

Declaration of Conformity for the financial year 2012/13 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:

For future appointments or extensions of the contracts of Executive Board members, the Supervisory Board has decided to specify an age limit (no. 5.1.2 German Corporate Governance Code). With the consent of the Executive Board members, the Supervisory Board decided in October 2013 that the caps for the total compensation and for the variable compensation components would also be contractually expressed in euros before the end of 2013 (no. 4.2.3 German Corporate Governance Code). The adopted amendments on publishing the compensation for the Executive Board members in the Remuneration Report, compulsory for financial years starting after 31 December 2013, will already be applied to financial year 2012/13 (no. 4.2.5 German Corporate Governance Code). Other than that, the recommendations of the Government Commission on the German Corporate Governance Code in its version of 13 May 2013, as published by the "Federal Ministry of Justice in the official section of the electronic Federal Gazette" on 10 June 2013, have been and continue to be fully observed."

Hanover, December 2013

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.)