

Items on the agenda for the 2017 Annual General Meeting that do not require resolution

Item 1 on the agenda (Presentation of the approved annual financial statements for the 2015/16 financial year, the approved consolidated financial statements, the summarised management and group management report with a report explaining the information in accordance with section 289 (4) and section 315 (4) of the German Commercial Code (Handelsgesetzbuch; HGB) and the report of the Supervisory Board)

The Supervisory Board approved the annual financial statements for TUI AG as at 30 September 2016, which were presented to it by the Executive Board, on 7 December 2016. The annual financial statements have thus been approved in accordance with section 172 of the German Stock Corporation Act (Aktiengesetz; AktG). No circumstances therefore exist that would necessitate one-off approval of the annual financial statements by the Annual General Meeting. No resolution will therefore be passed by the Annual General Meeting on the annual financial statements. The 2015/16 consolidated financial statements were also approved by the Supervisory Board on 7 December 2016. Pursuant to section 173 AktG, the Annual General Meeting is not required to pass a resolution in this regard either. The other documents set out above are, pursuant to section 176 (1) sentence 1 AktG, also merely to be available for inspection at the Annual General Meeting, without any resolution being required in this respect.