

Rules of Procedure for the Executive Board of TUI AG

(version dated 1 October 2026)¹

Preamble

1. The Executive Board manages the Company on its own responsibility in the interests of the Company with the aim of creating sustainable value.
2. The Executive Board conducts the Company's business in accordance with the law, the Charter and these Rules of Procedure, and taking into consideration the German Corporate Governance Code.

§ 1

Areas of responsibility and duties of the members of the Executive Board

1. The Executive Board develops the Company's strategic direction, aligns it with the Supervisory Board and ensures its implementation.
2. The areas of responsibility and duties of the members of the Executive Board are set out in the Organisational Chart (*Geschäftsverteilungsplan*).
3. The adoption, amendment or revocation of the Organisational Chart requires a unanimous resolution of the Executive Board and is subject to the approval of the Supervisory Board. If a unanimous resolution of the Executive Board cannot be reached, the Supervisory Board shall decide.
4. Each member of the Executive Board manages its area of responsibility and takes all necessary decisions. It ensures that the resolutions passed by the Executive Board are implemented and that the Group Policies are complied with in its area.
5. The Executive Board member responsible for a particular area of responsibility is accountable to the other Executive Board members for that area. The allocation of duties in accordance with the Organisational Chart does not relieve any Executive Board member of its joint and several liability for the management of the Group. Accordingly, the members of the Executive

¹ In these rules of procedure, the masculine form is used for natural persons solely for the sake of linguistic simplicity. In substance, this refers to persons of all gender identities.

Board must keep each other informed of important business transactions within their respective areas of responsibility.

6. Where matters relating to one area of responsibility also affect one or more other areas of responsibility, the Executive Board member must first consult with the other Executive Board members concerned. If no agreement is reached, a resolution must be passed by the entire Executive Board, unless a decision based on due discretion is required immediately to avert imminent harm to the Company. The Executive Board must be informed immediately of any such independent action. The same applies if a member of the Executive Board has reservations about decisions made in another area of responsibility.

§ 2

Decisions of the Executive Board

1. The Executive Board decides on all matters assigned to it in these Rules of Procedure, including those set out in Annex 1, as well as on matters of fundamental and significant importance to the Group.
2. In the area of planning, it decides on:
 - a) Setting the short- and long-term objectives of TUI AG and the Group;
 - b) Planning for the following financial year (budget) and for the two subsequent financial years for TUI AG and the Group; and
 - c) The initiation of corrective measures deemed necessary based on the comparison between the actual and the projected business performance of TUI AG and the Group.
3. The Executive Board also decides on the adoption of all Group Policies and on changes to the organisational structure of TUI AG.

§ 3

Meetings and Resolutions of the Executive Board

1. The Executive Board makes decisions at Executive Board meetings. Executive Board meetings may be held in person, virtually (for example, via video or telephone conference) or in a hybrid format (a combination of in-person and virtual attendance). Resolutions may also be adopted in writing provided no member of the Executive Board objects to this procedure. Executive Board meetings shall take place regularly – if possible, every two weeks. The Chairman of the Executive Board convenes the meeting, prepares the agenda and chairs the meeting in principle.
2. Any member of the Executive Board is entitled at any time to request the Chairman of the Executive Board to convene a meeting, provided that it specifies the matter to be discussed.
3. In cases of particular importance, every effort must be made to reach an agreement among all members of the Executive Board. If necessary, the views of absent members of the Executive Board must be obtained in writing or by telephone and then communicated at the meeting.
4. Important matters relating to an area of responsibility shall only be dealt with in the absence of the responsible member of the Executive Board in exceptional cases. If the absent Executive Board member does not agree with the outcome of the resolution, or if its opinion could not be obtained, the matter must be discussed again at the next meeting with the participation of the responsible Executive Board member and a final decision shall be taken, unless the measure must be decided upon or implemented immediately due to imminent danger.
5. The Executive Board will have a quorum if the meeting has been convened with reasonable notice and more than half of the members are present, connected electronically or represented by casting a vote in writing. The Executive Board shall decide by majority vote. In the event of a tie, the Chairman of the Executive Board shall have the casting vote. When voting, dissenting votes shall be recorded in the minutes together with the reasons given.
6. Every member of the Executive Board has the right to communicate its dissenting opinion to the Chairman of the Supervisory Board in writing via the Chairman of the Executive Board.
7. The decisions taken during the meeting shall be recorded in the minutes. The minutes shall be sent to the members of the Executive Board in a timely manner before the next meeting and shall be signed by the chairman of the meeting. The minutes shall be deemed to have

been approved if no member of the Executive Board objects at the next meeting following receipt of the minutes.

§ 4

Reporting to the Supervisory Board

1. The Executive Board shall submit to the Supervisory Board the short- and long-term Group objectives and the annual planning based thereon, together with a two-year forecast.
2. At the start of each financial year, the Executive Board shall submit the earnings forecast, capital expenditure forecasts and financial planning to the Supervisory Board for approval as part of the short-term operational Group planning and shall report on the implementation of the Group planning for the previous financial year.
3. Once a year, in addition to the report on the implementation of the Group planning for the past financial year, the Executive Board shall submit to the Supervisory Board a statement of changes in TUI AG's direct and indirect shareholdings; this includes, in addition to capital measures, the establishment, acquisition or disposal of companies or parts of businesses, where these exceed the amount of EUR 500,000 in individual cases.
4. Furthermore, the Supervisory Board's approval is required for the matters set out in Annex 2. If the prior approval of the Supervisory Board cannot be awaited without detriment to the Company, the Executive Board must contact the Chairman of the Supervisory Board and request a decision by the Presiding Committee (*Präsidium*). If no agreement can be reached within the Presiding Committee, the decision rests with the Supervisory Board.
5. The Supervisory Board's approval may also take the form of a general authorisation for the matters set out in Annex 2.

§ 5

Substitution and Absences

1. Each member of the Executive Board shall arrange for its own temporary substitution within its area of responsibility.
2. In the event that the Chairman of the Executive Board is unable to attend an Executive Board meeting, he shall appoint a chairperson for the meeting. Should this not be possible, the Executive Board members present shall appoint a chairperson from among themselves.
3. The timing and duration of business trips and holidays shall be agreed upon amicably within the Executive Board.

§ 6

Amendments, Additions, and Adjustments

The Supervisory Board of TUI AG shall pass resolutions regarding amendments, additions, and adjustments to these Rules of Procedure and the Annexes.
