

Declaration of Conformity for the financial year 2011/12 in accordance with section 161 of the German Companies Act (AktG)

"In accordance with section 161 of the German Stock Corporation Act, the Executive Board and Supervisory Board of TUI AG hereby declare:

The Supervisory Board decided in October 2012 to specify an age limit for future appointments and extensions to the contracts of Executive Board members (no. 5.1.2 German Corporate Governance Code). Likewise in October 2012, the Supervisory Board adopted the principle of including at least three independent shareholder representatives among its members, an objective which is already reflected in its current composition (nos. 5.4.1 and 5.4.2 of the German Corporate Governance Code).

Other than that, the recommendations of the Government Commission on the German Corporate Governance Code in its version of 15 May 2012, as published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on 15 June 2012, have been complied with in full."

Hanover, December 2012

Executive Board and Supervisory Board

(The German version of this declaration is legally binding. The Company cannot be held responsible for any misunderstandings or misinterpretation arising from this translation.)