

**English translation from the German original**

**CHARTER**

of

**TUI AG**

with registered seats in  
Berlin and Hannover

(Federal Republic of Germany)

Wording of 9th December 2014

## **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 1,353,540,514.77 (in words: EURO one billion three hundred and fifty-three million five hundred and forty thousand five hundred and fourteen, and Cents seventy-seven).

- (2) The share capital is divided into 529,459,029 ordinary shares without par value .
- (3) The shares are registered shares.
- (4) 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 2018 by up to EUR 9,403,987.05 (in words: EURO nine million four hundred and three thousand nine hundred and eighty-seven, and Cents five) 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. The shareholders' subscription rights may be excluded with the consent of the Supervisory Board 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 increase the share capital of the Company in one or more stages until 12 February 2018 by up to EUR 64,500,000.00 (in words: EURO sixty-four million and five hundred thousand) 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 also be acquired by one or more banks with the obligation that the shares be 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 exchange price for previously issued shares with the same terms. The number of new shares issued on the basis of this authorisation, plus the shares 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 Annual General Meeting has passed the resolution on this authorisation on 13 February 2013 (date of resolution) until such time as the authorisation has been exercised must not exceed the limit specified in section 186 (3) sentence 4 AktG of 10% of the share capital existing on the date of the resolution or (if lower) the share capital existing on the date of issue of the new shares. Further, shares that are issued 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 after the date of resolution until such time as the authorisation has been exercised must be taken into account when calculating this limit. The Executive Board may further, with the consent of the Supervisory Board, exclude shareholders' subscription rights in respect of fractional amounts. The Executive Board is authorised, with the consent of the Supervisory Board, to stipulate the further details of the capital increase and its implementation.

- (6) The share capital is conditionally increased by up to EUR 11,661,969.61 (in words: EURO eleven million six hundred and sixty-one thousand nine hundred and sixty-nine, and Cents sixty-one) by issuing up to 4,561,766 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 120,000,000.00 (in words: EURO one hundred and twenty million) by issuing up to 46,939,920 new registered shares with dividend rights from the beginning of the financial year in which they were issued (Conditional Capital 2012). The conditional capital increase will be effected only to the extent that holders of convertible bonds, bonds with warrants, profit-sharing rights or income bonds (or combinations thereof) with conversion or option rights or obligations issued by TUI AG or its Group companies for cash on or before 14 February 2017 on the basis of the authorisation granted by the Annual General Meeting on 15 February 2012 exercise their conversion or option rights or to the extent that conversion or option obligations under these bonds are fulfilled and to the extent that no other forms of fulfilment are employed when servicing such obligations. The Executive Board is authorised, subject to the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.
- (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 99,995,694.92 (in words: EURO ninety-nine million nine hundred and ninety-five thousand six hundred and ninety-four, and Cent ninety-two) by issuing up to 39,114,916 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.
- (10) The share capital of the Company is conditionally increased by up to EUR 61,976,012.74 by issuing up to 24,242,909 new no-par value registered shares against contributions in kind (Conditional Capital 2014). The conditional capital increase will be effected only to the extent that
- (a) the holders or creditors of the individual notes of the convertible bond issued in April 2010 by TUI Travel PLC, a company incorporated under the laws of England and Wales, registered at Companies House under number 6072876 and with its registered office in Crawley, West Sussex, United Kingdom, ("TUI Travel"), and due in April 2017, ISIN XS0503743949 (the "TUI Travel 2017 Bonds"), with the exception of TUI Travel 2017 Bonds with a total nominal amount of GBP 200,000,000 held by TUI AG itself or by a company in which TUI AG holds a controlling or majority interest or in respect of which TUI AG or a company in which TUI AG holds a controlling or majority interest has a right to purchase, exercise their right to convert their TUI Travel 2017 Bonds to shares in TUI Travel,
  - (b) also exercise the subscription right in respect of New Shares granted to them pursuant to the resolution on agenda item 2 adopted by the Extraordinary General Meeting on 28 October 2014 under d),

- (c) as a result of exercising the conversion right pursuant to subparagraph (a) shares in TUI Travel are issued at or after the Scheme Record Time within the meaning of this resolution of the General Meeting (the "Converted TUI Travel Shares"),
- (d) these Converted TUI Travel Shares are transferred to TUI AG and
- (e) New Shares are required as consideration for these Converted TUI Travel Shares at the exchange ratio set out under e) of the aforementioned resolution of the General Meeting, and pursuant to the other provisions of the aforementioned resolution of the General Meeting.

However, New Shares may only be issued until the end of 31 December 2017. The New Shares are issued at the lowest issue amount (approx. EUR 2.56 per New Share) and carry dividend rights for the first time for the entire financial year in which they are created. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase against contributions in kind.

- (11) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the Company once or several times until 27 October 2019 by issuing new registered shares against contributions in kind by an amount not to exceed EUR 18,000,000.00 (in words: eighteen million (authorised capital)). The Executive Board may, with the consent of the Supervisory Board, exclude shareholders' subscription rights in order to grant the new shares as consideration for the acquisition of shares in TUI Travel PLC, a company incorporated under the laws of England and Wales, registered at Companies House under number 6072876 and with its registered office in Crawley, West Sussex, United Kingdom, ("TUI Travel"), unless they have been acquired in the context of the capital increase resolved by the Extraordinary General Meeting on 28 October 2014 under agenda items 1 and 2. The Executive Board is authorised, with the consent of the Supervisory Board, to stipulate the further details of the capital increase 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 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 one or more chairmen 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 comprises 20 members. The Supervisory Board members to be appointed by the General Meeting are appointed for the period ending at the close of the General Meeting resolving on their discharge for the fourth financial year following commencement of their term of office or a shorter term to be determined by resolution; the financial year in which the term of office commences will not be taken into account. 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 elects the chairman and one or (until the close of the Annual General Meeting 2016) more deputy chairmen from amongst its numbers, with section 27 MitbestG to be applied to the election of the chairman and the first deputy chairman. The presiding committee is comprised in equal parts of three shareholder representatives and three employee representatives. In deviation from this, the Supervisory Board may decide to appoint two additional members to the presiding committee for the period up to the close of the Annual General Meeting 2016.
- (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 one of the deputies, 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 totaling EUR 50,000.00; and
  - (b) a variable remuneration reflecting the long-term success of the Company (long-term variable remuneration) of EUR 400.00 per EUR 0.01 of the average undiluted results per share (profit per share) as reported in the Group financial statements for each of the last three fiscal years ended;

Should a member step down from the Supervisory Board before the end of the three-year reference period, the determination of the average profit per share shall end with the fiscal year in which the member steps down.

The amount payable shall not exceed a cap of EUR 50,000.00.

- (c) the remuneration pursuant to subparagraph 1 (b) shall be payable after conclusion of the Annual General Meeting responsible for ratifying the actions of the Supervisory Board for the preceding fiscal year.
- (2) The chairman of the Supervisory Board shall receive three times, and the deputies one-and-a-half times the remuneration as specified in subparagraphs 1 (a) and (b).
- (3) For their roles, the members of the presiding committee and the audit committee as well as the integration committee shall - in addition to the remuneration pursuant to paragraphs 1 (a), 1 (b) and 2 - receive a further remuneration of EUR 40,000.00, payable after the end of the financial year; the chairman of the audit committee shall receive three times this remuneration.
- (4) In all cases the remuneration relates to a full fiscal year. For parts of a fiscal year or short fiscal years, the remuneration shall be paid pro rata temporis. In the case of short fiscal years the correct ratio shall be ensured by determining suitable adapted values.

- (5) Members of the Supervisory Board, of the presiding committee, the nomination committee and the audit committee as well as the integration committee shall receive an attendance fee for attending meetings, irrespective of their form, of EUR 1,000.00 per meeting.
- (6) The members of the Supervisory Board shall be included in a D&O insurance, if any, taken out by the Company in a reasonable amount in the interest of the Company covering the members of the Boards and certain managers. The premium shall be paid 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.