

Power of Attorney and Instructions

Annual General Meeting of TUI AG, 14 February 2017

[The voting rights must be exercised in accordance with the statutory provisions and the Articles of Association and in accordance with the following power of attorney and instructions. Please make your choice with an „X“ in the proper box.]

Granted by:

Name	First name	Name (Co-Shareholder)	First name
Street	Number		
Postal Code	Place		
Date of birth	Number of shares		

1. POWER OF ATTORNEY and INSTRUCTIONS for the voting trustees of TUI AG

- I/We hereby grant power of attorney to the voting trustees Maren Richter and Andreas Schillig and instruct them to vote **on all topics as proposed by the management**.
- I/We hereby grant power of attorney to the voting trustees Maren Richter and Andreas Schillig and instruct them to vote **in accordance with the individual instructions (see following page)**.

OR

2. POWER OF ATTORNEY and INSTRUCTIONS for a credit institution/a shareholders' association

[We would like to ask you to inform yourself **before** transferring the voting rights whether the credit institution/the shareholders' association will accept your voting rights as proxy. If you have not already registered your own attendance, please send this power of attorney in time to the credit institution/the shareholders' association of your choice that the registration through the authorised institution is possible **by midnight on 7 February 2017 – date of delivery**.]

- I/We hereby grant power of attorney to the following credit institution/the shareholders' association and instruct them to vote **on all topics as proposed by the management**.
- I/We hereby grant power of attorney to the following credit institution/the shareholders' association and instruct them to vote **in accordance with their voting proposals**.
- I/We hereby grant power of attorney to the following credit institution/the shareholders' association and instruct them to vote **in accordance with the individual instructions (see following page)**.

I/We hereby authorise the above-mentioned person/institution to exercise the voting rights at the General Meeting in accordance with the instructions – in the case of 1 without disclosing my/our names(s), i.e. in the name of whom it may concern. This power of attorney comprises the right to grant sub-power of attorney. The voting trustees of the company are each individually authorised. This power of attorney is completely filled out and contains no other statements.

Place, Date	Name(s) of the declarant(s) or signature(s)	(required field)
-------------	---	------------------

Please indicate your telephone number here for any further questions: _____

INSTRUCTIONS

Agenda

(Please find the complete version of the agenda of the General Meeting at www.tuigroup.com/en-en/investors/agm)

		YES	NO	ABSTENTION
1	Financial statements for the financial year 2015/16 and reports			
2	Use of net profit - Dividend proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of the actions of the Executive Board for financial year 2015/16			
3.1	Friedrich Joussen (CEO)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2	Horst Baier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3	David Burling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.4	Sebastian Ebel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.5	Dr Elke Eller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.6	Peter Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.7	William Waggott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of the actions of the Supervisory Board for financial year 2015/16			
4.1	Prof. Dr Klaus Mangold (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2	Frank Jakobi (Deputy Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3	Sir Michael Hodgkinson (Deputy Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4	Andreas Barczewski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5	Peter Bremme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.6	Prof. Dr Edgar Ernst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.7	Wolfgang Flintermann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.8	Angelika Gifford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.9	Valerie Frances Gooding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.10	Dr Dierk Hirschel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		YES	NO	ABSTENTION
4.11	Janis Carol Kong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.12	Peter Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.13	Coline Lucille McConville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.14	Alexey Mordashov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.15	Michael Pönipp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.16	Timothy Martin Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.17	Wilfried Rau †	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.18	Carmen Riu Güell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.19	Carola Schwirn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.20	Maxim G. Shemetov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.21	Anette Strempel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.22	Prof. Dr Christian Strenger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.23	Ortwin Strubelt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.24	Mag. Stefan Weinhofer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.25	Marcell Witt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Acquire and use own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You will find counter-motions by shareholders regarding the agenda exclusively in the internet under:
www.tuigroup.com/en-en/investors/agm

You may support the counter-motions not specifically marked there by voting „NO“ on the respective agenda items (see above).

If you wish to support the counter-motions marked with a letter in the event of separate ballot, please indicate this by checking the box with the letter for the counter-motion.

<input type="checkbox"/>											
A	B	C	D	E	F	G	H	I	J	K	L

If you wish to support further counter-motions, please note the letter for the counter-motion in question in the following line.

[If company-appointed proxies are to be used, please send this form to the addresses set out in the notice, alternatively, please send it to the credit institution or shareholders' association.]