TUI AG

ANNUAL GENERAL MEETING

14 FEBRUARY 2017

RESOLUTIONS PASSED

1. Presentation of the approved annual financial statements as of 30 September 2017, the approved consolidated financial statements, the summarised management and group management report with a report explaining the information in accordance with section 289 (4) and section 315 (4) of the German Commercial Code (Handelsgesetzbuch; HGB) and the report of the Supervisory Board

No resolution is required to be passed.

2. Resolution on the use of the net profit available for distribution

It was resolved that an amount of € 381,801,485.00 from the reported net profit for the financial year that ended on 30 September 2017 of € 1,195,828,251.07 will be applied towards the distribution of a dividend of € 0.65 per participating share and the remaining amount of € 814,026,766.07 be carried forward to new account.

3. Resolution on the approval of the actions of the Executive Board

It was resolved, in a separate resolution for each Executive Board member, that the actions of the members of the Executive Board in the financial year that ended on 30 September 2017 are approved.

4. Resolution on the approval of the actions of the Supervisory Board

It was resolved, in a separate resolution for each Supervisory Board member, that the actions of the members of the Supervisory Board, Prof. Dr Klaus Mangold (Chairman), Frank Jakobi (Deputy Chairman), Sir Michael Hodgkinson (Deputy Chairman), Andreas Barczewski, Peter Bremme, Prof. Dr Edgar Ernst, Wolfgang Flintermann, Angelika Gifford, Valerie Frances Gooding, Dr Dierk Hirschel, Janis Carol Kong, Peter Long, Coline Lucille McConville, Alexey Mordashov, Michael Pönipp, Carmen Riu Güell, Carola Schwirn, Anette Strempel, Ortwin Strubelt and Mag. Stefan Weinhofer, in the financial year that ended on 30 September 2017 are approved.

5. Resolution on the appointment of the auditor

Based on the recommendation of the Audit Committee and on a proposal of the Supervisory Board, it was resolved that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, will be appointed as auditor of the annual financial statements and the consolidated financial statements for the financial year that will end on 30 September 2018 and also for the audit review of the half-year financial report for the first half of such financial year and that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover, will also be appointed as auditor for a potential review of additional interim financial information within the meaning of section 37w (7) of the German Securities Trading Act (Wertpapierhandelsgesetz; WpHG) for the financial years that will end on 30 September 2018 and on 30 September 2019 up to the next General Meeting.

6. Resolution on a new authorisation to acquire and use own shares in accordance with section 71 (1) no. 8 AktG with potential disapplication of pre-emption rights and rights to tender shares and the option to cancel own shares, also while reducing the share capital

It was resolved that:

a) The Executive Board is authorised to acquire own shares up to a maximum of 5 % of the share capital existing at the time of the resolution, but no more than 29,369,345 shares. The shares acquired, together with other own shares held by the Company or attributable to the Company in accordance with sections 71a et seq. AktG, must at no time exceed 10 % of the share capital. In addition, the requirements of section 71 (2) sentences 2 and 3 AktG must be complied with. The authorisation must not be used for the purposes of trading in own shares.

b) The authorisation may be used in whole or in part, once or several times, and in pursuit of one or several objectives. The acquisition may be effected by the Company, by dependent companies or companies that are majority-owned by the Company, or by third parties acting for their account or for the account of the Company. The authorisation replaces the authorisation to acquire own shares resolved by the Annual General Meeting on 14 February 2017, which will be cancelled once the new authorisation comes into effect, and remains valid until 12 August 2019. However, any contract to purchase own shares based on this authorisation may only be concluded prior to the next Annual General Meeting, i.e. only in the period up and until the 2019 Annual General Meeting. The acquisition will be effected, depending on the preference of the Executive Board, either on the stock exchange or by means of a public offer to buy or a public call to shareholders to submit an offer to sell (together "public tender offer").

- If the shares are acquired on the stock exchange, the share price paid by the Company (not including incidental acquisition costs) must not be more than 10 % above or below the market price determined during the opening auction on the Frankfurt Stock Exchange (Xetra trading) or the depositary interests representing the shares at the London Stock Exchange on the respective stock exchange trading day. In addition, the share price paid by the Company (not including incidental acquisition costs) may in this case not exceed the higher of:
  - 105 % of the average of the middle market quotations of the share or the depositary interest representing the share derived from the London Stock Exchange Daily Official List for the five trading days directly preceding the day on which such share is contracted to be purchased;
  - an amount equal to the higher of the price of the last independent trade of a share or the depositary interest representing the share and the highest current independent bid for a share or the depositary interest representing the share on the trading venue where the purchase is carried out.

- If the shares are acquired by means of a public tender offer to all shareholders, the offer price per share paid by the Company (not including incidental acquisition costs) must not be more than 10 % above or below the price for the Company's shares determined during the closing auction on the Frankfurt Stock Exchange (Xetra trading) or the depositary interests representing the shares at the London Stock Exchange on the last stock exchange trading day before the decision of the Executive Board on the tender offer. If, following the announcement of a public offer to buy or a public call to shareholders to submit an offer to sell, there are significant variations in the relevant price, the offer or the call to shareholders to submit an offer to sell may be adjusted. In this case, the average price during the three stock exchange trading days before the decision of the Executive Board on any such adjustment will be used. If the total number of shares tendered in response to a public tender offer exceeds the volume of the latter, the acquisition may be effected in accordance with the ratio of shares tendered (tender ratio); in addition, preference may be given to accepting small quantities (up to 50 shares per shareholder) and rounding in accordance with common business practice may be allowed in order to avoid fractions of shares. Any further-reaching tender right on the part of shareholders is disapplied in this context.

c) Company shares that have been acquired on the basis of this authorisation or on any previous authorisation (up to 5 % of the share capital existing at the time of the resolution, but no more than 29,369,345 shares) may be sold through the stock exchange or by offering them to the shareholders in accordance with the principle of equal treatment. Furthermore, the Executive Board is authorised to use these shares for the following purposes instead:

- The shares may be cancelled, with the consent of the Supervisory Board, without such cancellation or the execution of such cancellation requiring any further resolution by the General Meeting. They may also be cancelled without a capital reduction by adjusting the calculated pro rata amount of the Company's share capital attributable to the remaining shares. The cancellation may be restricted to only a portion of the shares acquired. If cancellation takes place without a capital reduction, the Executive Board is authorised to modify the number of the shares in the Charter accordingly.
- The shares may, with the consent of the Supervisory Board, also be sold by means other than a sale on the stock exchange or an offer to shareholders provided that the shares are sold for cash at a price that is not significantly below the market price (at the time of the sale) of shares of the Company that are subject to the same terms. In this case, the total number of shares to be sold is limited to 5 % of the share capital existing at the time the resolution concerning the authorisation is passed by the General Meeting or – if lower – at the time the authorisation is exercised. The above authorisation volume of 5 % of the share capital is reduced by the portion of the share capital attributable to shares or relating to bonds carrying warrant and / or conversion rights or obligations that were issued or sold after 13 February 2018 subject to the disapplication of pre-emption rights in accordance with

section 186 (3) sentence 4 AktG applied directly, analogously or mutatis mutandis; however, this reduction will only be made insofar as the respective amount exceeds 5 % of the share capital.

- The shares may, with the consent of the Supervisory Board, also be sold against contributions in kind, in particular in connection with the acquisition of companies, parts of companies, interests in companies (including an increase of participation) or other assets (including receivables) and within the context of mergers.
- The shares may also be used in connection with the exercise of conversion or warrant conversion or warrant rights or for the purpose of fulfilling conversion or warrant conversion or warrant obligations under convertible bonds, bonds with warrants, profit- sharing rights and / or income bonds (or combinations thereof) issued by the Company or by Group companies and carrying conversion or warrant conversion or warrant rights or obligations.

d) The authorisation under c) bullet points 2 to 4 also relates to the use of Company shares acquired on the basis of section 71 d sentence 5 AktG.

e) The authorisations under c) may be exercised once or several times, in full or in part, and individually or together, while the authorisations under c) bullet points 2 to 4 may additionally be exercised by dependent companies or companies that are majority-owned by the Company, or by third parties acting for their account or for the account of the Company.

f) Shareholders' pre-emption rights to own shares are disapplied insofar as these shares are used in accordance with the above- mentioned authorisations under c) bullet points 2 to 4. In the event that the own shares are sold by means of an offer to the share- holders, the Executive Board will be authorised, subject to the consent of the Supervisory Board, to disapply shareholders' pre-emption rights for fractional amounts. However, in addition to the other restrictions under this resolution, the total portion of the share capital attributable to own shares for which pre-emption rights have been disapplied under this authorisation or through the exercise of the authorisations under c) bullet points 2 to 4 must not – together with the portion of share capital attributable to own shares or new shares from authorised capital issued under disapplication of pre-emption rights under section 186 (3) sentence 3 AktG or to own or new shares relating to conversion or warrant conversion or warrant rights or obligations from bonds that were sold or issued after 13 February 2018 subject to the disapplication of pre-emption rights under an analogous application of section 186 (3) sentence 3 AktG exceed 10 % of the share capital. This threshold is to be calculated on the basis of the amount of share capital existing at the time of the effectiveness of the authorisation or sale of own shares, whichever is lower.

7. Resolution on the cancellation of the authorised capital in accordance with article 4 (8) of the Charter and a new authorisation to increase the share capital (Authorised Capital 2018) under exclusion of the statutory pre-emption right – Employee shares – (Amendments of the Charter)

It was resolved as follows:

a) The authorisation of the Executive Board to increase the share capital with the consent of the Supervisory Board pursuant to article 4 (8) of the Charter by up to € 18,000,000 until 27 October 2019 is cancelled. Article 4 (8) of the Charter is deleted without replacement.

b) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages until 12 February 2023 by up to € 30,000,000 (in words: thirty million euros) in total by issuing new registered shares to employees in return for contributions in cash (Authorised Capital 2018) and to take decisions on the content of the shares and the terms of share issuance. The shareholders' pre-emption rights are hereby disapplied in order to be able to issue the shares to employees of the Company and its Group companies. The new shares may also be issued to an appropriate credit institution which undertakes to subsequently transfer the shares to the beneficiaries exclusively. The amount of shares issued disapplying the share- holders' pre-emptive rights may not exceed 2 % of the share capital either at the time the authorisation takes effect or at the time the authorisation is executed.

c) New authorised capital is created in the amount of € 30,000,000. For this purpose, article 4 (4) of the Charter is amended to read as follows:

"The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company in one or more stages until 12 February 2023 by up to € 30,000,000 (in words: thirty million euros) in total by issuing new registered shares to employees in return for contributions in cash (Authorised Capital 2018) and to take decisions on the content of the shares and the terms of share issuance. The shareholders' pre-emptive rights are disapplied in order to be able to issue the shares created from the authorised capital to employees of the Company and its Group companies. The new shares may also be issued to an appropriate credit institution which undertakes to subsequently transfer the shares to the beneficiaries exclusively. The amount of shares issued disapplying the shareholders' pre-emptive rights may not exceed 2 % of the share capital neither at the time the authorisation takes effect or nor at the time the authorisation is used."

8. Adaptation of the corporate purpose (amendment of the Charter)

On recommendation of the Executive Board and the Supervisory Board it was resolved as follows:

Article 3 (1) of the Charter is amended to read as follows:

"Article 3

(1) The object of the company is to engage on a commercial basis in tourism (including all associated services and project developments), the acquisition of interests in enterprises active in tour operating, commercial air transportation, passenger shipping, 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."

9. Election of a new Supervisory Board member

It was resolved as follows:

Dr Dieter Zetsche, Chief Executive Officer of Daimler AG, residing in Stuttgart, is elected as a member of the Supervisory Board, representing the shareholders, for the period until the close of the Annual General Meeting resolving on the approval of actions for the financial year ending on 30 September 2022.

10. Resolution on the approval of the remuneration arrangements for the Executive Board pursuant to section 120 (4) sentence 1 AktG

The Supervisory Board of TUI AG has resolved to amend the remuneration arrangements for the Executive Board with effect from 1 October 2017. In adapting the remuneration arrangements the Supervisory Board was assisted by renowned, independent external remuneration advisors. The new remuneration arrangements meet the requirements of the German Stock Corporation Act, the recommendations of the German Corporate Governance Code and also take into account framework conditions arising from UK law as well as the UK Corporate Governance Code and market practice.

The components of the new remuneration arrangements for the Executive Board and the changes compared to the existing remuneration arrangements for the Executive Board are described below.

As with the existing remuneration arrangements for the Executive Board, the new remuneration arrangements for the Executive Board comprise a fixed remuneration and two variable remuneration components. Under the new remuneration arrangements, Executive Board members will also receive the same kind of fringe benefits as before, a company car or monthly car allowance to the same extent as before, as well as company pension benefits in line with the previously granted pension commitments.

I. FIXED REMUNERATION

The structure of fixed remuneration will remain unchanged. The fixed remuneration is paid in twelve equal instalments at the end of each month. If the service agreement begins or ends in the course of a financial year, the fixed annual remuneration will be paid pro rata for that year.

II. Variable Remuneration

The two variable remuneration components are an annual variable remuneration plan (Jahreserfolgsvergütung – JEV) and a multi- annual variable remuneration plan based on virtual shares of TUI AG, with a four-year performance reference period (Long Term Incentive Plan – LTIP).

1. JEV

The JEV will remain an annual bonus related to the respective financial year with a one-year performance reference period. It will be calculated on the basis of a weighted average target achievement for three group performance indicators as opposed to previously one performance indicator (Reported Group EBITA), an individual performance factor (0.8 to 1.2) and an individual target amount, which is agreed with each Executive Board member in their respective service agreement. The weighted average target achievement from the three group performance indicators is limited to 180 %. Taking into account the individual performance factor, the JEV is limited to 216 % of the individual target amount p. a. If the service agreement begins or ends in the course of the financial year relevant for granting of the JEV, the JEV and the remuneration cap will be calculated pro rata according to the proportion of the overall duration of the service relationship during the relevant financial year to the financial year as a whole.

1.1 Group performance indicators and target achievement corridors

In future, the JEV will take into account three group performance indicators within more ambitious target achievement corridors:

1.1.1 Earnings before taxes (EBT) replaces Reported Group EBITA

The previous group performance indicator Reported Group EBITA will be replaced by reported group earnings before taxes (EBT) on a constant currency basis with a weighting of 50 %. This change permits inclusion of the net financial result in the calculation. The adjustment for currency effects makes it possible to measure the actual management performance without distortion from currency-induced translation effects.

The target value in the one-year performance reference period for the EBT is set each year in euros by the Supervisory Board. To measure performance, the EBT reported in the current approved and audited consolidated accounts is compared, after adjustment for currency effects, with the target value for the respective financial year.

The reported EBT (adjusted for foreign exchange effects) must reach a threshold of at least 90 % of the target value (equals target achievement of 50 %), in order to be relevant for bonus purposes. In order to reach maximum target achievement of 180 %, 110 % of the earnings target (adjusted for foreign exchange effects) must be achieved. In the event of a quotient between 90 % and 100 %, linear interpolation will be used to determine the target achievement between 50 % and 100 %, and in the event of a quotient between 100 % and 110 %, linear interpolation will be used to determine the target achievement between 100 % and 180 %.

1.1.2 Return on invested capital (ROIC) as additional group performance indicator

The group performance indicator ROIC, which has been newly introduced as a JEV parameter, will be included in the JEV with a weighting of 25 %. The Reported Group EBITA and the average invested interest-bearing capital for the financial year will be weighed against each other to establish the ROIC of the TUI Group used to calculate the JEV. By applying the average assessment previously used in the Annual Report, seasonal fluctuations and differences in capital intensity of the business model specific segments of TUI AG can be taken into account and a return on capital target can be included in the annual variable remuneration.

The target value in the one-year performance reference period for the ROIC is set each year in percent by the Supervisory Board. To measure performance, the TUI Group ROIC reported (in percent) in the relevant approved and audited consolidated accounts for the purpose of calculating Executive Board remuneration is compared with the target value (in percent) for the respective financial year.

In order to include the ROIC component in calculation of the JEV, the return on investment may fall no more than 3 % points below the defined target value (corresponds to a target achievement of 50 %). In order to reach maximum target achievement of 180 % the target value must be exceeded by 3 % points or more. In the event of a deviation between – 3 % points and 0 % points, linear interpolation will be used to determine the target achievement between 50 % and 100 %, and in the event of a deviation between 0 % points and 3 % points, linear interpolation will be used to determine the target achievement between 100 % and 180 %.

1.1.3 Cash flow as an additional group performance indicator

A cash flow component, which will be reported in the TUI AG Annual Report in future, will also be included in calculation of the JEV as a third group performance indicator with a weighting of 25 %. For this purpose the cash flow will be determined using a simplified method, which is based on the management cash flow calculation and covers the liquidity parameters directly controlled by the Executive Board (depreciation, working capital, income from investments and dividends, net investments) on the basis of Reported Group EBITA, which will also be adjusted for foreign exchange effects for this purpose.

The target value in the one-year performance reference period for the cash flow is set each year in euros by the Supervisory Board. To measure performance, the cash flow identified from the relevant approved and audited consolidated accounts of the TUI Group is compared with the target value for the respective financial year.

The cash flow component must reach a threshold of at least 90 % of the liquidity target (adjusted for foreign exchange effects) (corresponds to a target achievement of 50 %), in order to be relevant for bonus purposes. In order to reach maximum target achievement of 180 %, achievement of 110 % or more of the liquidity target is required. In the event of a quotient between 90 % and 100 %, linear interpolation will be used to determine the target achievement between 50 % and 100 %, and in the event of a quotient between 100 % and 110 %, linear interpolation will be used to determine the target achievement between 100 % and 180 %.

1.2 Individual performance factor

Under the new remuneration arrangements, the Supervisory Board shall determine the individual performance factor for each Executive Board member (0.8 to 1.2) based on the achievement of three target categories: In addition to the achievement levels for individual performance targets, this includes performance targets for the overall performance of the Executive Board and achievement levels for stakeholder targets. The Supervisory Board shall establish these criteria and their relative weighting for each Executive Board member and financial year.

2. LTIP

The LTIP shall remain a multi-annual variable remuneration plan based on virtual shares of TUI AG, with a four-year performance reference period that is dependent on the price development of the TUI AG shares. An individual target amount is agreed for each Executive Board member in their service agreement. On the first day of each financial year, a provisional number of virtual shares commensurate with the target amount will be calculated on the basis of the average XETRA price of TUI AG shares over the twenty trading days prior thereto. The final number of virtual shares at the end of the performance reference period, which determines the payout on the basis of the average XETRA price of TUI AG shares over the 20 trading days prior to the end of the performance reference period, is calculated by multiplying the provisional number of virtual shares by the target achievement levels for two group performance indicators as opposed to previously one performance indicator. The maximum payout for each tranche is capped at 240 % of the individual target value. If the service agreement begins or ends in the course of the financial year relevant for granting of the LTIP, the LTIP and the remuneration cap will be calculated pro rata according to the proportion of the overall duration of the service relationship during the relevant financial year to the financial year as a whole.

2.1 Group performance indicators and target achievement corridors

In future, the LTIP will take into account two group performance indicators within more ambitious target achievement corridors:

2.1.1 Earnings per share (EPS) as an additional group performance indicator

In future the LTIP will take into account average EPS development p. a. as an additional group performance indicator, which will be included with a weighting of 50 %. Average assessment over the four-year performance reference period is based on pro forma underlying earnings per share from continuing operations already reported in the approved and audited consolidated accounts of the TUI Group (LTIP-relevant EPS). Performance is measured on the basis of four equally weighted annual amounts during the performance reference period, each of which expresses the change in LTIP-relevant EPS in percent compared to the previous year's figure. The first annual amount is based on the LTIP-relevant EPS in the last approved and audited consolidated accounts of the TUI Group prior to the start of the performance reference period.

If, during the four-year performance reference period, the LTIP- relevant EPS increases by less than 3 % on average p. a. in relation to the value of the last financial year before commencement of the performance reference period, this shall correspond to a target achievement of 0 %. An average increase p. a. of 3 % corresponds to a target achievement of 25 %. The maximum target achievement of 175 % is reached in the event of an average increase p. a. of 10 %. In the event of an average increase p. a. between 3 % and 5 %, linear interpolation will be used to determine the target achievement between 25 % and 100 %, and in the event of an average increase p. a. between 5 % and 10 % or more, linear interpolation will be used to determine the target achievement between 100 % and 175 %.

2.1.2 Relative total shareholder return (TSR) with altered ranking

For the already relevant TSR (aggregate of all share price increases plus the gross dividends paid over the performance reference period) the relative value will in future be expressed in relation to the comparable companies in the STOXX Europe 600 Travel & Leisure in a percentile ranking. The relative TSR will be included with a weighting of 50 %.

Where the TSR value of TUI AG achieves a percentile below the median value of the relevant benchmark group, the TSR target shall be factored into the LTIP at 0 %. A percentile on the median shall be deemed to correspond to a target achievement of 100 %. Where the percentile is equivalent to the maximum value 175 % of the TSR target is deemed to be achieved. In the event of a percentile between the median and the maximum value, linear interpolation will be used to determine the target achievement between 100 % and 175 %.

III. MAXIMUM TOTAL REMUNERATION

The maximum total remuneration of the CEO and the CFO shall currently remain unchanged. The maximum total remuneration of the remaining Executive Board members is currently uniformly set at € 3,500,000 gross.

IV. FRINGE BENEFITS AND COMPANY CAR

The type of previously granted fringe benefits as well as the company car provisions shall remain unchanged.

V. Pension Benefits

Previous pension commitments shall continue unchanged.

VI. BENEFITS UPON EARLY EXIT FROM COMPANY

The provisions governing payments to Executive Board members in case of premature termination of Executive Board membership shall remain unchanged.

On recommendation of the Executive Board and the Supervisory Board it was resolved as follows:

The new system for the remuneration of Executive Board members outlined above is hereby approved.