

# 2004 Declaration of Compliance with the German Corporate Governance Code

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

The recommendations of the 'Government Commission on the German Corporate Governance Code' in the version of 21 May 2003, as published on 4 July 2003 by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, will be fully complied with in future.

To date, TUI AG has complied with the Code with two exceptions:

Section 4.2.3 of the Code: A cap for the long-term incentive system for Executive Board compensation for extraordinary, unforeseen developments was not provided for.

Section 4.2.4 and section 5.4.5 of the Code: The recommendation to provide details of the compensation of individual members of the Executive Board and Supervisory Board was not applied.

As of now, TUI AG shall comply with the recommendations in full. A cap has been introduced for the long-term incentive system. In the 2004 Annual Report, TUI AG will provide details of the compensation of individual members of the Executive Board and Supervisory Board.

Over and above this, TUI AG also complies with the majority of the suggestions set out in the Code. The only exception is the formation of additional committees and the introduction of different periods of office for the shareholder's representatives on the Supervisory Board, which are currently not provided for.

Hanover, December 2004  
TUI AG  
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.)