

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name			2 Issuer's employer identification number (EIN)	
TUI AG			N/A	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact		
Thorsten Wölke	+491705661588	Thorsten.Woelke@tui.com		
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact		
Karl-Wiechert-Allee 4		30625 Hannover		
8 Date of action		9 Classification and description		
March 28, 2023		Tax-free distribution of stock rights under Section 305 of the Internal Revenue Code of 1986		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)	
		TUI1.DE		

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ [See attachment.](#)

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15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ [See attachment.](#)

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16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [See attachment.](#)

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
Signature ▶ [Handwritten Signature] Date ▶ 04.05.2023  
Print your name ▶ Thorsten Wölke / Holger Lemke-Veit Title ▶ Group Director Tax/Head of Tax Germany

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

## TUI AG

### Attachment to Form 8937

#### Form 8937, Part II, Box 14:

On March 28, 2023 (the “Distribution Date”), TUI AG issued subscription rights to the holders of its existing shares entitling such holders to acquire new shares of TUI AG at a price of €5.55 per share at a ratio of 8:3 (i.e., 3 existing shares of TUI AG entitle their holder the right to subscribe for 8 new shares). The subscription rights were traded on the regulated market of the Hanover Stock Exchange and in the Open Market of the Frankfurt Stock Exchange, as well as in the form of depositary interests on the London Stock Exchange, during the period from March 28, 2023 up to and including April 12, 2023. On April 17, 2023, the subscription period for the subscription rights ended with any unexercised rights expiring.

#### Form 8937, Part II, Box 15:

The receipt of subscription rights should be treated as a non-taxable distribution with respect to the existing shares for U.S. federal income tax purposes. Under Section 307 of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), provided that the fair market value (“FMV”) of the subscription rights received by a holder exceeds 15% or more of the FMV of their existing shares on the distribution date of the subscription rights, such holder generally must allocate their tax basis in their existing shares between their existing shares and the subscription rights in proportion to their relative FMVs as of such distribution date.

On the Distribution Date, assuming a FMV for the existing shares of €8.21 (which is the average of the high and low trading prices of the existing shares on the Distribution Date) and a FMV of the subscription rights of €6.14 (which is the average of the high and low trading prices of the subscription rights on the Distribution Date), the FMV of the subscription rights received by a holder should exceed 15% of the FMV of their existing shares and the tax basis of a holder in the existing shares should be allocated between the existing shares and the subscription rights 57.21% to the existing shares and 42.79% to the subscription rights (see calculations below in the explanation to Box 16). Please note that these values are not binding on the Internal Revenue Service or any court and holders receiving the subscription rights should consult their own tax advisors as to the proper calculation of FMV for these purposes.

If a holder exercises their subscription rights and receives new shares of TUI AG, the exercise of the subscription rights should not result in the recognition of taxable gain or loss and the basis in the new shares should be equal to the basis of the holder in the subscription rights (as determined in accordance with the preceding paragraph) plus the subscription price. If a holder allows their subscription rights to expire unexercised, no gain or loss should be recognized and the tax basis in the subscription rights should be reallocated to the existing shares.

#### Form 8937, Part II, Box 16:

FMV of subscription rights as percentage of existing shares:

$$€6.14 \text{ (FMV of subscription rights)} / €8.21 \text{ (FMV of existing shares)} = 74.79\%$$

Allocation of existing tax basis between existing shares and subscription rights:

Total FMV = €6.14 (FMV of subscription rights) + €8.21 (FMV of existing shares) = €14.35

Subscription right allocation = €6.14 / €14.35 = 42.79%

Existing share allocation = €8.21 / €14.35 = 57.21%

Form 8937, Part II, Box 17:

Sections 305, 307 and 1001 of the Code.

Form 8937, Part II, Box 18:

The transactions described above generally should not result in the recognition of loss unless a subscription right or share is sold or exchanged for an amount less than the holder's tax basis in such subscription right or share.

Form 8937, Part II, Box 19:

The Distribution Date was on March 28, 2023 and the subscription rights were exercised by, or expired on, April 17, 2023. In the case of holders who are calendar year taxpayers, the relevant taxable year is 2023.

This information is being provided pursuant to the requirements of Section 6045B of the Code and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the distribution of the subscription rights and their exercise or expiration. It does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders are encouraged to consult their tax advisors regarding the particular consequences of the distribution of the subscription rights and their exercise or expiration.