

English translation from the German original

CHARTER

of

TUI AG

with registered seats in
Berlin and Hannover

(Federal Republic of Germany)

Wording of 26th October 2011
(No. 2 - issue of employee shares 2011)

General Provisions

Article 1

- (1) The name of the Company is "TUI AG".
- (2) The Company has registered seats in Berlin and Hannover.

Article 2

- (1) The duration of life of the Company is not limited to a set period.
- (2) The financial year begins on 1 October and ends on 30 September of the following year, the period from 1 January 2009 to 30 September 2009 forms a short financial year.

Article 3

- (1) The object of the company is to engage on a commercial basis in tourism and shipping (including all associated services and project developments), the acquisition of interests in enterprises active in tour operating, commercial air transportation, passenger and freight shipping (in particular container shipping) as well as the container transport business, the hotel industry, the leisure industry, in travel agents as well as other services, namely in its own facilities or in facilities of affiliated companies, as well as the bundling of affiliated companies under a centralised management.
- (2) The Company is entitled to undertake all kinds of business and measures deemed necessary or expedient for achieving the purpose of the Company, in particular to establish or acquire other enterprises or to participate therein as well as to transfer its operations in total or in part to such enterprises, or put them into same, to establish branches at home and abroad, and also to conclude joint interest agreements and inter-company agreements.

Article 4

- (1) The capital stock totals EUR 643,860,240.92 (in words: EURO six hundred and forty-three million eight hundred and sixty thousand two hundred and forty, and Cents ninety-two).

- (2) The share capital is divided into 251,856,235 ordinary shares without par value (no-par value shares).
- (3) The shares are registered shares.
- (4) The Executive Board is authorised, with the consent of the Supervisory Board, to raise the share capital of the company in one or more stages until 6 May 2013 by up to EUR 8,569,942.17 (in words: EURO eight million five hundred and sixty-nine thousand nine hundred and forty-two, and Cents seventeen) in total by issuing new registered shares in return for contributions in cash (authorised capital) and to take decisions on the content of the shares and the terms of share issuance. Shareholders' subscription rights may, with the consent of the Supervisory Board, be excluded in order to be able to issue the shares created from the authorised capital to employees of the company and its Group companies.
- (5) The Executive Board is authorised, with the consent of the Supervisory Board, to raise the share capital of the Company in one or more stages until 6 May 2013 by up to EUR 64,000,000.00 (in words: EURO sixty-four million) in total by issuing new registered shares in return for contributions in cash (authorised capital). Shareholders are, in principle, entitled to subscription rights. The shares may be acquired by one or several banks with the obligation that the shares are offered to shareholders for subscription. The Executive Board may, with the consent of the Supervisory Board, exclude shareholders' subscription rights if the issue amount of the new shares is not significantly lower than the market price for shares with the same terms that have already been issued. The number of new shares issued on the basis of this authorisation, plus such shares as are issued or sold on the basis of an authorisation to sell pursuant to sections 71(1) no. 8 sentence 5 and 186(3) sentence 4 AktG after the passing of the resolution on this authorisation on 7 May 2008 (date of resolution) until such time as it has been exercised must not exceed the limit specified in section 186(3) sentence 4 AktG of 10% of the share capital as per the date of the resolution or the share capital existing as per the date of issue of the new shares, if this value is lower. Further, shares that are or are to be issued on the basis of bonds with conversion rights or warrants or conversion obligations issued in accordance with section 186(3) sentence 4 AktG during the term of this authorisation until such time as it has been exercised should be taken into account when calculating this limit. The Executive Board may further, with the consent of the Supervisory Board, exclude shareholders' subscription rights due to fractions. The Executive Board is authorised, with the consent of the Supervisory Board, to stipulate the further details of the increase in capital and its implementation.

- (6) The share capital is conditionally increased by up to EUR 100,000,000.00 (in words: EURO one hundred million) by issuing up to 39,116,600 new registered shares carrying dividend rights from the beginning of the financial year of their issue (conditional capital 2009). The conditional capital increase shall be effected only to the extent that holders or creditors of convertible bonds, bonds with warrants, profit-sharing rights and/or income bonds (or combinations of these instruments) with conversion rights, warrants or conversion obligations issued by TUI AG or its Group companies before 12 May 2014 for cash on the basis of the authorisation resolution of the Annual General Meeting of 13 May 2009 exercise their conversion rights or warrants or insofar as conversion obligations from such bonds are fulfilled, and provided that no other means are used for servicing such bonds. The Executive Board is authorised, with the consent of the Supervisory Board, to define the further details concerning the implementation of the conditional capital increase.
- (7) The share capital is conditionally increased by up to EUR 100,000,000.00 (in words: EURO one hundred million) by issuing up to 39,116,600 registered shares with profit rights from the beginning of the fiscal year in which they were created. The conditional capital increase shall be effected only to the extent that creditors of bonds with conversion rights or conversion obligations or holders of option rights (or combinations thereof) issued by the company or Group companies until 9 May 2011 under the authorisation granted the Executive Board by the Annual General Meeting of 10 May 2006 for cash exercise their conversion or option rights or if this is required to fulfil conversion obligations and provided that own shares are not used for servicing. The Executive Board, with the approval of the Supervisory Board, is also authorised to determine the further details of the conditional increase in capital and its implementation.
- (8) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital once or several times until and including 8 February 2016, by issuing new registered shares against contributions in cash by an amount not to exceed EUR 246,000,000 (in words: EURO two hundred and forty-six million). The shareholders generally are to be granted subscription rights. The subscription rights may be granted indirectly in that shares may also be subscribed by one or several credit institutions or equivalent entities as defined in section 186(5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription. However, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders to the extent necessary in order to grant holders of bonds with warrant or conversion rights or obligations issued or to be issued by TUI AG or its subsidiaries the subscription rights they would be entitled to after exercising the warrant or conversion rights or fulfilling the warrant or conversion obligations. Furthermore, fractional amounts may be excluded from the shareholders' subscription rights. The Executive Board is also authorised, with the consent of

the Supervisory Board, to determine the further details of the capital increase and its implementation.

- (9) The share capital is conditionally raised by up to EUR 100,000,000.00 (in words: EURO one hundred million) by issuing up to 39,116,600 new registered shares with dividend entitlements from the beginning of the financial year of their issue (conditional capital 2008). The conditional capital increase shall be effected only to the extent that holders of convertible bonds, bonds with warrants, profit-sharing rights and/or income bonds (or combinations of these instruments) with conversion rights, warrants or conversion obligations issued by TUI AG or its Group companies on the basis of the authorisation granted by the Annual General Meeting of 7 May 2008 for cash until 6 May 2013 exercise their conversion rights or warrants, or insofar as conversion obligations from such bonds are fulfilled, and provided that no other means are used for servicing the bonds. The Executive Board is authorised, with the consent of the Supervisory Board, to define the further details of the conditional increase in capital and its implementation.

Article 5

- (1) The Company shall be entitled to issue dividend warrants and certificates of renewal.
- (2) Form and content of the share certificates as well as those of the dividend warrants and certificates of renewal shall be determined by the Executive Board.
- (3) The Company is entitled to issue registered share documents incorporating one or several shares. The shareholders' right to have their shares confirmed in share certificates is excluded.
- (4) In the event of a share capital increase, the profit sharing of the new shares issued may be regulated in a manner divergent from the provisions of the Stock Corporation Act (Aktiengesetz).

Article 6

Official announcements issued by the Company shall be published in the electronic Bundesanzeiger.

Corporate Bodies

Article 7

The Corporate Bodies are:

1. the Executive Board (Vorstand),
2. the Supervisory Board (Aufsichtsrat),
3. the General Meeting (Hauptversammlung).

Executive Board

Article 8

- (1) The Executive Board shall consist of several members, including a board member who is responsible for personnel and welfare matters (Arbeitsdirektor). The appointment of deputy board members is permissible.
- (2) Appointment to and removal from the Executive Board is effected by the Supervisory Board. The Supervisory Board also decides the number of members of the Executive Board.

Article 9

- (1) The Executive Board shall direct the business of the Company in accordance with the laws and the Charter, as well as abiding by the rules of procedure issued to it by the Supervisory Board.
- (2) The Supervisory Board may appoint a chairman and one or more deputy chairmen to the Executive Board.

Article 10

- (1) The Company shall be legally represented by two members of the Executive Board or by a member of the Executive Board in conjunction with an authorised executive (Prokurist).
- (2) The authorisation as an executive shall be conferred by the Executive Board with approval of the Supervisory Board in such a manner that the authorised executive will be empowered to represent the Company jointly with a member of the Executive Board or with another authorised executive.

Supervisory Board

Article 11

- (1) The Supervisory Board shall consist of 20 members until the close of the 2011 Annual General Meeting, after which it shall consist of 16 members. The members of the Supervisory Board shall be elected by the General Meeting for a period of five years of office; the period of office will end with the closing of the fifth General Meeting following the election. The election of worker representatives to the Supervisory Board shall be governed by the provisions of the law concerning worker participation in management (Mitbestimmungsgesetz); they shall be elected for the same term of office as those members of the Supervisory Board who are elected by the General Meeting. Retiring members are eligible for re-election.
- (2) Each member of the Supervisory Board may resign at any time, even without important reasons, by declaring his intention to do so to the chairman of the Supervisory Board. Any public official who has been elected to become a member of the Supervisory Board shall on termination of the period of such public office forfeit his seat on the board at the closing of the next General or Extraordinary Meeting which follows such termination.
- (3) If any member of the Supervisory Board withdraws from the board before his term of office ends and an election is held to replace him, the period of office of the newly elected member is limited to the remainder of the term of the retiring member, unless decided otherwise by the General Meeting.

Article 12

- (1) The Supervisory Board, at a meeting which convenes without special arrangement after the General Meeting in which the election took place, elects the chairman and the deputy chairman from amongst its numbers. They form the steering committee of the Supervisory Board, together with the two members who complete the committee in accordance with section 27, paragraph 3 of the Mitbestimmungsgesetz (the law governing worker participation in management), and together with two further members to be elected by the Supervisory Board from the representatives of the shareholders and the employees.
- (2) Should a member of the steering committee retire before the normal date of termination of office, the Supervisory Board shall immediately arrange for a new election.

Article 13

- (1) As prescribed by law, the Supervisory Board shall supervise the business management as conducted by the Executive Board.
- (2) All matters which the Executive Board intends to raise at the General Meeting shall be submitted to the Supervisory Board beforehand.

Article 14

Any meeting of the Supervisory Board shall be convened by due notice in writing by its chairman or by the Executive Board acting on his instructions, indicating the agenda, place and time of the meeting. In urgent cases, convening may be verbally, by telephone, or by cable.

Article 15

- (1) The Supervisory Board shall constitute a quorum, if all members have been invited and if at least half of the members constituting the Supervisory Board, including the chairman or his deputy, take part in the vote.
- (2) A member of the Supervisory Board who is unable to attend a board meeting is entitled, on certain items of the agenda, to submit his vote in writing through another member of the Supervisory Board.

- (3) Resolutions shall be adopted by a simple majority of the votes cast, unless the law compels another form of majority decision. In the event of voting parity, each member of the Supervisory Board has the right to demand a recasting of the vote during the same sitting. In this event, the chairman of the Supervisory Board has two votes, should there also be voting parity in this second vote.
- (4) The method of voting shall be determined by the chairman.
- (5) Minutes shall be kept of the discussions held and of resolutions passed by the Supervisory Board. These minutes shall be signed by the chairman.

Article 16

- (1) The Supervisory Board may also pass resolutions by written, telegraphic or telephone votes or by votes cast by fax or e-mail if the chairman of the board so directs.
- (2) The provisions for verbal voting shall be applied accordingly.

Article 17

Acts of the Supervisory Board shall be made in its name by the chairman of the Supervisory Board.

Article 18

1. Apart from reimbursement of their expenses, which also include the turnover tax due on their emoluments, the members of the supervisory board shall each receive:
 - a) fixed remuneration payable at the end of the fiscal year totalling EUR 40,000.00;
 - b) a variable remuneration reflecting short-term successes of the company (short term variable remuneration) of EUR 100.00 per EUR 0.01 of the results per share (profit per share) as reported in the Group financial statements for the fiscal year ended; the profit per share shall be determined as the ratio of the Group annual profit to which the TUI AG shareholders are entitled and the number of dividend entitled shares at the end of the fiscal year;

- (c) Remuneration oriented to the long term success of the company (long term variable remuneration). The long term variable remuneration comprises a reference amount of EUR 20,000.00 per year, and shall be granted for the ongoing financial year – starting with the 2006 financial year. This reference amount is paid out at the end of the third year after it was granted and is increased or reduced by the extent to which the profit per share in the third financial year after it was granted has changed with respect to the financial year in which it was originally granted. Accordingly, a change in profit per share of EUR 0.01 corresponds to an increase or decrease of EUR 100.00 in the reference amount. The amount actually paid shall never exceed the reference amount by more than 250 %.

Should a member step down from the Supervisory Board before the end of the reference period, the long term variable remuneration shall be based in said case on the profit per share in the financial year in which the member steps down.

- c) The amounts pursuant to subsections 1 (b) and (c) shall be payable after conclusion of the annual general meeting responsible for passing the resolution to release the supervisory board from responsibility for the respectively ending fiscal year.
2. The chairman of the supervisory board shall receive three times the above amount, his deputy and other members of the executive committee shall receive one and a half times the remuneration as specified in subsections (a) through (c).
 3. Members of the audit committee shall receive in addition to their remuneration per subsections 1 (a) through (c) an additional amount of EUR 20,000.00 after end of the fiscal year, the chairman of the audit committee shall receive three times this remuneration.
 4. The remuneration is in all cases with reference to a full fiscal year. Parts of a fiscal year or short fiscal years shall receive remuneration proportionately. In the case of short fiscal years the ratio shall be ensured by determining suitable adapted values.
 5. Members of the supervisory board shall be included in any D&O insurance taken out by the company to a reasonable amount in the interest of the company covering organs and certain managers in so far as such insurance exists. The premium shall be settled by the company.

General Meeting

Article 19

The General Meeting of the Company shall be held within the first eight months of the financial year in Berlin or in Hannover, or another town which is the seat of a stock exchange, within the Federal Republic of Germany.

Article 20

The Annual General Meeting shall, unless a shorter period of notice is allowed under law, be convened at least 30 days before the last day on which shareholders must have registered their intention to attend.

Article 21

- (1) Only shareholders whose names are entered in the share register and who were registered in good time shall be entitled to attend the Annual General Meeting and exercise their voting right.
- (2) Registration to attend shall be addressed to the Executive Board at Company HQ or to some other office named in the invitation in writing, by fax, or, if so resolved by the Executive Board, by some electronic means to be specified by the Executive Board to arrive by the latest on the seventh day before the Annual General Meeting. No deletions and new entries shall be made to the share register on the day of the Annual General Meeting nor in the six days prior thereto.
- (3) Those shareholders entitled shall be issued with tickets to attend the Annual General Meeting.
- (4) Shareholders can appoint a proxy of their choice to exercise their voting rights.

- (5) The Company appoints one or more proxies to exercise the voting rights of shareholders in accordance with their instructions. Proxies issued to the Company proxy can be given in writing, by fax, or via an electronic medium in a form to be defined in more detail by the Executive Board. Details, especially on the form and deadlines for the issuance and cancellation of proxies shall be published together with the annual general meeting convening notice.
- (6) The Company is authorised to transmit information to the shareholders as part of data transmission pursuant to Section 30b Para. 3 No. 1 WpHG (German Securities Trading Act).

Article 22

- (1) The chair at the General Meeting shall be taken by the chairman of the Supervisory Board, or if he is unable to attend, by a member who is elected for this purpose by a majority of the shareholder-elected members of the Supervisory Board.
- (2) The chairman, in terms of paragraph (1) above, shall regulate the proceedings and determine the sequence of subjects for discussion on the agenda, as well as the method of voting. The chairman is empowered to apply reasonable time restrictions to the question and answer rights of shareholders and in particular, at the start of the annual general meeting or during its course, to specify a reasonable framework of time allowances for the entire proceedings of the annual general meeting, for the individual points on the agenda or for individual question and answer contributions.

Article 23

- (1) The resolutions of the General Meeting shall be passed by a simple majority of the votes cast, provided that a larger majority is not prescribed by law. In cases of voting parity, the motion is deemed to be rejected.
- (2) If in elections none of the candidates obtain the majority of the votes cast, there will be a second ballot between the two candidates with the largest number of votes. In the event of voting parity, the election will be decided by lot.
- (3) Each share carries the entitlement to one vote at the General Meeting.

Final Provision

Article 24

The Supervisory Board is once and for all authorised to resolve changes of and amendments to the Charter, in as far as the wording only is affected.