.E., Cairo	Egypt	51
Kamarayat Nabq Company for Hotels S.A.E., Sharm el Sheikh	Egypt	50
Midnight Canada, Inc., Toronto	Canada	49
Midnight Holdings Limited, George Town, Grand Cayman	Cayman Islands	49
Pep Toni Hotels S.A., Palma	Spain	49
Reliance Hospitality Limited, Nicosia	Cyprus	50
Royalton Hotels International Limited, Toronto	Canada	49
Sharm El Maya Touristic Hotels Co. S.A.E., Cairo	Egypt	50
Südwest Presse + Hapag-Lloyd Reisebüro GmbH & Co. KG, Ulm	Germany	50
Sun Oasis for Hotels Company S.A.E., Hurghada	Egypt	50
Teckcenter Reisebüro GmbH, Kirchheim unter Teck	Germany	50
Tikida Bay S.A., Agadir	Morocco	34
TIKIDA DUNES S.A., Agadir	Morocco	30
Tikida Palmeraie S.A., Marrakesh	Morocco	33.3
Travco Group Holding S.A.E., Cairo	Egypt	50
TUI Cruises GmbH, Hamburg	Germany	50
TUI Global Hospitality Fund SCS, SICAF-RAIF, Grevenmacher	Luxembourg	10
UK Hotel Holdings FZC L.L.C., Fujairah	United Arab Emirates	50
Vitya Holding Co. Ltd., Takua, Phang Nga Province	Thailand	47.5
All other segments		
.BOSYS SOFTWARE GMBH, Hamburg	Germany	25.2

05

ADDITIONAL INFORMATION

ADDITIONAL INFORMATION

RESPONSIBILITY STATEMENT BY MANAGEMENT

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations of the Group, and the group management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Hanover, 8 December 2025

The Executive Board

Sebastian Ebel

Mathias Kiep

Peter Krueger

Sybille Reiss

David Schelp

INDEPENDENT AUDITOR'S REPORT

To TUI AG, Berlin and Hanover/Germany

Report on the Audit of the Consolidated Financial Statements and of the Combined Management Report

Audit Opinions

We have audited the consolidated financial statements of TUI AG, Berlin and Hanover/Germany, and its subsidiaries (the Group) which comprise the consolidated statement of financial position as at 30 September 2025, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from 1 October 2024 to 30 September 2025, and the notes to the consolidated financial statements, including material information on the significant accounting policies. In addition, we have audited the combined management report for the parent and the group of TUI AG, Berlin and Hanover/Germany, for the financial year from 1 October 2024 to 30 September 2025. In accordance with the German legal requirements, we have not audited the content of those parts of the combined management report set out in the appendix to the auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS® Accounting Standards issued by the International Accounting Standards Board (IASB) (hereinafter "IFRS Accounting Standards") as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB and, in compliance with these requirements, give a true and fair view of the assets, liabilities and financial position of the Group as at 30 September 2025 and of its financial performance for the financial year from 1 October 2024 to 30 September 2025, and
- the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of those parts of the combined management report set out in the appendix to the auditor's report.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements, principles and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the combined management report.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year from 1 October 2024 to 30 September 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. Recoverability of goodwill

2. Specific provisions

Our presentation of these key audit matters has been structured as follows:

a) description (including reference to corresponding information in the consolidated financial statements)

b) auditor's response

1. Recoverability of goodwill

a) In TUI AG's consolidated financial statements as at 30 September 2025, goodwill totalling mEUR 2,933.6 is reported under the item "goodwill" in the statement of financial position. Goodwill is subject to an impairment test at least once a year. Valuation is made by means of a valuation model based on the discounted cash flow method. Since the outcome of this valuation strongly depends on the estimate of future cash inflows by the executive board and on the discount rate used, in the light of the uncertainty of further impacts of the further geopolitical development and of the general price development there is an increased degree of forecasting uncertainty. Thus, the valuation is subject to significant uncertainty. Against this background, we believe that this is a key audit matter.

The information provided by the Company on goodwill can be found in note 12 and in the chapter 'Accounting policies' and 'Significant accounting judgements, assumptions and estimates' within the notes to the consolidated financial statements.

b) We evaluated the process for performing the impairment test on goodwill and carried out an assessment of the accounting-relevant controls contained therein. Specifically, we satisfied ourselves of the appropriateness of the future cash inflows used in the calculation. To do this, we compared, among other things, the figures considered in the impairment test with the budget for the financial year 2026 approved by the supervisory board and the planning for the financial years 2027 and 2028 adopted by the executive board as well as a reconciliation with general and industry-specific market expectations. Since even relatively small changes in the discount rate can have a material effect on the amount of the business value determined in this way, we also focused on examining the parameters used to determine the discount rate used, including the weighted average cost of capital, and analysed the calculation algorithm. Owing to the material significance of goodwill and the fact that the valuation also depends on macroeconomic conditions which are beyond the control of the Company, we also assessed the sensitivity analyses prepared by the Company for the cash-generating units with low excess cover (carrying amount compared to the realisable amount).

2. Specific provisions

a) TUI AG's consolidated financial statements as at 30 September 2025 report provisions for maintenances of mEUR 847.9 under the statement of financial position item "other provisions". Furthermore, provisions for pensions and similar obligations of mEUR 618.6 were recognised as at 30 September 2025. In our view, these facts are key audit matters, as the recognition and measurement of these significant items are based to a large extent on estimates and assumptions made by the executive board.

The information provided by the company on the provisions is contained in sections (29) and (30) as well as in the sections 'Accounting policies' and 'Significant accounting judgements, assumptions and estimates' of the notes to the consolidated financial statements.

b) We evaluated the process of recognition and measurement applicable to specific provisions and carried out an assessment of the accounting-relevant controls contained therein. In the knowledge that there is an increased risk of misstatements in financial reporting with estimated values, and that the valuation decisions of the executive board have a direct and significant effect on the consolidated profit, we assessed the appropriateness of the values recognised by comparing them against historical values and by means of the contractual bases presented to us.

Among other things, we

- assessed the computation of the expected maintenance costs for aircraft. This was done on the basis of group-wide maintenance contracts, price increases expected on the basis of external market forecasts and the discount rates applied, supported by our own analyses;
- assessed the appropriateness of the valuation parameters used to calculate the pension provisions. Among other things, we did so by comparing them against market data and taking into account the expertise of our internal pension valuation experts.

Other Information

The executive board and/or the supervisory board are responsible for the other information. The other information comprises

- the report of the supervisory board,
- the report of the audit committee,
- the remuneration report pursuant to Section 162 German Stock Corporation Act (AktG),
- the unaudited content of the combined management report specified in the appendix to the auditor's report,
- the executive directors' confirmation pursuant to Section 297 (2) sentence 4 and Section 315 (1) sentence 5 HGB regarding the consolidated financial statements and the combined management report, and
- all other parts of the annual report,
- but not the consolidated financial statements, not the audited content of the combined management report and not our auditor's report thereon.

The supervisory board is responsible for the report of the supervisory board and for the report of the audit committee. The executive board and the supervisory board are responsible for the statement pursuant to Section 161 AktG on the German Corporate Governance Code, which forms part of the corporate governance statement included in the section "Corporate Governance Report" set out in the combined management report, and for the remuneration report. Otherwise, the executive board is responsible for the other information.

Our audit opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the audited content of the disclosures in the combined management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Responsibilities of the Executive Board and the Supervisory Board for the Consolidated Financial Statements and the Combined Management Report

The executive board is responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive board is responsible for such internal control as it has determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive board is responsible for assessing the Group's ability to continue as a going concern. It also has the responsibility for disclosing, as applicable, matters related to going concern. In addition, it is responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive board is responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive board is responsible for such arrangements and measures (systems) as it has considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of internal control or these arrangements and measures of the Group.
- evaluate the appropriateness of accounting policies used by the executive board and the reasonableness of estimates made by the executive board and related disclosures.
- conclude on the appropriateness of the executive board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and with the additional requirements of German commercial law pursuant to Section 315e (1) HGB.
- plan and perform the audit of the consolidated financial statements in order to obtain sufficient appropriate audit evidence regarding the financial information of the entities or of the business activities within the Group, which serves as a basis for forming audit opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and review of the audit procedures performed for the purposes of the group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.

- perform audit procedures on the prospective information presented by the executive board in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive board as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Assurance on the Electronic Reproductions of the Consolidated Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Assurance Opinion

We have performed assurance work in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the consolidated financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the file, which has the SHA-256 value b88ce7ab40264e2d15e332379f70fc7c11b14f10a184315371160fdbb53f039b, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this assurance work only covers the conversion of the information contained in the consolidated financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the consolidated financial statements and of the combined management report prepared for publication contained in the file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this assurance opinion and our audit opinions on the accompanying consolidated financial statements and on the accompanying combined management report for the financial year from 1 October 2024 to 30 September 2025 contained in the "Report on the Audit of the Consolidated Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Assurance Opinion

We conducted our assurance work on the electronic reproductions of the consolidated financial statements and of the combined management report contained in the file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Assurance Standard: Assurance Work on the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (06.2022)). Our responsibilities in this context are further described in the "Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards.

Responsibilities of the Executive Board and the Supervisory Board for the ESEF Documents

The executive board of the parent is responsible for the preparation of the ESEF documents based on the electronic files of the consolidated financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB and for the tagging of the consolidated financial statements according to Section 328 (1) sentence 4 no. 2 HGB.

In addition, the executive board of the parent is responsible for such internal control that it has considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Group Auditor's Responsibilities for the Assurance Work on the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgement and maintain professional scepticism throughout the assurance work. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- evaluate the technical validity of the ESEF documents, i.e. whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, on the technical specification for this electronic file.
- evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited consolidated financial statements and to the audited combined management report.
- evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, enables an appropriate and complete machine-readable XBRL copy of the XHTML reproduction.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as group auditor by the general meeting on 11 February 2025. We were engaged by the supervisory board on 24 April 2025. We have been the group auditor of TUI AG, Berlin and Hanover/Germany, without interruption since the financial year 2016/17.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Other matter – Use of the Auditor's Report

Our auditor's report must always be read together with the audited consolidated financial statements and the audited combined management report as well as with the assured ESEF documents. The consolidated financial statements and the combined management report converted into the ESEF format – including the versions to be submitted for inclusion in the Company Register – are merely electronic reproductions of the audited consolidated financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Annika Deutsch.

Hanover/Germany, 8 December 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:

Annika Deutsch

Wirtschaftsprüferin
(German Public Auditor)

Signed:

Thomas Singer

Wirtschaftsprüfer
(German Public Auditor)

Appendix to the Independent Auditor's Report: Unaudited Content of the Combined Management Report

We have not audited the content of the following parts of the combined management report:

- the non-financial statement pursuant to Sections 315b and 315c HGB included in the section "Non-financial group statement" of the combined management report,
- the report of the audit committee referenced in the combined management report,
- the statement on corporate governance with the statement on corporate governance pursuant to Sec. 289f and Sec. 315d HGB, and
- the other parts of the combined management report marked as unaudited.

REPORT OF THE INDEPENDENT PRACTITIONER REGARDING THE NON-FINANCIAL GROUP DECLARATION

Assurance of the independent German public auditor on a limited assurance engagement in relation to the non-financial group declaration included in the combined management report

To TUI AG, Hanover/Germany

Assurance Conclusion

We have conducted a limited assurance engagement on the non-financial group declaration of TUI AG, Hanover/Germany, for the financial year from 1 October 2024 to 30 September 2025, included in the section "Non-Financial Group Declaration of TUI Group" of the combined management report for complying with Sections 315b and 315c German Commercial Code (HGB) including the disclosures for complying with the requirements under Article 8 of Regulation (EU) 2020/852 included in this non-financial group declaration (hereafter referred to as "the Consolidated Non-Financial Reporting").

Not subject to our assurance engagement are

- the prior year's disclosures marked as unassured,
- the references to information of the Company outside of the combined management report, which are contained in the Consolidated Non-Financial Reporting and referred to as "references to further information", and
- the references to external sources of documentation and websites, including their content, contained in the Consolidated Non-Financial Reporting.

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the accompanying Consolidated Non-Financial Reporting for the financial year from 1 October 2024 to 30 September 2025 is not prepared, in all material respects, in accordance with Sections 315b and 315c HGB and the requirements of Article 8 of Regulation (EU) 2020/852, and the specifying criteria presented by the executive directors of the Company.

Basis for the Assurance Conclusion

We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised): "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information", issued by the International Auditing and Assurance Standards Board (IAASB).

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under ISAE 3000 (Revised) are further described in section "German Public Auditor's Responsibilities for the Assurance Engagement on the Consolidated Non-Financial Reporting".

We are independent of the entity in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. Our audit firm has applied the requirements of the IDW Quality Management Standards. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our assurance conclusion.

Emphasis of Matter – Principles of Preparation of the Consolidated Non-Financial Reporting

Without modifying our conclusion, we draw attention to the details provided in the Consolidated Non-Financial Reporting, which describe the principles of preparation of the Consolidated Non-Financial Reporting. According to these principles, the Company has applied the European Sustainability Reporting Standards (ESRS) to the extent described in the sections BP-1 and IRO-2 of the Consolidated Non-Financial Reporting.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Non-Financial Reporting

The executive directors are responsible for the preparation of the Consolidated Non-Financial Reporting in accordance with the applicable German legal and European requirements as well as with the specifying criteria presented by the executive directors of the Company and for designing, implementing and maintaining such internal control as they have considered necessary to enable the preparation of a consolidated non-financial reporting in accordance with these requirements that is free from material misstatement, whether due to fraud (i.e. fraudulent reporting in the Consolidated Non-Financial Reporting) or error.

This responsibility of the executive directors includes establishing and maintaining the materiality assessment process, selecting and applying appropriate reporting policies for preparing the Consolidated Non-Financial Reporting as well as making assumptions and estimates and ascertaining forward-looking information for individual sustainability-related disclosures.

The supervisory board is responsible for overseeing the process for the preparation of the Consolidated Non-Financial Reporting.

Inherent Limitations in Preparing the Consolidated Non-Financial Reporting

The applicable German legal and European requirements contain wording and terms that are subject to considerable interpretation uncertainties and for which no authoritative comprehensive interpretations have yet been published. The executive directors have disclosed interpretations of such wording and terms in the Consolidated Non-Financial Reporting. The executive directors are responsible for the reasonableness of these interpretations. As such wording and terms may be interpreted differently by regulators or courts, the legality of measurements or evaluations of the sustainability matters based on these interpretations is uncertain. The quantification of non-financial performance indicators disclosed in the Consolidated Non-Financial Reporting is also subject to inherent uncertainties.

These inherent limitations also affect the assurance engagement on the Consolidated Non-Financial Reporting.

German Public Auditor's Responsibilities for the Assurance Engagement on the Consolidated Non-Financial Reporting

Our objective is to express a limited assurance conclusion, based on the assurance engagement we have conducted, on whether any matters have come to our attention that cause us to believe that the Consolidated Non-Financial Reporting has not been prepared, in all material respects, in accordance with the applicable German legal and European requirements and the specifying criteria presented by the executive directors of the Company and to issue an assurance report that includes our assurance conclusion on the Consolidated Non-Financial Reporting.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised), we exercise professional judgement and maintain professional scepticism. We also

- obtain an understanding of the process used to prepare the Consolidated Non-Financial Reporting, including the materiality assessment process carried out by the entity to identify the disclosures to be reported in the Consolidated Non-Financial Reporting.
- identify disclosures where a material misstatement due to fraud or error is likely to arise, design and perform procedures to address these disclosures and obtain limited assurance to support the assurance conclusion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- consider the forward-looking information, including the appropriateness of the underlying assumptions. There is a substantial unavoidable risk that future events will differ materially from the forward-looking information.

Summary of the Procedures Performed by the German Public Auditor

A limited assurance engagement involves the performance of procedures to obtain evidence about the sustainability information. The nature, timing and extent of the selected procedures are subject to our professional judgement.

In performing our limited assurance engagement, we

- evaluated the suitability of the criteria as a whole presented by the executive directors in the Consolidated Non-Financial Reporting.
- inquired of the executive directors and relevant employees involved in the preparation of the Consolidated Non-Financial Reporting about the preparation process, including the materiality assessment process carried out by the entity to identify the disclosures to be reported in the Consolidated Non-Financial Reporting, and about the internal controls related to this process.
- evaluated the reporting policies used by the executive directors to prepare the Consolidated Non-Financial Reporting.
- evaluated the reasonableness of the estimates and related information provided by the executive directors.
- performed analytical procedures or tests of details and made inquiries in relation to selected information in the Consolidated Non-Financial Reporting.
- considered the presentation of the information in the Consolidated Non-Financial Reporting.
- considered the process for identifying taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the Consolidated Non-Financial Reporting.

Restriction of Use

We issue this report as stipulated in the engagement letter agreed with the Company (including the "General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" dated 1 January 2024 of the Institut der Wirtschaftsprüfer (IDW)). We draw attention to the fact that the assurance engagement was conducted for the Company's purposes and that the report is intended solely to inform the Company about the result of the assurance engagement. Consequently, it may not be suitable for any other than the aforementioned purpose. Accordingly, the report is not intended to be used by third parties as a basis for making (financial) decisions.

Our responsibility is to the Company alone. We do not accept any responsibility to third parties. Our assurance conclusion is not modified in this respect.

Hanover/Germany, 8 December 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
Annika Deutsch
Wirtschaftsprüferin
(German Public Auditor)

Signed:
Daniel Oehlmann
Wirtschaftsprüfer
(German Public Auditor)

FORWARD-LOOKING STATEMENTS

The Annual Report, in particular the report on expected developments included in the management report, includes various forecasts and expectations as well as statements relating to the future development of the TUI Group and TUI AG. These statements are based on assumptions and estimates and may entail known and unknown risks and uncertainties. Actual development and results as well as the financial and asset situation may therefore differ substantially from the expectations and assumptions made. This may be due to market fluctuations, the development of world market prices for commodities, of financial markets and exchange rates, amendments to national and international legislation and provision or fundamental changes in the economic and political environment. TUI does not intend to and does not undertake an obligation to update or revise any forward-looking statements to adapt them to events or developments after the publication of this annual report.

FINANCIAL CALENDAR

Annual General Meeting 2026	10 February 2026
Quarterly Statement Q1 2026	10 February 2026
Half-Year Financial Report H1 2026	13 May 2026
Quarterly Statement Q3 2026	12 August 2026
Pre-Close Trading Update 2026	22 September 2026
Annual Report, Analyst and Investor Conference 2026	9 December 2026

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Published by

TUI AG
Karl-Wiechert-Allee 23
30625 Hanover, Germany
Phone: + 49 511 566-00
Fax: + 49 511 566-1901
www.tuigroup.com

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3st kommunikation, Mainz, Germany

Photography

Sebastian Ebel (interview): Patrick Slesiona
Group photo of the Supervisory Board: Jesús Manuel García Jiménez
All other images: TUI Group