

Disclosure pursuant to Article 5(1) lit. a) Regulation (EU) No. 596/2014 and Article 2(1) of Delegated Regulation (EU) No 2016/1052

Announcement of purchase of own shares in the course of the employee share participation program „oneShare“

Hanover, 7 October 2019

The Executive Board of TUI AG, having its corporate seat in Hanover and Berlin, ISIN: DE000TUAG000, has resolved to buy back up to 102,293 own shares (the “**Shares**”) pursuant to Section 71(1) No. 2 German Joint Stock Corporation Act (*Aktiengesetz – AktG*). The Shares bought back shall be transferred to employees of TUI Group participating in the employee share participation program „oneShare“.

The shares are supposed to be purchased in the period of time between 8 October 2019 until 10 October 2019 for a maximum total purchase price of EUR 1,300,000.00 (without transaction costs). The 102,293 shares to be purchased would result in an estimate total purchase volume of EUR 1,053,617.90 (without transaction costs) on the basis of share price of EUR 10.30 (Xetra closing price of 4 October 2019).

The shares purchased shall be transferred to the employees participating in “oneShare” immediately after the completion of the buyback. Consequently, the buyback will have no impact in the number of shares attracting a dividend. The share buyback thus serves to meet obligations arising from share option program, under Art. 5(2) lit. c) Regulation (EU) No 596/2014 of the European Parliament and the Council of 16 April 2014 („**MAR**”).

A credit institution was retained to carry out the buyback on behalf of TUI AG. This institution shall make its decisions regarding the buyback independently and uninfluenced by TUI AG. TUI AG’s right to early termination of the mandate shall remain unaffected. The buyback may be suspended, discontinued and resumed at any time in compliance with the applicable statutory provisions.

The buyback is to be carried out at the best price and in the best interest of TUI AG. It shall be carried out exclusively via the stock exchange in electronic trading through the Frankfurt Stock Exchange (Xetra).

The buyback shall be performed in compliance with the safe harbor rules of Art. 5 MAR and Art. 2-4 of Delegated Regulation (EU) of the Commission No 2016/1052 of 8 March 2016. Accordingly, no purchase price may be paid which exceeds the price of the last independent trade or the highest independent bid placed at the time of the purchase on the stock exchange on which the purchase is carried out, whichever value is the higher. Orders are not placed during the auction phase and orders placed prior to the start of an auction phase are not changed during this phase. The retained credit institution shall, furthermore, acquire no more than 25% of the average daily volume of shares on the stock exchange on which the purchase is carried out. The average volume of shares is calculated based on the average daily trade volume of the 20 trading days preceding the specific date of purchase.

Because of TUI AG’s listing at the London Stock Exchange the buyback is also performed in accordance with the stock exchange rules of the United Kingdom, especially UK Listing Rule 12.4.1.

Transactions executed in the course of the buyback will be disclosed in a manner consistent with the applicable legal requirements.

Furthermore, TUI AG will report on the buyback on a regular basis under <https://www.tuigroup.com/en-en/investors/share/employee-share-participation-programme>.

TUI AG
The Executive Board