

1. Counter-motion regarding agenda item 3 – Discharge of the members of the Executive Board

The Executive Board and the Supervisory Board maintain their proposed resolution and recommend that the shareholders grant discharge to all members of the Executive Board for FY25.

In the view of the management, the arguments put forward in the counter-motion do not justify a differentiated or partial refusal of discharge.

a) Compliance with the Share Ownership Guidelines

There is **no violation** of the Share Ownership Guidelines by the four members of the Executive Board of TUI AG mentioned in the counter-motion.

The remuneration report 2025 (page 225 of the annual report 2025) explains that, pursuant to the Executive Board remuneration system approved by the Annual General Meeting 2024, the members of the Executive Board of TUI AG have been required since the beginning of FY25 to acquire TUI shares with a defined minimum investment value.

To this end, the members of the Executive Board must invest 25% of their STI payout amount (net) in TUI shares each year – until the minimum investment has been fully reached. The STI 2025 payout was made after the end of the financial year in December 2025. Executive Board members who have not yet reached the minimum investment may still fulfil their obligation for FY25 until approximately mid-February 2026. It must be taken into account that there are always periods during which members of the Company's governing bodies are prohibited from trading in financial instruments of TUI AG. This also applies, for example, to a defined period prior to the publication of corporate results.-February 2026. It must be

The table on page 235 of the annual report 2025 shows the extent to which the individual members of the Executive Board had already met this minimum investment requirement as of the reporting date of 30 September 2025.

It becomes clear:

- that four out of five members of the Executive Board are still in the buildup phase. They must therefore invest a total of 25% of their (net) STI payout amount for FY25 in TUI shares until approximately mid-February 2026.-up phase. They must therefore invest a total of 25% of their (net) STI payout amount for -February 2026.
- Mr Krueger has already fully met the minimum investment requirement through share purchases made before the introduction of the Share Ownership Guidelines and therefore does not have to acquire any additional TUI shares.

b) Personal financial commitment in the capital increase

The capital increase referred to in the counter-motion and the partial non-exercise of subscription rights by the members of the Executive Board do not constitute a breach of statutory duties or Corporate Governance requirements.

The exercise of subscription rights and the acquisition of additional shares is an individual decision that may be influenced by numerous personal considerations. It is not related to the corporate or contractual position of the members of the Executive Board.

Moreover, the Company's financing was successfully secured through the capital measure. Neither the continued existence of TUI AG nor its capital market communication was impaired as a result.

The Executive Board and the Supervisory Board therefore see no reason to refuse discharge to individual members of the Executive Board in this respect.

2. Counter-motion regarding agenda item 4 – Discharge of the members of the Supervisory Board

The Executive Board and the Supervisory Board also recommend rejecting the counter-motion regarding agenda item 4 and resolving to grant discharge to all members of the Supervisory Board as proposed.

The allegations raised in the counter-motion against the Chair of the Supervisory Board as well as the members of the Audit Committee do not, from the Company's perspective, justify a different resolution.

a) Exercise of subscription rights in the capital increase

Subscription rights are granted to existing shareholders, i.e. those who already hold shares in a company. In the case of the Chair of the Supervisory Board, Dr Zetsche, a significant private investment in shares of TUI AG in the sevenfigure euro range had preceded the capital increase.-figure EUR range had preceded the capital increase.

The partial non-exercise of individual subscription rights by the Chair of the Supervisory Board does not constitute a breach of duties of office or oversight.

Members of the Supervisory Board – just like shareholders – are free to decide whether or not to exercise their own subscription rights.

The successful implementation of the capital increase demonstrates that the measure as a whole was supported broadly.

A personal investment is not a statutory criterion for discharge and not a requirement for the proper performance of duties.

b) Performance of duties by the Audit Committee

The Audit Committee has duly performed its statutory and Articles of Association duties. The alleged insufficient review described in the counter-motion is not accurate.-of-Association duties. The alleged insufficient review described in the

c) Remuneration system and Share Ownership Guidelines

The Supervisory Board has responsibly overseen the further development of the remuneration system.

The Share Ownership Guidelines were introduced in 2024 and are currently in the regular build-up phase. The Executive Board remuneration system underlying the Share Ownership Guidelines was approved by the Annual General Meeting 2024 with broad support.

The fact that some members of the Executive Board had not yet reached the required minimum amount as of the reporting date is inherent to the system and does not indicate insufficient oversight.

d) No indications of any breach of duties

Neither in the context of the committee's work nor in the Supervisory Board as a whole have any indications of a breach of duties, insufficient oversight or misconduct arisen.