

Chang- ing course

Financial Statements TUI AG

Financial Year 2012/13

1 October 2012 – 30 September 2013

TABLE OF CONTENTS

2	Financial Statements as at 30 September 2013
2	Statement of Financial Position
3	Income Statement
4	Development of Fixed Assets
6	Notes
6	Accounting and Measurement
9	Notes to the Statement of Financial Position
17	Notes to the Income Statement
21	Other Notes
49	Corporate Governance
49	Corporate Governance Report
55	Responsibility Statement by Management
56	Independent Auditors' Report
58	Supervisory Board and Executive Board
58	Supervisory Board
60	Executive Board
61	Report of the Supervisory Board
68	Five-year Summary

The annual financial statements and the management report of TUI AG for the 2012/13 financial year have been published in the electronic Federal Gazette (elektronischer Bundesanzeiger).

The management report of TUI AG has been combined with the management report of the Group and published in the TUI Annual Report 2012/13.

The German version is legally binding. The Company cannot be held responsible for any misunderstandings or misinterpretation arising from this translation.

ANNUAL FINANCIAL STATEMENTS

AS AT 30 SEPTEMBER 2013

Financial position of TUI AG as at 30 September 2013

€ '000	Notes	30 Sep 2013	30 Sep 2012
Assets			
Fixed assets	(1)		
Intangible assets		1,293	1,293
Property, plant and equipment		16,854	17,156
Investments			
Shares in Group companies		3,514,458	3,400,641
Other investments		606,742	694,421
		4,121,200	4,095,062
		4,139,347	4,113,511
Current assets			
Inventories	(2)	27	19
Receivables and other assets	(3)	407,568	313,075
Cash in hand and bank balances	(4)	506,081	1,128,869
		913,676	1,441,963
Prepaid expenses	(5)	682	2,034
		5,053,705	5,557,508

€ '000	Notes	30 Sep 2013	30 Sep 2012
Equity			
Shareholders' equity			
Subscribed capital	(6)	645,188	644,928
Conditional capital		318,797	318,802
Capital reserves	(7)	821,343	821,146
Revenue reserves	(8)	973,470	782,470
Profit available for distribution	(9)	308,566	116,617
of which retained earnings brought forward		116,617	107,141
		2,748,567	2,365,161
Special non-taxed items	(10)	624	628
Provisions			
Provisions for pensions and similar obligations	(11)	137,730	139,986
Other provisions	(12)	282,551	308,757
		420,281	448,743
Liabilities	(13)		
Bonds		854,103	1,087,085
of which convertibel		554,103	554,114
Liabilities to banks		282,281	502,920
Trade accounts payable		2,050	3,199
Other liabilities		745,698	1,149,604
		1,884,132	2,742,808
Deferred income	(14)	101	168
		5,053,705	5,557,508

**Income statement of TUI AG for the period from 1 Oct 2012 to 30 Sep 2013
(previous year from 1 Oct 2011 to 30 Sep 2012)**

€ '000	Notes		1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Turnover	(18)	1,589		4,847
Other operating income	(19)	581,227		243,394
			582,816	248,241
Cost of materials	(20)	1,317		4,487
Personnel costs	(21)	55,885		55,126
Depreciation/amortisation	(22)	733		475
Other operating expenses	(23)	172,207		196,252
			- 230,142	- 256,340
Net income from investments	(24)	154,570		270,292
Write-downs of investments	(25)	33,547		27,226
Interest result	(26)	- 90,055		- 113,012
Profit from ordinary business activities			383,642	121,955
Taxes	(27)	693		- 5,991
Net profit for the year			382,949	127,946
Retained earnings brought forward		116,617		107,141
Withdrawal from capital reserves		- 191,000		- 118,470
Profit available for distribution	(9)		+ 308,566	+ 116,617

Development of fixed assets of TUI AG for the period from 1 Oct 2012 to 30 Sep 2013

€ '000	Balance at 1 Oct 2012	Additions*	Disposals*	Reclassification	Historical cost
					Balance at 30 Sep 2013
Intangible assets					
Concessions, industrial property rights and similar rights and values	4,077	403	–	–	4,480
	4,077	403	–	–	4,480
Property, plant and equipment					
Real estate, land rights and build- ings including buildings on third-party properties	21,721	–	–	–	21,721
Machinery and fixtures	1,209	–	–	–	1,209
Other plants, operating and office equipment	9,636	100	143	–	9,593
	32,566	100	143	–	32,523
Investments					
Shares in Group companies	5,548,095	781,200	644,734	–	5,684,561
Loans to Group companies	24,947	1,760	850	–	25,857
Investments	440,118	57,500	137,194	–	360,424
Loans to affiliates	845	–	–	–	845
Securities held as fixed assets	235,574	5,047	4,000	–	236,621
Other loans	34	–	6	–	28
Payments on account	440	–	440	–	–
	6,250,053	845,507	787,224	–	6,308,336
Fixed assets	6,286,696	846,010	787,367	–	6,345,339

* incl. from/to consolidated companies

	Balance at 1 Oct 2012	Depreciation/ amortisation	Additions	Disposals*	Value adjustments	Carrying amounts	
					Balance at 30 Sep 2013	Balance at 30 Sep 2013	Balance at 30 Sep 2012
	2,784	403	–	–	3,187	1,293	1,293
	2,784	403	–	–	3,187	1,293	1,293
	9,299	83	–	–	9,382	12,339	12,422
	1,209	–	–	–	1,209	–	–
	4,902	247	–	71	5,078	4,515	4,734
	15,410	330	–	71	15,669	16,854	17,156
	2,147,454	22,700	–	51	2,170,103	3,514,458	3,400,641
	850	–	–	850	–	25,857	24,097
	5,339	10,823	–	3	16,159	344,265	434,779
	845	–	–	–	845	–	–
	60	24	–	57	27	236,594	235,514
	3	–	1	–	2	26	31
	440	–	–	440	–	–	–
	2,154,991	33,547	1	1,401	2,187,136	4,121,200	4,095,062
	2,173,185	34,280	1	1,472	2,205,992	4,139,347	4,113,511

NOTES

ACCOUNTING AND MEASUREMENT

TUI AG Notes for financial year 2012/13

The annual financial statements of TUI AG are prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

Individual items in the statement of financial position and income statement of TUI AG are grouped together in the interests of clear presentation. These items are reported separately in the Notes, together with the necessary explanations.

Accounting and measurement

The accounting and measurement methods and the classification applied in the previous year were retained in the financial year under review.

Purchased intangible assets are measured at cost and amortised on a straight-line basis over the expected useful life of up to three years, for trademark rights up to ten years. Self-generated intangible assets are not capitalised.

Property, plant and equipment are measured at cost to purchase or cost to produce, less depreciation for depreciable property, plant and equipment. For additions effected since financial year 2009/10, depreciation is calculated on a straight-line basis. In previous years, movable depreciable property, plant and equipment were depreciated on the basis of the tax provisions applicable at that time.

Movable depreciable assets with costs to purchase of €150 to €1,000 have been grouped into collective annual items and depreciated over a period of five years.

The economic useful lives underlying scheduled depreciation are based on tax depreciation tables.

Fixed assets which, at the balance sheet date, have a lower market value likely to be of a lasting nature are impaired accordingly.

Shares in Group companies, participations and other investments are carried at the lower of cost to purchase or fair value. Non-interest or low-interest loans are recognised at their present values.

The requirement to reverse write-downs is met by means of write-backs.

Inventories are measured at the lower of cost to purchase or market value as at the balance sheet date.

Receivables and other assets are recognised at the lower of nominal or fair values. For these items, all identifiable individual risks are accounted for by means of appropriate value adjustments.

Liabilities are carried at the repayable amounts.

Hedged foreign currency receivables and liabilities are recognised based on the hedging rate. Current unhedged currency items are recognised at the average spot exchange rate at the balance sheet date. Non-current unhedged currency receivables and liabilities are translated at the average spot exchange rate at the date of the transaction or the closing rate, if lower, in the case of receivables and the closing rate, if higher, in the case of liabilities.

Where liabilities from pension schemes or part-time working schemes for employees approaching retirement are covered by insolvency-protected reinsurance policies or fund investments so that other creditors do not have access, the fair values of the cover assets are eliminated against the fair values of the related liabilities.

If liabilities exceeded assets, the difference is shown under Provisions.

The special non-taxed item carried is based on the option to transfer book profits, used in prior years before conversion to the German Accounting Law Modernisation Act (BilMoG), and thus includes differences between tax-based and commercial-law depreciation in accordance with section 6b of the German Income Tax Act (EStG).

The provisions for pensions and similar obligations are measured in accordance with the projected unit credit method on the basis of biometric accounting data in Prof. Klaus Heubeck's 2005 G reference tables, known as the "generation tables". Expected future salary and pension increases are appropriately reflected in actuarial calculations and assumptions. For the majority of obligations, annual salary increases of 2.5% and pension increases of 6.0% every three years have been assumed; for pension entitlements, a turnover discount based on age- and gender-specific tables has been deducted. The interest rate on the liabilities was the 7-year average market interest rate of 4.92% published by the German central bank for an assumed remaining term of 15 years.

Provisions for taxes and other provisions are calculated on the basis of prudent business judgment principles and reflect all identifiable risks and doubtful obligations. They are measured at the repayable amounts, taking account of expected cost and price increases. Other provisions are carried at nominal amounts, unless an interest portion has to be taken into account. If an interest portion has to be taken into account, Other provisions are measured at their present values.

Deferred taxes at TUI AG include deferred taxes of Group subsidiaries with which it forms a fiscal entity for income tax determination. The income tax rate applied in measuring deferred taxes is 31.5% and embraces corporation tax, trade tax and the solidarity surcharge. The capitalisation option is not used for the overall resulting deferred tax asset.

Provisions are formed for negative fair values of derivative financial instruments where there are no matching transactions with positive fair values and identical volumes and maturities.

The determination of the fair values for optional derivative financial instruments is based on the Black & Scholes model. Measurement of fixed-price transactions is based on the discounted cash flow of the transactions. Measurement of derivatives takes account of interest, price and volatility curves with matching maturities as at the balance sheet date.

Recognised IT systems are used to support measurement of the financial instruments. For quality assurance purposes, the amounts determined for externally concluded transactions are compared and reconciled with figures provided by external counterparties as at the balance sheet date.

All derivative financial instruments are fixed-price or optional over-the-counter (OTC) transactions for which a stock market price cannot be determined. The derivative fuel hedges are performed by means of cash compensation, as the difference between market price and hedge price. Physical delivery is not effected.

In order to recognise derivative fuel hedges in the balance sheet, they are included in hedge accounting; recognition is based on the net hedge presentation method.

NOTES

NOTES TO THE STATEMENT OF FINANCIAL POSITION

(1) Fixed assets

Changes in the individual fixed assets in the financial year under review are shown in an annex to the statement of financial position. A complete list of shareholdings is included in the Notes.

Investments

Contributions of shares in hotel companies in the form of non-cash contributions to Group companies result in additions of €775.0m; at the same time, disposals of €379.4m are reported for this item and for Investments.

Other additions to Shares in Group companies relate to acquisitions of shares in TUI Travel PLC. Moreover, the stake in TUI Travel PLC rose slightly to 54.5% due to the use of shares in repaying a funding scheme in connection with an exchangeable bond.

Other disposals of Group companies mainly relate to a capital repayment.

Additional changes result in particular from capital payments for new interests and from depreciation for the measurement of hotel companies as at the balance sheet date.

(2) Inventories

Inventories almost exclusively relate to heating fuels.

(3) Receivables and other assets

Receivables and other assets

€ '000	30 Sep 2013	30 Sep 2012
Trade accounts receivable	1	12
of which with a remaining term of more than 1 year	–	–
Receivables from Group companies	363,464	271,317
of which with a remaining term of more than 1 year	–	–
Receivables from companies in which shareholdings are held	10,794	3,983
of which with a remaining term of more than 1 year	–	–
Other assets	33,309	37,763
of which with a remaining term of more than 1 year	–	–
	407,568	313,075

Receivables from Group companies and companies in which stakes are held include minor trade receivables at the respective balance sheet date.

The increase in Receivables from Group companies mainly results from a receivable in the framework of the sale of assets to a Group company.

Other assets serving as insolvency-protected investments in reinsurance policies with the sole purpose of hedging pension obligations are offset at 30 September 2013 against the underlying liabilities at their fair value, which corresponds to amortised cost, of €57.8m, almost unchanged on the previous year.

(4) Cash in hand and bank balances

This item consists almost exclusively of bank balances.

In the completed financial year, TUI AG repaid bonds worth €233.0m. In addition, it redeemed a liability to banks with a nominal amount of €206.3m. The decrease in bank balances was mainly attributable to these two effects.

(5) Prepaid expenses

Prepaid expenses

€ '000	30 Sep 2013	30 Sep 2012
Discount	–	5
of which with a remaining term of more than 1 year	–	–
Other prepaid expenses	682	2,029
of which with a remaining term of more than 1 year	–	–
	682	2,034

The decline in Other prepaid expenses mainly results from lower premiums for interest hedges to be capitalised and lower accrued advance payments for sports sponsorship agreements. Following the expiry of operating leases for aircraft, prepaid expenses for corresponding lease payments are no longer included.

(6) Subscribed capital

TUI AG's subscribed capital consists of no-par value shares, each representing an identical share in the capital stock. The proportionate share in the capital stock attributable to each individual share is around €2.56. Since the conversion carried out in July 2005, the shares have been registered shares whose holders have been listed in the share register by name.

The subscribed capital of TUI AG, registered in the commercial registers of the district courts of Berlin-Charlottenburg and Hanover, rose by a total of €0.3m to around €645.2m due to the issuance of employee shares and conversions under the 2009/2014 and 2011/2016 convertible bonds. As a result, subscribed capital comprised 252,375,570 shares at the end of the financial year.

The Annual General Meeting of 13 February 2013 authorised the Executive Board of TUI AG to acquire own shares of up to 10% of the capital stock. This authorisation will expire on 12 August 2014. To date, the option to acquire own shares has not been used.

Conditional capital

The Annual General Meetings of 7 May 2008 and 13 May 2009 resolved to create additional conditional capital of €100.0m each and authorised the Company to issue bonds. The issue of bonds with conversion options or warrants, profit-sharing rights and income bonds (with or without fixed terms) is limited to a total nominal volume of up to €1.0bn under these two authorisations, which will expire on 6 May 2013 and 12 May 2014, respectively.

Using the conditional capital of 13 May 2009, TUI AG issued an uncollateralised, non-subordinated convertible bond of €217.8m on 17 November 2009, maturing on 17 November 2014. The bond was issued in denominations of nominal values of €56.30. The conversion price is €5.63 per no-par value share. The convertible bond can thus be converted into a maximum of 38,683,730 shares. The bonds, carrying an interest coupon of 5.50% p. a., were issued at par. The bond is traded on five German stock exchanges. By 30 September 2013, 47,073 bonds had been converted into 470,730 new shares in TUI AG (including 1,990 bonds in the financial year under review).

Using the conditional capital of 7 May 2008, TUI AG issued an uncollateralised non-subordinated convertible bond of €339.0m on 24 March 2011, maturing on 24 March 2016. The bond was issued in denominations of nominal values of €59.26. The conversion price is €11.8506 per non-par value share. The convertible bond can thus be converted into a maximum of 28,599,735 shares. The bonds, carrying an interest coupon of 2.75% p. a., were issued at par. The bond is traded on five German stock exchanges. By 30 September 2013, three bonds had been converted into 15 new shares (including ten shares in the financial year under review) in TUI AG.

Further conditional capital of €120.0m for the issue of bonds was resolved by the Annual General Meeting of 15 February 2012 and will expire on 14 February 2017. The issue of bonds with conversion options or warrants, profit-sharing rights and income bonds (with or without fixed terms) is limited to a total nominal volume of up to €1.0bn.

Taking account of the conversions, TUI AG had total conditional capital of around €318.8m as at 30 September 2013.

Authorised capital

The Annual General Meeting of 9 February 2011 resolved to create additional authorised capital of €246.0m for the issue of new shares against cash contribution. The authorisation for this authorised capital will expire on 8 February 2016.

The Annual General Meeting of 13 February 2013 resolved to issue new registered shares against cash contribution for up to a maximum of €64.5m. This authorisation will expire on 12 February 2018.

The Annual General Meeting of 13 February 2013 also resolved new authorised capital for the issue of employee shares worth €10.0m. The Executive Board of TUI AG has been authorised to use this authorised capital in one or several transactions to issue employee shares against cash contribution by 12 February 2018. Using the authorised capital from 2008, 99,860 new employee shares were issued in the completed financial year.

Unused authorised capital thus totalled around €320.5m at the balance sheet date (around €318.6m as at 30 September 2012).

(7) Capital reserves

Capital reserves include transfers from share premiums. They also comprise amounts from conversion options and warrants for the purchase of shares in TUI AG generated by bond issues. In addition, premiums from the exercise of conversion options and warrants were transferred to the capital reserves. In the financial year under review, the capital reserves rose by a total of €0.2m due to the conversion of bonds into shares and the issue of employee shares.

(8) Revenue reserves

Revenue reserves consisted solely of Other revenue reserves. There are no provisions in the Articles of Association on the formation of reserves. In the financial year under review, a portion of the profit for the year worth €191.0m was transferred to the revenue reserves pursuant to section 58 (2) of the German Stock Corporation Act.

(9) Profit available for distribution

The profit available for distribution totals €383.0m. Following the transfer of an amount of €191.0m to Other revenue reserves and taking account of the profit carried forward of €116.6m, profit available for distribution amounts to €308.6m. A proposal will be submitted to the Annual General Meeting to use the profit available for distribution to pay a dividend of €0.15 per no-par value share and carry the amount of €270.7m remaining after deduction of the dividend total of €37.9m forward on new account.

(10) Special non-taxed item

The special non-taxed item of €0.6m, retained upon the first-time application of the BilMoG rules, includes tax-related depreciation of fixed assets effected in previous years in accordance with section 6b of the German Income Tax Act.

(11) Pension provisions

Elimination of the assets from reinsurance policies (€57.8m) against the gross value of the pension provisions (€195.5m) results in a liability of €137.7m as at the balance sheet date.

(12) Other provisions

Other provisions

€ '000	30 Sep 2013	30 Sep 2012
Tax provisions	159,915	150,492
Other provisions	122,636	158,265
	282,551	308,757

Tax provisions exist for income and sales taxes in Germany and abroad.

The decline in Other provisions results from lower provisions for litigation risks following the completion of a settlement.

Moreover, provisions also included in particular provisions for staff costs, for operational risks and investment risks and, to a minor extent, hedges on behalf of Tourism companies at the balance sheet date.

Insolvency-protected non-current investments with a fair value of €1.5m for securing part-time working scheme credits for employees approaching retirement were eliminated against the corresponding provisions.

Other provisions with a remaining term of more than one year are discounted on the basis of market interest rates on assets with corresponding maturities, averaged out over a period of seven years if the amounts carried did not have to be retained upon conversion to the BilMoG rules. The remaining difference between nominal amount and cash amount as at 30 September 2013 totals €0.2m.

Around 24% (previous year around 35%) of Other provisions have a remaining term of up to one year.

(13) Liabilities

Liabilities

€ '000	30 Sep 2013		30 Sep 2012	
	Remaining items	Total	Remaining items	Total
Bonds		854,103		1,087,085
up to 1 year	–		232,971	
1 – 5 years	554,103		554,114	
more than 5 years	300,000		300,000	
of which convertible		554,103		554,114
up to 1 year	–		–	
1 – 5 years	554,103		554,114	
Liabilities to banks		282,281		502,920
up to 1 year	101,250		214,974	
1 – 5 years	181,031		287,946	
Trade accounts payable (exclusively up to 1 year)		2,050		3,199
Other liabilities		745,698		1,149,604
up to 1 year	744,269		1,147,663	
1 – 5 years	1,429		1,941	
more than 5 years	–		–	
of which liabilities to Group companies		715,300		1,106,120
up to 1 year	713,871		1,104,179	
1 – 5 years	1,429		1,941	
more than 5 years	–		–	
of which liabilities to companies in which shareholdings are held (exclusively up to 1 year)		14		90
of which Other liabilities		30,384		43,394
up to 1 year	30,384		43,394	
1 – 5 years	–		–	
more than 5 years	–		–	
of which from taxes (exclusively up to 1 year)		1,583		1,883
of which relating to social security (exclusively up to 1 year)		577		641
		1,884,132		2,742,808

Following repurchases ahead of the due date in prior financial years, the nominal volume of €233.0m still outstanding of the senior fixed rate notes issued in December 2005, shown under Liabilities, was redeemed on schedule at 10 December 2012.

The subordinated hybrid bond with a volume of €300.0m does not have a fixed maturity date. It carried a fixed-rate interest coupon of 8.625% p.a. until January 2013 and has since carried a floating-rate interest coupon (3-month EURIBOR + 7.30% p.a.). In case the Annual General Meeting does not adopt the resolution to pay a dividend, TUI AG is entitled to postpone accruing interest payments until the following Annual General Meeting. Possibly postponed interest payments are resumed promptly according to the bond conditions. The hybrid bond has denominations of €1,000.00 each.

The convertible bonds include a five-year convertible bond issued in November 2009 and are carried at an amount of €215.1m after conversion into shares. This convertible bond carries an interest coupon of 5.5% p.a.

This item also includes the five-year convertible bond issued in March 2011 at an amount of €339.0m after conversion into shares. This convertible bond carries an interest coupon of 2.75% p.a.

In January 2008, TUI AG took up financing of €450.0m, to be carried as a liability to banks, in connection with the issue of an exchangeable bond for shares in TUI Travel PLC by Nero Finance Ltd., a non-Group third-party finance company. In order to collateralise the right of exchange, TUI AG indirectly sold around 10.7% of the shares in TUI Travel PLC to Nero Finance Ltd., with economic ownership in the shares, in particular voting and dividend rights, retained by TUI AG. By the balance sheet date, Nero Finance Ltd. had increased its stake in TUI Travel PLC shares attributable to TUI AG to 13.3% via reinvested dividend yields. The exchangeable bond and TUI AG's corresponding liability to banks matured on 15 April 2013. TUI had already reduced the liability to a nominal amount of €206.3m by 30 September 2012 by acquiring parts of the exchangeable bond in prior years. In the completed financial year, TUI AG then acquired additional parts of this bond amounting to a nominal €63.9m. Upon maturity of the bond, the TUI Travel PLC shares allocable in proportion to the part of the exchangeable bond purchased by TUI AG were transferred to TUI AG. Moreover, in order to serve repayment obligations and settle conversion rights that had been exercised, TUI AG acquired shares in TUI Travel PLC in an amount proportionately allocable to a partial amount of the exchangeable bond with a total nominal value of €76.1m. TUI AG did not exercise its cash compensation option to facilitate repurchase of the TUI Travel PLC shares allocated to that portion for a further part of the exchangeable bond worth a nominal amount of €66.3m, for which the holders of the exchangeable bond had exercised their exchange option. As a result, TUI AG gave away economic ownership in almost 2% of the outstanding shares in TUI Travel PLC.

In April 2010, TUI AG sold a 7.8% stake of its shares in TUI Travel PLC to Deutsche Bank, which forwarded these shares to Antium Finance Ltd., an independent special-purpose vehicle not related to TUI. Antium Finance Ltd. acquired convertible bonds issued by TUI Travel PLC in April 2010 with a nominal volume of £200.0m. Antium Finance Ltd. will convert a matching number of convertible bonds into TUI Travel PLC shares any time other investors exercise their conversion rights. TUI AG has concluded an agreement with Deutsche Bank under which the voting rights in TUI Travel PLC shares sold and legally held by Antium Finance Ltd. plus any additional TUI Travel PLC shares resulting from potential conversions will be exercised in the interest of TUI AG. In August 2013, TUI AG amended the agreement with Deutsche Bank in the framework of which TUI AG's right to acquire the assets of Antium Finance Ltd., comprising the TUI Travel shares and the convertible bonds of TUI Travel PLC, from Antium Finance Ltd. via Deutsche Bank at a price of £450.0m was extended until July 2016. By that date, TUI AG is entitled to the dividends from these shares and the interest on the convertible bonds acquired by Antium Finance Ltd. In terms of the commercial balance sheet, both the shares sold and the convertible bonds are attributable to TUI AG and therefore have to be recognised in TUI AG's statement of financial position. By the balance sheet date, TUI AG had already made a down payment of £300m on the purchase

price (£450.0m). TUI AG has to pay interest (3-month GBP LIBOR + a margin) on the remaining amount (£150m or €181.0m). When the agreement was modified on August 2013, the margin was reduced from 4.75% to 3.7% p.a. It was also agreed that the assets of Antium Finance Ltd. were to be transferred to Deutsche Bank and Deutsche Bank was to assume the rights and obligations of Antium Finance Ltd. This transition took place in October 2013.

The promissory notes with a volume of €100.0m maturing on 31 August 2014 taken up in September 2010 carry a variable interest rate of 15.0% p. a. maximum.

Liabilities to Group companies decreased primarily due to capital repayments by Group companies.

Liabilities to Group companies and companies in which interests are held include minor trade payables as at the respective balance sheet date.

Liabilities with a remaining term of more than five years total €300.0m (previous year €300.0m) and relate to the hybrid bond.

As in the previous year, the liabilities shown were not secured by rights of lien or similar rights.

(14) Deferred income

Deferred income

€ '000	30 Sep 2013	30 Sep 2012
Other deferred income	101	168

Deferred income exclusively relates to non-Group third parties, as in the prior year.

(15) Contingent liabilities

Contingent liabilities

€ '000	30 Sep 2013	30 Sep 2012
Liabilities under guarantees, bill and cheque guarantees	952,779	804,310
Liabilities under warranties	25	25
	952,804	804,335
of which to Group companies	577,229	336,373

TUI AG has taken over guarantees and warranties on behalf of subsidiaries and third parties, mainly serving the settlement of ongoing business transactions and the collateralisation of loans. The increase in guarantee commitments by TUI AG to Group companies results from a guarantee under a new charter contract for Hapag-Lloyd (Bahamas) Ltd. for the cruise ship Europa 2. At the same time, TUI AG's guarantee commitments declined, both those carried as shareholder in TUI Cruises GmbH and those granted to Hapag-Lloyd AG in the framework of scheduled credit repayments in ship financing schemes in these companies.

The guarantees and warranties taken over by TUI AG are not likely be used since the companies are expected to discharge the underlying liabilities.

(16) Other financial commitments

Other financial commitments

€ '000	30 Sep 2013	30 Sep 2012
Lease, rental, leasing and similar contracts	52,372	56,511
Other financial commitments	16,100	36,664
	68,472	93,175
up to 1 year	17,504	25,054
1 – 5 years	13,679	27,889
more than 5 years	37,289	40,232
of which to Group companies	–	–

The commitments from lease, rental and leasing contracts mainly comprise future rent payments for the administrative building.

Other financial commitments primarily comprise a cash contribution commitment to TUI Cruises GmbH, expected to be realised within the next financial year, which declined considerably against the prior year.

(17) Derivative financial instruments

Derivative financial instruments as at 30 Sep 2013

€ '000	Nominal volume	Fair values	
		positive	negative
Currency hedges	346,124	1,908	3,068
of which with Group companies	95,621	1,613	209
Commodity hedges	30,851	652	652
of which with Group companies	15,426	55	598
Interest rate hedges	389,220	1,098	576
of which with Group companies	–	–	–

The fuel hedges relate to bunker requirements for cruise ships.

Provisions for negative market values in other provisions

€ '000	30 Sep 2013	30 Sep 2012
Currency hedges	3,068	3,089
Interest rate hedges	576	1,657
	3,644	4,746

For fuel hedges, the negative fair values of €0.7m were matched by transactions with identical amounts and maturities with positive fair values (hedges), carried on the basis of the net hedge presentation method. The goal is to hedge fuel prices for up to 80% of the planned exposure. The time to maturity of the hedges is up to 24 months.

NOTES

NOTES TO THE INCOME STATEMENT

(18) Geographical breakdown of turnover

Geographical breakdown of turnover

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Germany	1,588	4,558
of which with Group companies	1,570	4,539
EU (excl. Germany)	1	289
of which with Group companies	–	289
	1,589	4,847

In the current financial year, turnover almost completely resulted from renting out leased aircraft to Group-owned airlines of TUI Travel PLC. It declined due to the transfer of contracts to the TUI Travel Group.

(19) Other operating income

Other operating income

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Reversal of special non-taxed item	4	4
Miscellaneous other operating income	581,223	243,390
	581,227	243,394

Miscellaneous other operating income mainly comprises intra-Group gains on disposal of shareholdings. In addition, it primarily includes gains on exchange and income from intercompany transfer pricing and, to a lesser extent, income from the reversal of value adjustments and provisions.

(20) Cost of materials

Cost of materials

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Cost of purchased services	1,317	4,487

The cost of purchased services relates to expenses for aircraft lease agreements with third parties, which declined in line with turnover due to transfers of agreements.

(21) Staff costs

Staff costs

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Wages and salaries	49,659	43,769
Social security contributions, pension costs and benefits	6,226	11,357
of which pension costs	2,947	8,097
	55,885	55,126

In the period under review, staff costs declined primarily due to lower transfers to pension provisions. An opposite effect was caused by pay increases in line with collective agreements with a slight increase in the headcount, and by provisions for restructuring measures in connection with a planned headcount reduction in TUI AG. As a result, overall staff costs rose slightly year-on-year.

Transfers to pension and other longer-term staff provisions of €9.3m (previous year €9.5m) result from compounding these provisions and are therefore included in the interest result.

(22) Depreciation/amortisation

Depreciation/amortisation

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Amortisation of intangible assets and depreciation of property, plant and equipment	733	475
of which impairments	–	–

(23) Other operating expenses

Sonstige betriebliche Aufwendungen

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Miscellaneous other operating expenses	172,207	196,252

This item comprises in particular expenses for losses on exchange of €44.6m (previous year €73.3m), along with gains on exchange of €54.0m (previous year €52.3m) carried under Other operating income. Moreover, expenses were incurred above all for charges, service fees, additions to value adjustments and other administrative costs.

(24) Income from investments

Income from investments

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Income from participations	123,500	124,152
of which from Group companies	108,462	117,520
Income from profit transfer agreements	78,010	170,096
of which from Group companies	78,010	170,096
Expenses relating to losses taken over	- 46,940	- 23,956
of which from Group companies	- 46,940	- 23,956
	154,570	270,292

In the year under review and in the previous financial year, net income from investments mainly comprised dividend payments from TUI Travel PLC and hotel companies, in particular RIUSA II S.A. The income from profit transfer agreements includes profit transfers from subsidiaries and the related tax portion charged. The expenses for loss transfers mainly relate to Hapag-Lloyd Kreuzfahrten GmbH.

(25) Write-down of investments

The expense carried relates to the impairment required for a hotel project company and hotel shareholdings.

(26) Interest result

Interest result

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Income from other securities and long-term loans	13,613	13,562
of which from Group companies	13,612	13,561
Other interest and similar income	10,025	21,283
of which from Group companies	6,973	13,325
Interest and similar expenses	- 113,693	- 147,857
of which to Group companies	- 3,133	- 6,943
	- 90,055	- 113,012

In the completed financial year, the reduction in liabilities to bondholders and liabilities to banks, in particular, caused a decline in liquid funds, which resulted in a fall in interest income.

By the same token, interest payable on financial debt declined considerably so that interest expenses decreased.

Interest expenses include expenses for the compounding of, in particular, pension and other longer-term provisions, amounting to €15.6m (previous year €15.3m) after elimination of interest income of €2.3m from reinsurance policies serving as cover assets.

(27) Taxes

Taxes

€ '000	1 Oct 2012 – 30 Sep 2013	1 Oct 2011 – 30 Sep 2012
Taxes on income	79	- 8,569
Other taxes	614	2,578
	693	- 5,991

Income tax expenses do not include any deferred taxes. Receivables initially result in deferred tax liabilities which, however, are eliminated in full against deferred tax assets from pension provisions. In accordance with the capitalisation option under section 274 (1) sentence 2 of the German Commercial Code, deferred tax assets exceeding the netted tax assets and liabilities are not recognised.

Expenses and income attributable to prior periods

Income of €1.8m and expenses of €0.7m are attributable to prior financial years and carried under Other operating income and expenses.

NOTES

OTHER NOTES

Employees

Annual average headcount in the financial year (excl. apprentices)

	2012/13	2011/12
Employees Corporate Center	193	189
Employees BKK	124	129
Total employees	317	318

Total auditors' fee

For the level and structure of the total fee for the auditors in accordance with section 285 (17) of the German Commercial Code, we refer to the corresponding disclosure in the Notes to the consolidated financial statements.

Shareholder structure



More detailed information is available on the Company website (www.tui-group.com).

In financial year 2012/13 and in prior years, TUI AG has been notified of changes in equity interests held by third parties pursuant to section 21 (1) of the German Securities Trading Act, has published these notifications pursuant to section 26 (1) sentence 1 of the German Securities Trading Act and has communicated them to the business register. Notifications still applicable as at 30 September 2013 are listed below in short form.

Alexey Mordashov

The voting shares in TUI AG attributable to Alexey Mordashov, Russia, exceeded the 25% threshold on 5 March 2012. As per that date, voting shares totalling 25.29% were attributable to him via S-Group Travel Holding GmbH, Frankfurt, Germany, Artcone Ltd., Limassol, Cyprus, and Sungrebe Investments Ltd., Tortola, British Virgin Islands.

John Fredriksen

The voting shares in TUI AG attributable to John Fredriksen, Cyprus, exceeded the 15% threshold on 30 June 2008. As per that date, voting shares totalling 15.01% were attributable to him via Monteray Enterprises Ltd., Limassol, Cyprus, and Geveran Holdings S.A., Monrovia, Liberia.

Riu Hotels S.A.

The voting shares in TUI AG attributable to Riu Hotels S.A., Palma de Mallorca, Spain, exceeded the 5% threshold on 29 March 2005. As per that date, voting shares totalling 5.1% were attributable to the company.

Caisse de Dépôt et de Gestion

The voting shares in TUI AG attributable to Caisse de Dépôt et de Gestion, Rabat, Morocco, fell below the 5% threshold on 15 November 2010. As per that date, voting shares totalling 4.9983% were attributable to the company via Teck Capital Management, Tangier, Morocco, and Fipar International, Tangier, Morocco.

BlackRock Inc.

The voting shares in TUI AG attributable to BlackRock Financial Management, Inc., New York, USA, BlackRock Holdco 2, Inc., Wilmington, USA and BlackRock, Inc., New York, USA, exceeded the 3% threshold on 21 August 2013. As per that date, voting shares totalling 3.01% were attributable to the companies. All voting rights were attributable in line with section 22 (1) sentence 1 no. 6 in conjunction with sentence 2 of the German Securities Trading Act.

More detailed information is available on the Company's website (www.tui-group.com).

Remuneration Report



TUI AG:
[www.tui-group.com/en/
company/management](http://www.tui-group.com/en/company/management)

Upon the proposal of the Chairman's Committee, the Supervisory Board determines the remuneration of the individual Executive Board members; it regularly adopts and reviews the remuneration system for the Executive Board. The criteria governing the appropriateness of remuneration are: the tasks of each individual Board member, their personal performance, the economic position, the performance and sustainable development of the Company, the benchmark remuneration customary in the peer environment, and the remuneration structure otherwise applied in German companies. Moreover, remuneration is set at a level that is competitive in the market for highly qualified managerial staff.

In accordance with the recommendations of the German Corporate Governance Code (DCGK), published in the federal gazette on 10 June 2013, caps for the total compensation and variable compensation elements for Executive Board compensation have to be agreed in fixed euro amounts. The criteria governing the appropriateness of Executive Board remuneration now also include the relationship between the compensation of the Executive Board and that of senior management and the staff overall, particularly in terms of its development over time (vertical appropriateness review).

The caps for the variable compensation elements had already been expressed in euro terms for Mr Jousen, and had been agreed in terms of a fixed maximum relation to his individual target amounts in the service contract for Mr Baier.

With the consent of the Executive Board members, the Supervisory Board resolved in October 2013 that the caps for the total compensation and the variable compensation elements should likewise be contractually agreed in euro amounts before the end of 2013. The agreed amendments to publication of Executive Board pay in the Remuneration Report, compulsory for financial years starting after 31 December 2013, have already been applied to financial year 2012/13.

For Executive Board members based in Germany, a new remuneration system was drawn up in financial year 2009/10. Its purpose is to promote sustained corporate development. It applies to all new or amended service contracts. This new remuneration system was approved by TUI AG's Annual General Meeting on 17 February 2010.

The remuneration of Mr Long, based in the UK, is paid by TUI Travel PLC and fixed by its own Remuneration Committee.

Remuneration of the Executive Board in financial year 2012/13

The remuneration granted to TUI AG's Executive Board members for financial year 2012/13 comprises fixed and variable components. Executive Board members are also entitled to a company car with driver services as well as to travel benefits. The variable components consist of an annual management bonus and a multi-annual bonus covering a period of four years under a long-term incentive programme.

The annual management bonus is linked to target achievement and the individual performance of the Board member concerned. Since 1 October 2010, the performance target has been reported Group earnings before interest, tax and amortisation of goodwill (reported EBITA). If less than 50% of the annual target is achieved, the management bonus for the year is not paid. If more than 50% of the target is achieved, the target amount fixed in the service contract of the Executive Board member concerned is multiplied by the degree of target achievement; however a cap of 150% applies.

The annual management bonus determined in this way is adjusted by the Supervisory Board by means of a factor ranging between 0.8 and 1.2 in order to take account of the Board member's personal performance. The annual management bonus for Mr Joussem is paid out in full upon the adoption of the annual financial statements of the Company. 50% of Mr Baier's annual management bonus for any financial year is paid upon adoption of the annual financial statements of the Company. The remaining 50% of his annual management bonus is carried forward in equal tranches to the two subsequent years and adjusted in accordance with the degree of target achievement in those two years. The maximum amount payable for the annual performance bonus has been capped at €1,400.0 thousand for Mr Joussem and €1,147.5 thousand for Mr Baier.

For Dr Frenzel, the amount of the management bonus for financial year 2012/13 was determined on the basis of the adopted annual plan and contractually fixed in the termination agreement.

The long-term incentive programme is based on phantom stocks and covers a period of four years. For Executive Board members, an individual target amount has been fixed in their service contracts. This amount is translated annually into phantom stocks based on the average price of TUI AG shares over a period of twenty days prior to the beginning of any financial year. Entitlements for the beneficiary arise upon completion of the four-year service period. An advance payment worth €1,280.0 thousand payable upon adoption of the annual financial statements has been contractually agreed with Mr Joussem.

Upon the completion of the four-year period, the degree of target achievement is determined by comparing the change in total shareholder return (TSR) at TUI AG with the change in the Dow Jones Stoxx 600 Travel & Leisure index. If the degree of target achievement is less than 25% of the reference value, no phantom shares are granted. If the degree of target achievement exceeds 25%, it is multiplied by the number of phantom stocks granted; however, a cap of 175% applies. At the end of the four-year service period, the number of phantom stocks determined in this way is multiplied by the average price of TUI AG shares (20 trading days), and the resulting amount is paid out in cash. The maximum amount payable under the long-term incentive programme has been capped at €2,100.0 thousand for Mr Joussem and €1,530.0 thousand for Mr Baier.

The table shows the fair value of the phantom stocks granted this year as per 30 September 2013 as remuneration for the ongoing financial year on the basis of an assumed target achievement of 100%. However, an entitlement to a cash payment only arises upon the termination of the four-year performance period in the month following the adoption of the annual financial statements of TUI AG as per 30 September 2016 and depends solely on future target achievement for the period from 1 October 2012 to 30 September 2016. The advance payment granted to Mr Joussem for financial year 2012/13 will be offset against the actual entitlement that will have arisen at the end of the four-year period.

Provisions totalling €6,617.0 thousand (previous year: €7,928.0 thousand) were formed to cover entitlements under the long-term incentive programme. Liabilities of €2,047.6 thousand (previous year €0.0 thousand) reflect the amounts payable upon the adoption of the annual financial statements. The total expense for share-based payments and the amount attributable to each individual Executive Board member are shown in the table Remuneration of individual Executive Board members.

The following entitlements of active and former Executive Board members remain in place from a stock option plan that terminated with the introduction of the long-term incentive programme:

Development of aggregate phantom stocks in TUI AG (incl. four-year model)

	Units
Balance as at 30 Sep 2012	739,407
Phantom stocks granted for the 2012/13 financial year	285,498
Phantom stocks exercised	–
Increase/Decrease of phantom stocks	- 403,613
Balance as at 30 Sep 2013	621,292

On 30 September 2013, former Executive Board members held 450,025 phantom stocks in TUI AG (previous year 436,927 shares).

Remuneration of individual Executive Board members

Remuneration of individual Executive Board members in financial year 2012/13

€ '000	Fixed remuneration	Annual performance-based remuneration	Long-term incentive programme	Total 2012/13	Total 2011/12
Friedrich Joussem (since 15 Oct 2012)	989.2	986.0	1,899.1	3,874.3	–
Horst Baier	692.8	563.1	701.8	1,957.7	2,176.4
Dr Peter Engelen (until 31 Aug 2012)	–	–	–	–	2,744.6
Dr Michael Frenzel (until 13 Feb 2013)	471.1	1,466.4	–	1,937.5	3,921.0
Total	2,153.1	3,015.5	2,600.9	7,769.5	8,842.0
Previous year	2,609.2	3,741.8	2,491.0	8,842.0	

As in the prior year, the members of the Executive Board did not receive any loans or advances in financial year 2012/13.

The two tables below show the benefits already granted and payments received by the individual members of the Executive Board for financial year 2012/13.

Remuneration of individual Executive Board members in financial year 2012/13

€'000	Friedrich Joussem (since 15 Oct 2012)			Horst Baier		
	2012/13	(Min. p.a.)	(Max. p.a.)	2012/13	(Min p.a.)	(Max p.a.)
Fixed remuneration	963.8	963.8	963.8	680.0	680.0	680.0
Perquisites	25.4	25.4	25.4	12.8	12.8	12.8
Total	989.2	989.2	989.2	692.8	692.8	692.8
Annual performance-based remuneration	920.0	613.0	1,400.0	255.0	–	459.0
Cash deferral	–	–	–	273.3	–	410.0
Total	920.0	613.0	1,400.0	528.3	–	869.0
Long-term incentive programme	1,899.1	–	2,100.0	701.8	–	1,530.0
Total	2,819.1	613.0	3,500.0	1,230.1	–	2,399.0
Pension	189.4	189.4	189.4	267.7	267.7	267.7
Total remuneration	3,997.7	1,791.6	4,678.6	2,190.6	960.5	3,359.5

Remuneration of individual Executive Board members by TUI AG for the financial year 2012/13

Tsd. €	Friedrich Joussem (since 15 Oct 2012)	Horst Baier
Fixed remuneration	963.8	680.0
Perquisites	25.4	12.8
Total	989.2	692.8
Annual performance-based remuneration	986.0	273.3
Cash deferral	–	289.8
Total	986.0	563.1
Long-term incentive programme	1,280.0	767.4
Total	2,266.0	1,330.5
Pension	189.4	267.7
Total remuneration	3,444.6	2,291.0

Exit payments
1. Pension entitlements

Pensions are paid to former Executive Board members if they reach the predefined age limit or are permanently incapacitated. Members leaving the Executive Board are not entitled to receive transition payments.

Mr Joussem receives an annual amount of €196.5 thousand, paid into an existing pension plan for Mr Joussem. The Company has not assumed any additional obligations in the framework of the company pension plan for the first service period.

Mr Baier, whose service contract was amended in 2010, receives an annual contribution to the company pension plan agreed in his service contract. The pension contribution amounts to 22.5% of the target cash remuneration per year. The entitlements under the pension scheme operating until 2009 were redeemed by a one-off initial contribution to the company pension plan. The contributions to the company pension plan carry an interest rate established in the pension obligation; the interest rate currently stands at 5% p.a. Board members become eligible for payment of the pension upon reaching the age of 60. The beneficiary may choose between a one-off payment, payment by instalments or pension payments.

Contributions to the company pension scheme in financial year 2012/13

€ '000	Pension contribution
Friedrich Joussem (ab 15. Oktober 2012)	189.4
Horst Baier	267.7

Mr Long does not have a pension entitlement from TUI AG.

Under certain circumstances, widows of Executive Board members will receive a widow's pension worth 60% of the above-mentioned pension for their lifetime or until remarriage. Children of Executive Board members receive an orphan's pension, paid until the maximum age of 27. Orphans who have lost one parent receive 20% of the pension, and orphans who have lost both parents receive 25%.

2. Change of control agreement

In the event of a loss of Board membership through a change of control or by executing the right granted to Board members, specifically accorded for this case, to resign their position and terminate their contract of employment as a Board member, every Board member is entitled to receive compensation for the financial entitlements that he or she would have derived from the remainder of the agreed contract term, a maximum of two or three years.

The annual performance bonus and the entitlements from the long-term incentive programme granted for the remainder of the contract term are based on the average remuneration received in the last two financial years for Mr Joussem and the average remuneration received in the last three financial years for Mr Baier.

3. Exit payments promised to Dr Frenzel and granted in the course of financial year 2012/13

At the end of July 2012, the Supervisory Board had approved the early termination of Dr Frenzel's appointment as Executive Board member and CEO and termination of his service contract, expiring on 31 March 2014, upon the close of TUI AG's ordinary Annual General Meeting 2013.

On 14 February 2013, by way of compensation for early termination of the service contract, the Company paid Dr Frenzel a one-off severance payment of €1,411.5 thousand equivalent to his fixed compensation from 14 February 2013 until the regular end of his service contract on 31 March 2014.

On 14 February 2013, the prorated annual management bonus for financial year 2012/13 for the period from 14 February to 30 September 2013 of €2,440.3 thousand (taking account of a 4.0% p.a. discount) was also paid to Dr Frenzel.

At the end of December 2014, Dr Frenzel shall receive a prorated annual management bonus (until 31 March 2014 on a pro rata basis) for financial year 2013/14 fixed on the basis of the budget for financial years 2012/13 and 2013/14 of €1,590.0 thousand.

Dr Frenzel is subject to a non-competition clause under which he must not work in any way for nor invest in a company competing with TUI AG or associated with a competitor for a period of two years. The severance payment to compensate for early termination of the service relationship and the prorated annual management bonuses for financial years 2012/13 and 2013/14 are considered as compensation for this non-competition clause.

Dr Frenzel has acquired a vested right to a company pension subject to the proviso that Dr Frenzel may claim pension benefits and his surviving dependents may claim survivors' benefits as of 1 April 2014 at the earliest. Dr Frenzel's pension entitlement amounts to €800.0 thousand p.a.

Upon completion of his Executive Board mandate, TUI AG shall provide Dr Frenzel with an appropriate office and company car for use under the conditions applicable to date until 30 September 2017 for the performance of his duties as chairman of the World Travel & Tourism Council (WTTC) and as Director of the German Tourism Association (BTW). TUI AG shall provide Dr Frenzel with a set annual budget to reimburse the confirmed costs incurred.

TUI AG shall grant Dr Frenzel the contractual travel benefits derived from his service contract for any trips and flights taken during the regular term of his service contract until 31 March 2014.

Dr Frenzel shall not obtain separate compensation or reimbursement of expenses from TUI AG for mandates in internal Group bodies at TUI Travel PLC (until 24 March 2013), TUI Deutschland GmbH, TUIfly GmbH and TUI Cruises GmbH (until 30 May 2014 each), continued upon the completion of his service contract. Dr Frenzel shall transfer any compensation from these mandates to TUI AG.

4. Exit policy for Executive Board members and severance payments

The service contracts of Dr Jousen and Mr Baier limit potential severance payments upon early termination of their service contracts by the Company without good cause to an amount corresponding to two annual remuneration payments.

The service contract of Mr Long can be terminated without a severance payment with twelve months' notice.

5. Pension obligations

At 30 September 2013, pension obligations for active members of the Executive Board totalled €20,253.6 thousand (previous year balance sheet date: €28,132.4 thousand) according to IAS 19 and €17,830.2 thousand (previous year balance sheet date €23,967.2 thousand) according to commercial law. In the period under review, the provision declined by an amount of €7,878.9 thousand according to IAS 19 (previous year transfer of €4,026.3 thousand), with a decline of €6,137.0 thousand (previous year transfer of €677.9 thousand) according to commercial law provisions.

Pension of current Executive Board members

€ '000	Addition to/reversal from pension provisions		Net present value	
	2012/13	2011/12	30 Sep 2013	30 Sep 2012
Friedrich Jousen (since 15 Oct 2012)	–	–	–	–
Horst Baier	321.0	909.5	5,919.2	5,598.2
Dr Peter Engelen (until 31 Aug 2012)	–	986.4	–	7,037.9
Dr Michael Frenzel (until 13 Feb 2013)	- 1,161.9	2,130.4	14,334.4	15,496.3
Total	- 840.9	4,026.3	20,253.6	28,132.4

The pension obligations for German beneficiaries were funded via the conclusion of pledged reinsurance policies. As the reinsurance policy fully covers the pension obligations for former and active Executive Board members, the insurance was deducted as an asset from the pension obligations.

Pension provisions for former members of the Executive Board and their dependents amounted to €49,587.7 thousand (previous year: €43,118.9 thousand) as measured according to IAS 19 at the balance sheet date, and €51,633.7 thousand (previous year €44,698.4 thousand) as measured according to commercial law provisions. In financial year 2012/13, obligations for this group of persons increased by €6,468.8 thousand (in 2011/12 decrease of €2,231.9 thousand) according to IAS 19 and €6,935.3 thousand (in 2011/12 decrease of €1,012.9 thousand) according to commercial law provisions.

In financial year 2012/13, the remuneration paid to former Executive Board members and their surviving dependents totalled €3,963.8 thousand (previous year €3,992.6 thousand).

Remuneration of the Supervisory Board

The remuneration of Supervisory Board members for a financial year comprises a fixed component and a long-term variable component. For parts of a financial year when a member leaves or joins the Supervisory Board, the remuneration is paid on a pro rata basis. The remuneration is determined in accordance with section 18 of TUI AG's Articles of Association, which have been made permanently accessible to the public on the internet.

The members of the Supervisory Board receive a fixed remuneration of €50 thousand for a full financial year, payable upon completion of the financial year, besides reimbursement of their expenses. The fixed compensation was increased by €10 thousand with effect from 1 October 2012 based on an amendment to the Articles of Association resolved by the Annual General Meeting in February 2013.

The Supervisory Board members also receive remuneration related to the Company's long-term performance. This long-term variable remuneration was redefined at the beginning of financial year 2012/13 based on an amendment to the Articles of Association. Accordingly, it amounts to €400 per €0.01 of the average undiluted earnings per share (earnings per share) carried in the consolidated financial statements for the respective last three financial years. The new long-term variable compensation is payable for the first time upon the close of the Annual General Meeting in February 2016, which will vote on the ratification of the acts of management of the Supervisory Board for the third completed financial year. The amount payable has been capped at €50,000.

The awards payable upon the revision of the system of Supervisory Board remuneration, derived under the previous arrangement for long-term variable remuneration from a base sum of €20.0 thousand variable as a function of earnings per share, totalled €848.5 thousand. The entitlements were paid to the Supervisory Board members upon registration of the amendment to the Articles of Association of TUI AG in Berlin and Hanover.

The chairman of the Supervisory Board receives three times the fixed and long-term variable remuneration of a regular member, the deputy chairwoman one and a half times. An additional fixed remuneration of €40.0 thousand is paid for membership of committees (with the exception of the Nomination Committee). Prior to the amendment of the Articles of Association, the members of the Presiding Committee and Audit Committee received a fixed compensation of €20.0 thousand. As in the past, the chairman of the Audit Committee receives three times the additional fixed remuneration.

Following the amendment of the Articles of Association, the members of the Supervisory Board and the committees receive a meeting fee of €1.0 thousand per meeting for participating in meetings as of financial year 2012/13.

The remuneration of the Supervisory Board for financial year 2012/13, in comparison with the prior year, broke down as follows:

Remuneration of the Supervisory Board

€ '000	2012/13	2011/12
Fixed remuneration	875.0	793.6
Short-term variable remuneration	93.1	348.4
Long-term variable remuneration	560.0	160.0
Remuneration for committee memberships	135.0	–
Total	1,663.1	1,302.0

In addition, travel and other expenses totalling €486.3 thousand (previous year: €443.2 thousand) were reimbursed. Total payments to the Supervisory Board members including reimbursements of travel and other expenses thus amounted to €2,149.4 thousand (previous year: €1,745.2 thousand), including the reimbursement of travel and other expenses.

Remuneration for individual Supervisory Board members for the Financial Year 2012/13

Tsd. €	Fixed	Short-term variable	Long-term variable	Remuneration for committee memberships	Total
Prof. Dr Klaus Mangold (Chairman)	150.0	16.4	80.0	15.0	261.4
Petra Gerstenkorn (Deputy Chairwomen)	75.0	8.2	40.0	11.0	134.2
Anass Hourir Alami	50.0	5.5	n/a	4.0	59.5
Andreas Barczewski	50.0	5.5	40.0	11.0	106.5
Arnd Dunse	50.0	5.5	40.0	9.0	104.5
Prof. Dr Edgar Ernst	50.0	5.5	120.0	9.0	184.5
Angelika Gifford	–	–	n/a	5.0	5.0
Frank Jakobi	50.0	5.5	40.0	11.0	106.5
Ingo Kronsfoth	50.0	5.5	40.0	9.0	104.5
Christian Kuhn (until 16 April 2013)	27.2	–	n/a	2.0	29.2
Mikhail Noskov	50.0	5.5	n/a	4.0	59.5
Michael Pönipp (since 17 April 2013)	22.8	2.5	n/a	2.0	27.3
Carmen Riu Güell	50.0	5.5	40.0	10.0	105.5
Anette Stempel	50.0	5.5	n/a	5.0	60.5
Christian Strenger	50.0	5.5	40.0	9.0	104.5
Ortwin Strubelt	50.0	5.5	40.0	9.0	104.5
Vladimir Yakushev	50.0	5.5	40.0	10.0	105.5
Total	875.0	93.1	560.0	135.0	1,663.1

In keeping with agreements with her employer, Ms Gifford refrained from claiming remuneration for her Supervisory Board mandate pursuant to section 18 of TUI AG's Articles of Association. Ms Gifford's travel and other expenses were reimbursed in financial year 2012/13.

The entitlements of the Supervisory Board members under the long-term remuneration arrangement are covered by a prorated provision.

Apart from the work performed by the employees' representatives pursuant to their contracts, the members of the Supervisory Board did not provide any personal services such as consultation or agency services for TUI AG or its subsidiaries in financial year 2012/13 and thus did not receive any remuneration.

List of shareholdings of TUI AG pursuant to section 285 (11) and (11a) of the German Commercial Code (HGB)

Consolidated related companies

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
AB Caller & Sons Ltd., Crawley		100	54.9	1,244	49	GBP
Abbey International Insurance PCC Limited (Absolut Cell), Malta ²		100	54.8			EUR
Absolut Holding Limited, Malta		99.9	54.8	2,751	14	EUR
Absolut Insurance Limited, Guernsey		100	54.9	9,698	- 100	GBP
Acampora Travel S.r.l., Sorrent		51	28	1,219	798	EUR
Active Safari Pty Ltd, West Leederville		100	32.9	1,890	- 176	AUD
Adehy Limited, Dublin		100	54.9	783	- 672	EUR
Adventure Center (First Choice) Inc, Emeryville, CA		100	32.9	- 1,571	- 22	USD
Adventure Tours Australia Group Pty Ltd, Wayville, SA		100	32.9	- 9,195	- 8,014	AUD
Adventures Worldwide Limited, Crawley		100	32.9	4,203	- 117	GBP
Africa Focus Tours Namibia Pty. Ltd., Windhoek		100	41.2	4,404	2,142	ZAR
Air Two Thousand (Ireland) Limited, Dublin		100	54.9	0	0	EUR
Alcor Yachting SA, Geneva		100	54.9	797	- 21	CHF
Alkor Yat Turizm Isletmacileri A.S., Izmir		99.7	54.7	- 1,977	- 83	TRY
Ambassador Tours S.A., Barcelona		100	54.9	- 657	- 10	EUR
Amber Nominee GP Limited, Crawley ²		100	54.9			EUR
American Holidays (NI) Limited, Belfast		100	54.9	430	0	GBP
Americas Rooms Holding Participacoes Ltda., Curitiba		100	54.9	25,295	- 41	BRL
AMP Management Ltd., Crawley		100	54.9	478	0	GBP
Antigua Charter Services, St. John's		100	54.9	6	153	USD
Apart Hotel Zarevo EOOD, Varna		100	54.9	9,940	1,332	BGN
Aragon Tours Limited, Crawley		100	54.9	0	0	GBP
Aran Travel International Limited, Dublin		100	54.9	- 55	0	EUR
Arccac Eurl, Bourg St. Maurice		100	54.9	194	- 59	EUR
AsiaRooms Business Services (Thailand) Co., Ltd, Bangkok		100	54.9	26,828	- 6,310	THB
Asiarooms Pte Ltd, Singapore		100	54.9	- 61,343	- 11,648	SGD
ATC African Travel Concept Pty. Ltd., Cape Town		100	41.2	19,523	3,654	ZAR
ATC Namibian Reflections Pty. Ltd., Cape Town		100	41.2	0	0	ZAR
Audio Tours and Travel of Hong Kong Limited, Kowloon		99	54.3	- 1,669	- 12	HKD
Australian Adventure Tours Pty Ltd, Sydney		100	32.9	78	- 101	AUD
Australian Sports Tours Pty Ltd, Ballarat, Victoria		100	54.9	1,106	0	AUD
BAL Trustee Limited, Crawley		100	54.9	0	0	GBP
B.D.S Destination Services Tours, Cairo		67	36.8	3,917	- 446	EGP
Beds on line SL, Palma de Mallorca		100	54.9	9,606	- 533	EUR
Berge & Meer Touristik GmbH, Rengsdorf*		100	54.9	2,996	0	EUR
Blue Scandinavia Holding AB, Stockholm		100	54.9	701,425	99,472	SEK
Blue Travel Partner Services S.A., Santo Domingo		99	54.3	650,776	36,545	DOP
Boomerang Reisen GmbH, Trier		100	41.2	549	435	EUR
Boomerang Reisen Vermögensverwaltungs GmbH, Trier		75	41.2	426	1,153	EUR
Brightspark Travel Inc, State of Delaware		100	54.9	67	- 246	USD
Britannia Airways Limited, Crawley		100	54.9	- 95	0	GBP
Britannia Sweden AB, Stockholm		100	54.9	385,094	75,000	SEK
C & C Yacht Management Limited, Cayman Islands		100	54.9	- 1,206	0	USD
Callers-Pegasus Pension Trustee Ltd., Crawley		100	54.9	0	0	GBP
Callers-Pegasus Travel Service Ltd., Crawley		100	54.9	1,564	0	GBP
Cassata Travel s.r.l., Cefalù (Palermo)		66	18.5	2	- 73	EUR
Cel Obert SL, Sant Joan de Caselles ¹¹		33	18.1	2,593	328	EUR
Cheqqr B.V., Rijswijk		100	54.9	1,889	0	EUR
CHS Tour Services GmbH, Innsbruck		100	54.9	1,550	310	GBP

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
CHS Tour Services Ltd, Crawley		100	54.9	265	53	GBP
Citirama Ltd., Quatre Bornes		100	28	20,259	3,564	MUR
Club Turavia SA de CV, Cancún		100	54.9	221,369	69,653	MXN
Connoisseur Belgium BVBA, Nieuwpoort		100	54.9	167	- 5	EUR
Corsair S.A., Rungis		100	54.9	- 45,863	- 60,929	EUR
Country Walkers, Inc., State of Delaware		100	32.9	5,097	75	USD
Crown Blue Line France SA, Castelnaudary		100	54.9	2,117	56	EUR
Crown Blue Line GmbH, Kleinzierlang		100	54.9	5,806	668	EUR
Crown Blue Line Limited, Crawley		100	54.9	11,147	21,906	GBP
Crown Holidays Limited, Crawley		100	54.9	21,317	490	GBP
Crown Travel Limited, Crawley		100	54.9	2,960	2,082	GBP
Crystal Holidays, Inc., Breckenridge		100	54.9	- 5,718	18,382	USD
Crystal Holidays Ltd., Crawley		100	54.9	2,703	0	GBP
Crystal International Travel Group Ltd., Crawley		100	54.9	24	0	GBP
Discover Australian Adventures Pty Ltd, Wayville, SA		100	32.9	- 25	35	AUD
EAC Activity Camps Limited, Edinburgh		100	54.9	58	2	GBP
EAC Language Centres (UK) Limited, Edinburgh		100	54.9	- 2,897	- 1,828	GBP
EAC Language Centres (US) Limited, Delaware		100	54.9	- 8	104	USD
Easy Market S.p.A., Rimini		100	54.9	2,074	- 79	EUR
Educateurs Limited, Mississauga, Ontario		100	54.9	966	670	CAD
Edwin Doran (UK) Limited, Crawley		100	54.9	0	0	GBP
EEFC, Inc., State of Delaware		100	54.9	9,313	- 386	USD
ELC English Limited, Crawley		100	54.9	1,769	- 6,787	GBP
Elena SL, Palma de Mallorca		100	54.9	4,163	- 43	EUR
Emerald Star Limited, Dublin		100	54.9	2,228	- 394	EUR
Entreprises Hotelières et Touristiques PALADIEN Lena Mary S.A., Argolis		100	54.9	3,250	0	EUR
Event Logistics International Limited, Crawley		100	54.9	60	9	GBP
Event Logistics (UK) Limited, Crawley		100	54.9	60	7	GBP
Events International Limited, Crawley		100	54.9	1,725	476	GBP
Events International (Sports Travel) Limited, Crawley		100	54.9	108	38	GBP
Exodus Travels Limited, Crawley		100	32.9	8,771	2,813	GBP
Expediciones Amazonicas, S.A.C., Iquitos		100	54.9	- 333	- 334	USD
Explorers Travel Club Limited, Crawley		100	54.9	2,277	643	GBP
Falcon Leisure Group (Overseas) Limited, Crawley		100	54.9	21,220	- 2,310	GBP
Fanatics Sports & Party Tours UK Limited, Crawley		100	54.9	1,151	234	GBP
Fanatics Sports and Party Tours PTY Limited, Banksia		100	54.9	0	0	AUD
FanFirm Pty Ltd, Banksia		100	54.9	18,386	- 659	AUD
Fantravel.com, Inc., Wilmington		100	54.9	- 346	- 346	USD
FC Expeditions Canada, Inc., British Columbia		100	54.9	- 72	0	CAD
First Choice Airways Limited, Crawley		100	54.9	0	18,000	GBP
First Choice Aviation Limited, Crawley		100	54.9	26	326	GBP
First Choice (Euro) Limited, Crawley		100	54.9	5,823	12,764	GBP
First Choice Expedition Cruising Limited, Crawley		100	54.9	- 1,496	0	GBP
First Choice Expeditions, Inc., State of Delaware		100	54.9	77,943	- 1,922	USD
First Choice Holdings Australia Pty Ltd, Melbourne		100	32.9	44,439	0	AUD
First Choice Holdings, Inc., Delaware		100	54.9	133,497	- 9,601	USD
First Choice Holiday Hypermarkets Limited, Crawley		100	54.9	44,706	2,599	GBP
First Choice Holidays & Flights Limited, Crawley		100	54.9	9,367	8,348	GBP
First Choice Holidays Finance Limited, Crawley		100	54.9	73,175	109,744	GBP
First Choice Holidays Limited, Crawley		100	54.9	877,061	449,440	GBP
First Choice Holidays Quest Limited, Crawley		100	54.9	0	0	GBP
First Choice Investments LLC, Wilmington		100	54.9	12,632	0	USD
First Choice Land (Ireland) Limited, Dublin		100	54.9	56	408	EUR

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
First Choice Leisure Limited, Crawley		100	54.9	11,105	20,967	GBP
First Choice Marine (BVI) Ltd, British Virgin Islands		100	54.9	- 4,148	- 14	USD
First Choice Marine Limited, Crawley		100	54.9	- 7,540	- 4,653	GBP
First Choice Marine (Malaysia) Snd Bhd, Malaysia		100	54.9	59	185	MYR
First Choice Office Services Limited, Crawley		100	54.9	4,774	496	GBP
First Choice Olympic Limited, Crawley		100	54.9	- 451	0	GBP
First Choice Orlando, Inc., State of Delaware		100	54.9	4,338	1	USD
First Choice Overseas Holding BV, Amsterdam		100	54.9	24,576	0	EUR
First Choice Overseas Holdings Limited, Crawley		100	54.9	- 54,903	- 1,539	GBP
First Choice Overseas Limited, Limassol		100	54.9	24,377	0	GBP
First Choice Retail Limited, Crawley		100	54.9	0	0	GBP
First Choice Sailing, Inc. (USA) (also known as Sunsail, Inc.), State of Delaware		100	54.9	11,753	2,395	USD
First Choice Spain Limited, Crawley		100	54.9	18,725	0	GBP
First Choice Travel Shops Limited, Crawley		100	54.9	15,532	903	GBP
First Choice Travel Shops (SW) Limited, Crawley		100	54.9	961	56	GBP
First Choice (Turkey) Limited, Crawley		100	54.9	5,939	401	EUR
First Choice, Unijet & Air 2000 Limited, Crawley		100	54.9	0	0	GBP
First Choice USA, Crawley		100	54.9	69,161	40,744	USD
FOX-TOURS Reisen GmbH, Rengsdorf*		100	54.9	51	0	EUR
Franccotel Limited, Crawley		100	54.9	0	0	GBP
Fritidsresor AB, Stockholm		100	54.9	1,534,270	311,684	SEK
Fritidsresor Holding Spain S.A.U., San Bartolomé de Tirajana		100	54.9	32,659	- 44	EUR
Fritidsresor Ltd., Crawley		100	54.9	0	0	GBP
Fritidsresor Tours & Travels India Pvt Ltd, Bardez, Goa		100	54.9	600	- 202	INR
GeBeCo Gesellschaft für internationale Begegnung und Cooperation mbH & Co. KG, Kiel**		50.1	27.5	4,603	**	EUR
GEI-Moorings, LLC, State of Delaware		100	54.9	0	0	USD
Germanair Flugzeug Leasing GmbH, Hamburg*		100	54.9	6,000	0	EUR
Great Atlantic Sports Travel, Inc, Virginia Beach		75	41.2	1,443	- 1,433	USD
Groupement Touristique International S.A.S., Lille		100	54.9	1,141	342	EUR
Gulliver Rent-A-Car d.o.o., Cavtat		100	38.4	- 1,884	- 212	HRK
Gulliver Travel d.o.o., Dubrovnik		70	38.4	2,809	2,891	HRK
Gullivers Group Limited, Crawley		100	54.9	354	0	GBP
Gullivers Sports Travel Limited, Crawley		100	54.9	8,077	- 1,195	GBP
Hannibal Tour SA, Tunis		100	54.9	56	148	TND
Hapag-Lloyd Executive GmbH, Hanover*		100	54.9	25	0	EUR
Hayes & Jarvis (Travel) Limited, Crawley		100	54.9	9,950	6,613	GBP
Headwater Holidays Limited, Crawley		100	32.9	3,530	603	GBP
Hellenic Sailing Holidays SA, Athens		100	54.9	4,725	- 694	EUR
Hellenic Sailing SA, Athens		100	54.9	- 6	- 24	EUR
Holiday Hypermarkets (2000) Limited, Crawley		100	54.9	28,670	2,097	GBP
Holidays Services S.A., Agadir		100	54.9	35,000	5,518	MAD
Horizon Holidays Ltd., Crawley		100	54.9	4,571	0	GBP
Horizon Midlands (Properties) Ltd., Crawley		100	54.9	- 9,107	- 213	GBP
Hotel Restaurant Les Trois Vallées SAS, Courchevel 1850, Savoie		100	54.9	1,214	57	EUR
Hotelbeds Accommodation & Destination Services – Hawaii & Pacific Islands, Inc, State of Delaware		100	54.9	5,282	2,293	USD
Hotelbeds Costa Rica SA, San José		100	54.9	- 213,120	- 256,020	CRC
Hotelbeds Dominicana SA, Santo Domingo		100	54.9	821,599	97,115	DOP
Hotelbeds Hong Kong Limited, Kowloon		100	54.9	8,036	3,261	HKD
Hotelbeds Product SLU, Puerto de la Cruz, Teneriffa		100	54.9	24,107	16,685	EUR
Hotelbeds (Shanghai) Commercial Services Co., Limited, Shanghai		100	54.9	- 3,595	- 9,659	CNY

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Hotelbeds, S.L.U., Palma de Mallorca		100	54.9	13,590	4,366	EUR
Hotelbeds Spain, S.L.U., Palma de Mallorca		100	54.9	68,574	10,997	EUR
Hotelbeds Technology SLU, Palma de Mallorca		100	54.9	20,073	- 280	EUR
Hotelbeds (Thailand) Limited, Bangkok		100	54.9	288,684	- 30,717	THB
Hotelbeds UK Limited, Crawley		100	54.9	6,958	2,376	GBP
Hotelbeds USA Inc, Orlando		100	54.9	20,911	12,266	USD
Hotelopia SL, Palma de Mallorca		100	54.9	212	- 17	EUR
Hotels London Ltd, Crawley		100	54.9	- 906	0	GBP
Hurricane Hole Hotel Ltd, St. Lucia		100	54.9	- 499	26	USD
I TO I INTERNATIONAL PROJECTS LTD, Crawley		100	54.9	642	44	GBP
I Viaggi del Turchese S.r.l., Fidenza		100	54.9	13,496	- 2,131	EUR
iExplore, Inc., Chicago		100	54.9	- 1,117	- 320	USD
iExplore Limited, Crawley		100	54.9	0	0	GBP
Imperial Cruising Company SARL, Heliopolis-Cairo		90	49.4	3,661	359	USD
Inter Hotel SARL, Tunis		100	54.9	2,730	- 94	TND
Intercruises Shoreside & Port Services Canada Inc., Quebec		100	54.9	5,774	727	CAD
Intercruises Shoreside & Port Services, Inc., State of Delaware		100	54.9	22,686	448	USD
Intercruises Shoreside & Port Services PTY LTD, Stanmore NSW		100	54.9	3,471	665	AUD
Intercruises Shoreside & Port Services Sam, Monaco		100	54.9	- 495	- 423	EUR
Intercruises Shoreside & Port Services S.a.r.l., Paris		100	54.9	382	- 175	EUR
Intercruises Shoreside & Port Services, SLU, Barcelona		100	54.9	14,732	- 59	EUR
International Expeditions, Inc., State of Delaware		100	54.9	1,084	376	USD
Interspecialists, SLU, Palma de Mallorca		100	54.9	809	- 1,484	EUR
Intrav, Inc., State of Delaware		100	54.9	18,933	- 356	USD
Intrepid Adventures Limited, Wiltshire		100	32.9	5	0	GBP
Intrepid Andes S.A.C., Cusco		100	32.9	224	- 14	USD
Intrepid Bundu (Pty) Ltd, Roodeport		72	23.7	2,290	1,062	ZAR
Intrepid (Cambodia) CO. LTD, Siem Reap		100	32.9	434	201	USD
Intrepid Connections PTY LTD, Winnellie		100	32.9	- 1,034	- 320	AUD
Intrepid Guerba Tanzania Limited, Arusha ²		100	32.9			EUR
Intrepid HK Limited, Hong Kong ²		100	32.9			EUR
Intrepid Holdings (Thailand) Limited, Bangkok		49	16.1	8,251	0	THB
Intrepid Marrakech SARL, Marrakech		100	32.9	17,123	5,609	MAD
Intrepid Tours and Travel India Private Ltd, New-Delhi		100	32.9	5,837	3,547	INR
Intrepid Travel Australia Pty Ltd, Fitzroy, VIC		100	32.9	547	488	AUD
Intrepid Travel Beijing Co. Ltd, Beijing		100	32.9	5,953	563	CNY
Intrepid Travel Cairo, Cairo		100	32.9	4,239	1,120	EGP
Intrepid Travel GmbH, Holzkirchen		100	32.9	90	73	EUR
Intrepid Travel Inc, Vancouver ²		95	31.3			EUR
Intrepid Travel Incorporated, Venice, CA ²		100	32.9			EUR
Intrepid Travel New Zealand Limited, Auckland		100	32.9	215	40	NZD
Intrepid Travel Pty Ltd, Fitzroy VIC		100	32.9	17,317	3,157	AUD
Intrepid Travel SA (Pty) Ltd, Summerveld ²		100	32.9	0		EUR
Intrepid Travel UK Limited, Crawley		100	32.9	59	- 26	GBP
Intrepid US, Inc., Wilmington		99.2	32.7	- 580	162	USD
Isango India Private Limited, New-Delhi		99.9	54.8	32,937	5,430	INR
Isango! Limited, Crawley		100	54.9	- 2,245	- 417	GBP
Itaria Limited, Nicosia ²		100	54.9			EUR
i-To-i, Inc., Los Angeles		100	54.9	- 438	- 199	USD
i-To-i Placements Limited, Carrick-on-Suir		100	54.9	74	- 7	EUR
i-To-i PTY Ltd., Sydney		100	54.9	- 477	- 415	AUD
i-To-i UK Limited, Crawley		100	54.9	5,197	653	GBP
JBS Group, Inc., Pasadena		100	54.9	1,003	933	USD

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
JetAir N.V., Oostende		100	54.9	142,749	37,696	EUR
Jetair Real Estate N.V., Brussels		100	54.9	7,339	- 235	EUR
Jetair Travel Distribution N.V., Oostende		100	54.9	328	58	EUR
Jetaircenter N.V., Mechelen		100	54.9	14,523	729	EUR
Jetsave International Ltd., Crawley		100	54.9	134	0	GBP
JNB (Bristol) Limited, Crawley		100	54.9	16,415	- 152	GBP
Journeys Adventure Travel Limited, Rangun ²		60	19.8			USD
JWT Holidays Limited, Crawley		100	54.9	0	0	GBP
Kilquade Limited, Dublin		100	54.9	653	0	EUR
Kras B.V., Ammerzoden		100	54.9	17,789	4,559	EUR
Label Tour EURL, Montreuil		100	54.9	1,722	- 92	EUR
Lapter Eurl, Macot La Plagne		100	54.9	693	23	EUR
Late Rooms Limited, Crawley		100	54.9	19,464	362	GBP
Late Rooms Services Australia PTY LTD, Dawes Point		100	54.9	96	3	AUD
LateRooms Group Holding (Brazil) Limited, Crawley		100	54.9	7,751	0	GBP
LateRooms Group Holding Limited, Crawley		100	54.9	9,851	15,000	GBP
LateRooms Group Holding (UK) Limited, Crawley		100	54.9	2,001	15,000	GBP
Le Boat Netherlands B.V., Rotterdam		100	54.9	205	7	EUR
Le Piolet SCI, St Martin de Belleville, Savoie		100	54.9	1,064	37	EUR
Leibniz-Service GmbH, Hanover		100	54.9	247,200	51,297	EUR
Leisure International Airways Limited, Crawley		100	54.9	0	0	GBP
Les Tours Jumpstreet Tours, Inc., Montreal		100	54.9	7,177	451	CAD
Liberate SLU, Palma de Mallorca		100	54.9	626	- 204	EUR
Lima Tours S.A.C., Lima		100	54.9	6,822	1,632	USD
Lincoln Travel Ltd., Crawley		100	54.9	215	0	GBP
Lirotel SARL, Turin		100	54.9	8	0	EUR
Lodges & Mountain Hotels SARL, Notre Dame de Bellecombe, Savoie		100	54.9	- 2,260	- 2,839	EUR
l'tur tourismus Aktiengesellschaft, Baden-Baden *		70	38.4	758	*	EUR
Lunn Poly (Jersey) Ltd., St. Helier		100	54.9	485	80	GBP
Lunn Poly Ltd., Crawley		100	54.9	33,810	0	GBP
Lusomice, Unipessoal Lda., Lisbon		100	54.9	- 204	- 188	EUR
Magic Life Egypt for Hotels LLC, South Nabq		100	54.9	- 9,686	- 15,512	EGP
Magic Life Greece S.A., Athens		100	54.9	- 2,917	- 1,506	EUR
Magic Life Tunisie S.A., Tunis		100	54.9	- 7,080	- 11,440	TND
Magic Tourism International S.A., Tunis		100	54.9	40	- 3	TND
Mala Pronta Viagens e Turismo Ltda., Curitiba		93.3	51.2	- 7,007	- 7,454	BRL
Manahe Ltd., Quatre Bornes		51	28	65,238	11,723	MUR
Manchester Academy Holdings Limited, Crawley		100	54.9	61	3,524	GBP
Manchester Academy Teacher Training (UK) Limited, Crawley		100	54.9	1	1	GBP
Manchester Academy Tours Limited, Crawley		100	54.9	535	124	GBP
Mango Event Management Limited, Crawley		100	54.9	- 116	0	GBP
Manufacturer's Serialnumber 852 Limited, Dublin		100	54.9	16,113	113	USD
Marina Travel Limited, Dublin		100	54.9	- 144	0	EUR
Mariner International Asia Limited, Hong Kong		100	54.9	1,551	1,360	HKD
Mariner International Travel, Inc., State of Delaware		100	54.9	- 30,352	1,059	USD
Mariner Operations USA Inc, State of Delaware		100	54.9	3,433	- 283	USD
Mariner Travel GmbH, Bad Vilbel		100	54.9	145	- 119	EUR
Mariner Travel SARL, Paris		100	54.9	2,996	262	EUR
Mariner Yacht Services SA, Le Marin		100	54.9	- 689	- 1,112	EUR
Master-Yachting GmbH, Eibelstadt *		100	54.9	443	0	EUR
Maxi Yen SL, Palma de Mallorca		100	54.9	- 3,710	- 258	EUR
Medico Flugreisen GmbH, Baden-Baden *		100	38.4	128	0	EUR
Meetings & Events International Limited, Crawley		100	54.9	7	2	GBP

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Meetings & Events Spain S.L.U., Palma de Mallorca		100	54.9	- 860	- 1,222	EUR
Meetings & Events UK Limited, Crawley		100	54.9	- 86	- 130	GBP
Meon (Holdings) Limited, Crawley		100	54.9	1,219	766	GBP
Meon Travel Limited, Crawley		100	54.9	849	508	GBP
MicronNexus GmbH, Hamburg *		100	54.9	462	0	EUR
Molay Travel SARL, Molay-Littry, Calvados		100	54.9	161	- 6	EUR
Molay Travel SCI, Molay-Littry, Calvados		100	54.9	358	- 31	EUR
Mont Charvin Ski SARL, Paris		100	54.9	- 6	0	GBP
Moorings Grenadines Ltd., St. Vincent and Grenadines		100	54.9	- 1,803	- 151	USD
Moorings Mexico SA de CV, La Paz		100	54.9	- 2,077	- 536	USD
Moorings (Seychelles) Limited, Mahé		100	54.9	- 2,242	- 516	USD
Moorings Yachting SAS, Paris		100	54.9	- 2,654	- 787	EUR
Moorings Yat Isletmecilgi Turizm Ve Tic Ltd, Mugla		100	54.9	- 4,677	2,437	EUR
MyPlanet Holding A/S, Holstebro		100	54.9	139,302	- 41	DKK
MyPlanet International A/S, Holstebro		90	49.4	118	- 6,541	DKK
MyPlanet Sweden AB, Gothenburg		100	49.4	6,120	- 12	SEK
Nazar Nordic AB, Malmö		100	54.9	117,047	43,053	SEK
Nordotel S.A.U., San Bartolomé de Tirajana		100	54.9	65,752	- 781	EUR
Nouvelles Frontières Senegal S.R.L., Dakar		95	52.1	664	55	EUR
Ocean College LLC, Sharm el Sheikh		90	49.4	9,147	189	EGP
Ocean Technical LLC, Cairo		100	53.8	3,178	583	EGP
Ocean Ventures for Hotels and Tourism Services SAE, Sharm el Sheikh		98	53.7	- 7,833	- 12	EGP
Olympic Holidays Limited, Crawley		100	54.9	- 4,800	0	GBP
Olympic Vacations Limited, Crawley		100	54.9	1,472	0	GBP
Orion Airways Ltd., Crawley		100	54.9	- 388	- 156	GBP
Orion Airways Pension Trustees Ltd., Crawley		100	54.9	0	0	GBP
Owners Abroad España, S.A., Las Palmas		100	54.9	3,770	0	EUR
Oy Finnmatkat AB, Helsinki		100	54.9	33,787	2,555	EUR
Pacific World (Beijing) Travel Agency Co., Ltd., Beijing		100	54.9	0	0	CNY
Pacific World Destination East Sdn. Bhd., Penang ^u		30	16.5	33,134	3,443	MYR
Pacific World Meetings & Events Hellas Travel Limited, Athens		100	54.9	- 671	- 318	EUR
Pacific World Meetings & Events Hong Kong, Limited, Hong Kong ^z		100	54.9			HKD
Pacific World Meetings & Events Singapore Pte. Ltd, Singapore		100	54.9	163	- 666	SGD
Pacific World Meetings & Events (Thailand) Limited, Bangkok ^u		49	26.9	- 10,846	- 10,293	THB
Pacific World (Shanghai) Travel Agency Co. Limited, Shanghai ^z		100	54.9	0		GBP
Pacific World Singapore Pte Limited, Singapore		100	54.9	- 8,757	- 14,275	SGD
Paradise Hotels Management Company LLC, Cairo		100	54.9	3,140	38	EGP
Pasion, Excelencia, Aventura, Y Konocimiento Ecuador Travepasion S.A. (Trading as PEAK Ecuador), Quito		100	32.9	76	120	USD
PATS N.V., Oostende		100	54.9	693	- 37	EUR
Peak Adventure Financing Pty Ltd, Melbourne		100	32.9	- 17,092	- 11,134	AUD
Peak Adventure Travel Group Limited, Fitzroy Victoria		60	32.9	176,892	7,888	AUD
PEAK Adventure Travel (Malaysia) SDN BHD, Kota Kinabalu		100	32.9	1,346	749	MYR
Peak Adventure Travel Turizm ve Seyahat Anonim Sirketi, Istanbul ^z		100	32.9			TRY
PEAK Adventure Travel (UK) Limited, Crawley		100	32.9	14	2	GBP
Peak Adventure Travel USA Inc, Wilmington		100	32.9	3,975	0	USD
PEAK DMC North America Inc, Santa Rosa, CA		100	32.9	- 455	- 1,231	USD
PEAK (East Africa) Limited, Nairobi		100	32.9	156,040	53,747	KES
PEAK South America S.A.C., Lima		100	32.9	542	16	USD
Peregrine Adventures Pty Ltd, Melbourne		100	32.9	5,757	1,800	AUD
Peregrine Tours Ltd, Crawley		100	32.9	329	- 121	GBP
Petit Palais Srl, Valtourneche		100	54.9	2,447	162	EUR

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Platinum Event Travel Limited, Crawley		100	54.9	61	30	GBP
Port Philip Group Ltd., Crawley		100	54.9	5,873	0	GBP
Porter and Haylett Limited, Crawley		100	54.9	22,008	- 1,275	GBP
Portland Holidays Direct Ltd., Crawley		100	54.9	0	0	GBP
Portland Holidays Ltd., Crawley		100	54.9	600	0	GBP
Portland Travel Ltd., Crawley		100	54.9	- 108	0	GBP
Premier Holidays Afloat Limited, Dublin		100	54.9	300	0	EUR
Premiere International Corp, Gardena		100	32.9	975	- 6	USD
Prestige Boating Holidays Limited, Dublin		100	54.9	114	- 10	EUR
Professor Kohts Vei 108 AS, Stabekk		100	54.9	2,457	1,550	NOK
ProTel Gesellschaft für Kommunikation mbH, Rengsdorf*		100	54.9	143	0	EUR
PT. Pacific World Nusantara, Bali		100	54.9	- 8,729,632	- 2,555,479	IDR
Quark Expeditions, Inc., State of Delaware		100	54.9	1,530	- 4,160	USD
Real Travel Ltd, Crawley		100	54.9	- 568	- 445	GBP
Real Travel Pty Ltd, Melbourne		100	54.9	499	- 75	AUD
Revoli Star SA, San Bartolomé de Tirajana		100	54.9	2,984	319	EUR
Royal Tours Travel Center Luxembourg S.A., Oostende		100	54.9	- 634	- 17	EUR
Sawadee Amsterdam BV, Amsterdam		100	32.9	2,514	200	EUR
SERAC Travel GmbH, Zermatt		100	54.9	- 311	74	CHF
Simply Travel Holdings Ltd., Crawley		100	54.9	- 90	2,005	GBP
Sir Henry Lunn Ltd., Crawley		100	54.9	0	0	GBP
Ski Bound Limited, Crawley		100	54.9	- 7,002	- 5,648	GBP
Skibound France SARL, Notre Dame de Bellecombe		100	54.9	- 2,193	- 12	EUR
Skibound Holidays Limited, Crawley		100	54.9	335	0	GBP
Sky Tours Ltd., Crawley		100	54.9	20	0	GBP
Skylerphonic Ltd., George Town ^{SPE}		0	0	0	0	USD
Skymead Leasing Ltd., Crawley		100	54.9	- 1,125	- 618	GBP
Société d'Exploitation du Paladien Marrakech SA, Marrakech		100	54.9	- 65	0	EUR
Société d'Investissement Aérien S.A., Casablanca		100	54.9	- 328,947	155,987	MAD
Société d'Investissement et d'Exploration du Paladien de Calcatoggio (SIEPAC), Montreuil		100	54.9	2,866	58	EUR
Société d'investissement hotelier Almoravides S.A., Marrakech		100	54.9	- 11,397	- 935	MAD
Société Marocaine pour le Developpement des Transports Touristiques S.A., Agadir		100	54.9	29,562	5,764	MAD
Something Special Holidays Ltd., Crawley		100	54.9	421	0	GBP
Sons of South Sinai for Tourism Services and Supplies SAE, Sharm el Sheikh		84.1	45.8	- 3,392	- 127	EGP
Sovereign Tour Operations Limited, Crawley		100	54.9	- 363,448	- 264,890	GBP
Specialist Holiday Group Ireland Ltd., Dublin		100	54.9	23,947	- 496	EUR
Specialist Holidays Contracting Ltd., Crawley		100	54.9	1,982	81	GBP
Specialist Holidays Group Ltd., Crawley		100	54.9	8,646	0	GBP
Specialist Holidays, Inc., Mississauga, Ontario		100	54.9	89	55	USD
Specialist Holidays Ltd., Crawley		100	54.9	4,163	32	GBP
Specialist Holidays (Travel) Limited, Crawley		100	54.9	9,953	5,794	GBP
SplashLine Event und Vermarktungs GmbH, Vienna		100	54.9	1,707	416	EUR
Sport Abroad (UK) Limited, Crawley		100	54.9	- 949	- 373	GBP
Sports Events Travel Limited, Crawley		100	54.9	0	0	GBP
Sports Executive Travel Limited, Crawley		100	54.9	0	0	GBP
Sportsworld (Beijing) Sports Management Consulting Limited Company, Beijing		70	38.4	3,326	0	CNY
Sportsworld Group Limited, Crawley		100	54.9	- 1,796	2,758	GBP
Sportsworld Holdings Limited, Crawley		100	54.9	7,555	42	GBP
Sportsworld Pacific PTY Limited, North Sydney		100	54.9	- 58	0	AUD
Star Club SA, San Bartolomé de Tirajana		100	54.9	2,845	158	EUR
Star Tour A/S, Copenhagen		100	54.9	131,309	65,416	DKK

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Star Tour Holding A/S, Copenhagen		100	54.9	9,636	236	DKK
Star Tour of Scandinavia Ltd., Crawley		100	54.9	- 181	0	GBP
Startour-Stjernereiser AS, Stabekk		100	54.9	93,549	91,534	NOK
Student City S.a.r.l., Paris		100	54.9	- 349	- 334	EUR
Student City Travel Limited, Crawley		100	54.9	408	3	GBP
Student Skiing Limited, Crawley		100	54.9	2,796	2,486	GBP
Student Skiing Transport Limited, Crawley		100	54.9	0	0	GBP
Studentcity.com, Inc., State of Delaware		100	54.9	7,752	- 553	USD
Summer Times International Ltd., Quatre Bornes		100	28			MUR
Summer Times Ltd., Quatre Bornes		100	28	924	- 361	MUR
Summit Professional Services (Private) Limited, Nugegoda ²		100	32.9			LKR
Suncars Limited, Crawley		100	54.9	89	42	GBP
Sunquest Holidays (UK) Limited, Crawley		100	54.9	2,161	0	GBP
Sunsail Adriatic d.o.o., Split		100	54.9	- 7,742	51,590	HRK
Sunsail (Antigua) Limited, Antigua		100	54.9	- 830	- 4	USD
Sunsail (Australia) Pty Ltd, Hamilton Island, Queensland		100	54.9	- 4,101	- 657	AUD
Sunsail Hellas MEPE, Athens		100	54.9	- 516	- 178	EUR
Sunsail International B.V., Rotterdam		100	54.9	1,720	104	EUR
Sunsail Limited, Crawley		100	54.9	- 22,857	- 6,612	GBP
Sunsail SAS, Castelnaudary		100	54.9	- 18,271	2,274	EUR
Sunsail (Seychelles) Limited, Mahé		100	54.9	- 43,042	4,157	SCR
Sunsail (Thailand) Company Ltd, Phuket ⁴		30	16.5	- 80,474	- 24,680	THB
Sunsail Worldwide Sailing Limited, Crawley		100	54.9	11,727	- 2,470	GBP
Sunsail Worldwide Sailing St. Vincent Limited, St. Vincent and Grenadines		100	54.9	- 1,045	1,055	USD
Sunshine Cruises Limited, Crawley		100	54.9	34,802	- 1,297	GBP
Tantur Turizm Seyahat A.S., Istanbul		100	54.9	47,854	10,358	EUR
TCS & Starquest Expeditions, Inc., Seattle		100	54.9	21,997	12,306	USD
TCS Expeditions, Inc., State of Delaware		100	54.9	914	- 236	USD
TCV Touristik-Computerverwaltungs GmbH, Baden-Baden [*]		100	38.4	102	0	EUR
Team Lincoln Ltd., Crawley		100	54.9	- 5,011	0	GBP
Team Travel Ltd., Crawley		100	54.9	158	0	GBP
Teamlink Travel Limited, Crawley		100	54.9	0	0	GBP
Tec4Jets B.V., Rijswijk ZH		100	54.9	163	39	EUR
Tec4Jets NV, Oostende		100	54.9	3,197	1,207	EUR
The English Language Centre York Limited, York		100	54.9	38	- 6	GBP
The Imaginative Traveller Australia Pty Limited, Melbourne		100	32.9	- 139	119	AUD
The Imaginative Traveller Limited, Crawley		100	32.9	- 78	- 53	GBP
The International Academy Ltd., Crawley		100	54.9	5,455	18	GBP
The Magic of Travel Ltd., Crawley		100	54.9	150	0	GBP
The Magic Travel Group (Holidays) Ltd., Crawley		100	54.9	50	0	GBP
The Magic Travel Group Ltd., Crawley		100	54.9	150	0	GBP
The Moorings (Bahamas) Ltd, Nassau		100	54.9	2,005	- 269	USD
The Moorings Belize Limited, Belize City		100	54.9	3,286	257	USD
The Moorings d.o.o., Split		100	54.9	548	- 402	EUR
The Moorings Limited, British Virgin Islands		100	54.9	35,938	- 433	USD
The Moorings Sailing Holidays Limited, Crawley		100	54.9	1,044	93	GBP
The Moorings SAS, Utoroa, Raiatea		100	54.9	1,227	- 388	USD
The Moorings (St. Lucia) LTD, St. Lucia		100	54.9	- 4,230	- 464	USD
TheFirstResort Limited, Crawley		100	54.9	7,365	0	GBP
TheFirstResort Operations Limited, Crawley		100	54.9	70	3	GBP
THG Holidays Limited, Crawley		100	54.9	2	0	GBP
Thomson Air Limited, Crawley		100	54.9	0	0	GBP
Thomson Airways Limited, Crawley		100	54.9	759,000	169,000	GBP

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Thomson Airways (Services) Limited, Crawley		100	54.9	0	0	GBP
Thomson Airways Trustee Limited, Crawley		100	54.9	0	0	GBP
Thomson Holidays Ltd., Crawley		100	54.9	0	0	GBP
Thomson Holidays Ltd. (Ireland), Dublin		100	54.9	0	0	EUR
Thomson Holidays Services, Inc., Orlando		100	54.9	133	5	GBP
Thomson Overseas Services Ltd., Crawley		100	54.9	26	0	GBP
Thomson Reisen GmbH, St. Johann		100	54.9	- 1,110	57	EUR
Thomson Services Ltd., St. Peter Port/ Guernsey		100	54.9	32	23	GBP
Thomson Sport (UK) Limited, Crawley		100	54.9	- 2,915	- 2,045	GBP
Thomson Travel Group (Holdings) Ltd., Crawley		100	54.9	- 207,000	- 13,000	GBP
Thomson Travel Holdings SA, Luxembourg		100	54.9	420,475	- 16	GBP
Thomson Travel International Ltd., Crawley		100	54.9	- 9	0	GBP
Thomson Travel International SA, Luxembourg		100	54.9	318,071	67	GBP
Thomson Viagens e Turismo Lda., Lisbon		100	54.9	67	17	GBP
Thomsonfly Limited, Crawley		100	54.9	0	0	GBP
TICS GmbH Touristische Internet und Call Center Services, Baden-Baden *		100	38.4	25	0	EUR
Tigdiv Eurl, Tignes		100	54.9	530	146	EUR
TKJ Pty Limited, Perth		100	32.9	388	0	AUD
TLT Reisebüro GmbH, Hanover		100	54.9	10,526	33	EUR
Tolkien Limited, British Virgin Islands		100	54.9	6,096	0	GBP
Transfar - Agencia de Viagens e Turismo Lda., Faro		99.9	54.8	22,302	482	EUR
TRAVCOA Corporation, State of Delaware		100	54.9	13,878	438	USD
Travel Choice Limited, Crawley		100	54.9	8,104	0	GBP
Travel Class Holdings Limited, Crawley		100	54.9	1,386	286	GBP
Travel Class Limited, Crawley		100	54.9	697	- 566	GBP
Travel Class Transport Limited, Crawley		100	54.9	24	0	GBP
Travel Contracting Limited, Crawley		100	54.9	0	0	GBP
Travel Partner Bulgaria EOOD, Varna		100	54.9	11,980	- 495	BGN
Travel Scot World Limited, Crawley		100	54.9	1,812	489	GBP
Travel Sense A/S, Copenhagen		100	54.9	- 1,683	- 2,058	DKK
Travel Services Europe Spain SL, Barcelona		100	54.9	- 9	- 26	EUR
Travel Turf, Inc., Allentown		100	54.9	3,171	1,978	USD
travel-Ba.Sys GmbH & Co KG, Mülheim an der Ruhr		83.5	45.8	1,500	**	EUR
Travelbound European Tours Limited, Crawley		100	54.9	700	0	GBP
Travelmood Limited, Crawley		100	54.9	- 6,823	1,106	GBP
Treasure Isle Yacht Charter Ltd, British Virgin Islands		100	54.9	0	0	USD
Trek America Travel Limited, Crawley		100	32.9	3,802	539	GBP
Trek Investco Limited, Crawley		100	32.9	21,279	- 509	GBP
Trina Group Limited, Crawley		100	54.9	- 15,193	11,982	GBP
Tropical Places Ltd., Crawley		100	54.9	6	0	GBP
TT Enterprises Private Ltd, Chennai		100	54.9	- 31,512	- 41,027	INR
TT Hotels Turkey Otel Hizmetleri Turizm ve ticaret Anonim Sirketi, Istanbul		100	54.9	12,707	- 30,687	TRY
TT International Software Services LLC, - ^u		49	26.9	- 961	- 444	AED
TT Services AB, Stockholm		90	49.4	1,801	- 386	SEK
TT Services Kiribati Ltd, South Tarawa		100	54.9	- 59	- 11	AUD
TT Services Nauru Ltd, Yaren		100	54.9	- 63	- 23	AUD
TT Services New Zealand Ltd, Auckland		100	54.9	589	- 267	NZD
TT Services Samoa Ltd, Apia		100	54.9	- 71	- 33	WST
TT Services Vanuatu Ltd, Port Vila		100	54.9	- 3,114	- 2,326	VUV
TT Visa Outsourcing Limited, Crawley		100	54.9	0	0	GBP
TT Visa Services, Inc., Wilmington DE		100	54.9	48	48	USD
TT Visa Services Limited, Crawley		100	54.9	- 83	- 83	GBP

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
TT Visa Services Pte Limited, Singapore		100	54.9	- 1,243	- 1,243	SGD
TTG (No. 14), Dublin		100	54.9	0	0	EUR
TTG (No. 2) Ltd., Crawley		100	54.9	443	0	GBP
TTS Consultancy Services Private Ltd, -		76	41.7	4,512	12	INR
TTSS Limited, Crawley		100	54.9	4,916	778	GBP
TTSS Transportation Limited, Crawley		100	54.9	472	0	GBP
TUI Airlines Belgium N.V., Oostende		100	54.9	23,963	3,569	EUR
TUI Airlines Nederland B.V., Rijswijk		100	54.9	- 24,167	- 8,388	EUR
TUI aqtiv GmbH, Hanover*		100	54.9	198	0	EUR
TUI Austria Holding GmbH, Vienna		100	54.9	45,298	6,938	EUR
TUI Aviation GmbH, Hanover*		100	54.9	25	0	EUR
TUI Canada Holdings Inc, Toronto		100	54.9	165,488	54,333	CAD
TUI China Travel CO. Ltd., Beijing	75		75	2,342	1,513	CNY
TUI Consulting & Services GmbH, Hanover*		100	54.9	35	0	EUR
TUI Curaçao N.V., Curaçao		100	54.9	12	2	ANG
TUI Denmark Holding A/S, Copenhagen		100	54.9	101,124	46,497	DKK
TUI Deutschland GmbH, Hanover*		100	54.9	36,212	0	EUR
TUI Dienstleistungsgesellschaft mbH, Hanover*		100	54.9	25	0	EUR
TUI España Turismo S.A., Barcelona		100	54.9	54,031	14,050	EUR
TUI France SAS, Montreuil		100	54.9	- 193,640	- 180,034	EUR
TUI Hellas Travel and Tourism SA, Athens		100	54.9	1,466	1,830	EUR
TUI HOLDING SPAIN S.L., Barcelona		100	54.9	45,054	2,279	EUR
TUI Holdings (Australia) PTY Limited, Queensland		100	54.9	15,688	- 1,695	AUD
TUI InfoTec GmbH, Hanover		100	54.9	12,074	- 2,792	EUR
TUI (IP) Ltd., Crawley		100	54.9	0	0	GBP
TUI Italia S.R.L., Milan		100	54.9	6,399	2,077	EUR
TUI Leisure airport sales GmbH, Hanover*		90	49.4	511	0	EUR
TUI Leisure Travel GmbH, Hanover*		100	54.9	29,865	0	EUR
TUI Leisure Travel Service GmbH, Neuss*		100	54.9	103	0	EUR
TUI Leisure Travel Special Tours GmbH, Hanover*		100	54.9	206	0	EUR
TUI Marine Grenada Limited, St. George's		100	54.9	840	1,966	USD
TUI Nederland Holding N.V., Rijswijk		100	54.9	74,610	21,191	EUR
TUI Nederland N.V., Rijswijk		100	54.9	77,756	15,085	EUR
TUI Nordic Administration AB, Stockholm ^z		100	54.9			SEK
TUI Nordic Holding AB, Stockholm		100	54.9	5,867,503	1,373,964	SEK
TUI Northern Europe Ltd., Crawley		100	54.9	7,000	- 25,000	GBP
TUI Norway Holding AS, Stabekk		100	54.9	539,588	74,723	NOK
TUI Österreich GmbH, Vienna		100	54.9	4,820	6,340	EUR
TUI Pension Scheme (UK) Ltd., Crawley		100	54.9	0	0	GBP
TUI Poland Dystrybucja Sp. z o.o., Warsaw		100	54.9	- 976	- 6,153	PLN
TUI Poland Sp. z o.o., Warsaw		100	54.9	8,446	- 1,657	PLN
TUI PORTUGAL – Agencia de Viagens e Turismo S.A., Faro		100	54.9	32,064	2,453	EUR
TUI Reisebüro GmbH, Hanover*		100	54.9	26	0	EUR
TUI Reisecenter Austria Business Travel GmbH, Vienna		74.9	41.1	4,328	909	EUR
TUI Service AG, Altendorf		100	54.9	12,053	3,001	CHF
TUI (Suisse) AG, Zurich		100	54.9	20,484	4,075	CHF
TUI (Suisse) Holding AG, Zurich		100	54.9	3,871	361	CHF
TUI Suisse Retail AG, Zurich		100	54.9	6,762	746	CHF
TUI Travel Accommodation & Destinations SL, Palma de Mallorca		100	54.9	104,699	54,727	EUR
TUI Travel Amber E&W LLP, Crawley		100	54.9	477,454	65,271	GBP
TUI Travel Amber Limited, Edinburgh		100	54.9	0	0	GBP
TUI Travel Amber Scot LP, Edinburgh		100	54.9	276,000	0	GBP
TUI Travel Aviation Finance Limited, Crawley		100	54.9	1,744	834	USD
TUI Travel Belgium N.V., Oostende		100	54.9	58,214	51,505	EUR

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
TUI Travel Common Investment Fund Trustee Limited, Crawley		100	54.9	0	0	GBP
TUI Travel Group Management Services Limited, Crawley		100	54.9	0	0	GBP
TUI Travel Group Solutions Limited, Crawley		100	54.9	0	0	GBP
TUI Travel Healthcare Limited, Crawley		100	54.9	0	46	GBP
TUI Travel Holdings Limited, Crawley		100	54.9	632,023	234,783	GBP
TUI Travel Holdings Sweden AB, Stockholm		100	54.9	1,310,488	1,061,241	SEK
TUI Travel (Ireland), Dublin		100	54.9	66,573	358	EUR
TUI Travel Nominee Limited, Crawley		100	54.9	- 57	- 18	GBP
TUI Travel Overseas Holdings Limited, Crawley		100	54.9	- 1,613	1,738	GBP
TUI Travel Partner Services Japan KK, Tokyo ²		100	54.9			EUR
TUI TRAVEL PLC, Crawley	54.9		54.9	487,664	225,551	GBP
TUI Travel SAS Adventure Limited, Crawley		100	54.9	44,063	- 3,609	GBP
TUI Travel SAS Benelux B.V., Rotterdam ²		100	54.9			EUR
TUI Travel SAS Holdings Limited, Tring, Hertfordshire		100	54.9	52,489	- 515	GBP
TUI Travel SAS Services Limited, Crawley		100	54.9	0	0	GBP
TUI TRAVEL SAS Transport Limited, Crawley		100	54.9	0	- 2	GBP
TUI UK Italia S.r.L., Turin		100	54.9	361	397	EUR
TUI UK Ltd., Crawley		100	54.9	- 44,000	- 4,000	GBP
TUI UK Retail Limited, Crawley		100	54.9	- 102,594	- 18,793	GBP
TUI UK Transport Ltd., Crawley		100	54.9	128,725	110,125	GBP
TUI Vertrieb & Service GmbH, Hanover *		100	54.9	25	0	EUR
TUI 4 U GmbH, Bremen *		100	54.9	153	0	EUR
TUI.com GmbH, Berlin *		100	54.9	518	0	EUR
TUIfly GmbH, Langenhagen *		100	54.9	89,144	0	EUR
TUIfly Nordic AB, Stockholm		100	54.9	122,174	143,427	SEK
TUIfly Vermarktungs GmbH, Langenhagen *		100	54.9	41	0	EUR
Tunisie Investment Services Holding S.A., Tunis		100	54.9	- 100	- 100	TND
Tunisie Voyages S.A., Tunis		100	54.9	913	- 5,794	TND
Turismo Asia Company Ltd., Bangkok		100	54.9	- 250,343	0	THB
Ultramar Express Transport S.A., Palma de Mallorca		100	54.9	20,796	2,424	EUR
Unijet Group Limited, Crawley		100	54.9	1,869	31,261	GBP
Unijet Leisure Limited, Crawley		100	54.9	- 3,419	- 4,061	GBP
Unijet Travel Limited, Crawley		100	54.9	1,385	0	GBP
Vancouver Sportsworld Hospitality Ltd., Vancouver		100	54.9	0	0	GBP
Versun Yachts NSA, Athens		100	54.9	7,276	425	EUR
Viagens Aurora Limitada, Albufeira		95	52.1	- 356	- 2	EUR
Viagens Elena Limitada, Albufeira		100	54.9	2,722	0	EUR
Viking Aviation Limited, Crawley		100	54.9	185	751	GBP
We Love Rugby Pty Ltd, Banksia		100	54.9	0	0	AUD
Williment Travel Group Limited, Wellington		100	54.9	6,132	- 13,462	NZD
Wolters Reisen GmbH, Stuhr/Brinkum *		100	54.9	4,602	0	EUR
Wonder Cruises AB, Stockholm		100	28	2,254	- 3,241	SEK
Wonder Holding AB, Stockholm		51	28	4,192	- 163	SEK
World Challenge Expeditions, Inc., Cambridge, MA		100	54.9	- 1,616	- 49	USD
World Challenge Expeditions Limited, Crawley		100	54.9	1,146	1,086	GBP
World Challenge Expeditions Pty Ltd, Victoria		100	54.9	323	295	AUD
World Challenge Holdings Limited, Crawley		100	54.9	97	247	GBP
World Challenge NZ Limited, Wellington		100	54.9	- 198	- 213	NZD
World of TUI Ltd., Crawley		100	54.9	0	0	GBP
Yachts International Limited, British Virgin Islands		100	54.9	39,232	49	USD
YIL, LLC, State of Delaware		100	54.9	2,641	784	USD
Your Man Tours, Inc., El Segundo, CA		100	54.9	6,268	2,831	USD
Zegrahm Expeditions, Inc., Seattle		100	54.9	21,623	1,281	USD
100% Adventure Pty Ltd, Wayville, SA		100	32.9	201	- 57	AUD
600035 B.C. LTD, Canada		100	54.9	- 2,743	- 146	CAD

Tourism – TUI Hotels & Resorts

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
BU RIUSA II EOOD, Sofia		100	50	15	0	BGN
Cabotel-Hotelaria e Turismo Lda., Santiago/Kap Verde		100	50	21,430,324	2,213,862	CVE
CLUBHOTEL GESELLSCHAFT MBH., Hermagor		77.5	77.5	3,112	186	EUR
Daidalos Hotel- und Touristikunternehmen A.E., Athens		89.8	89.8	4,320	562	EUR
Dominicanotel S.A., Puerto Plata		100	50	967,173	65,103	DOP
Egyptian Germany Co. for Hotels (L.T.D), Cairo	66.6		66.6	1,268	485	EGP
GEAFOND Número Dos Fuerteventura S.A., Las Palmas, Gran Canaria		100	50	1,865	3	EUR
GEAFOND Número Uno Lanzarote S.A., Las Palmas, Gran Canaria		100	50	4,358	- 82	EUR
Holiday Center S.A., Cala Serena/Cala d'Or		100	100	4,328	- 56	EUR
Iberotel International A.S., Antalya	100		100	- 1,371	172	TRY
Iberotel Otelcilik A.S., Istanbul	0.2	99.8	100	22,531	1,092	TRY
Jandia Playa S.A., Morro Jable/Fuerteventura		100	100	47,948	1,190	EUR
Jaz Hotels & Resorts S.A.E., Cairo	50.9		50.9	58,561	10,019	EGP
MAGIC LIFE Assets AG, Vienna		100	100	27,090	- 730	EUR
„Magic Life“ GmbH & Co KG, Vienna		100	100	- 46,496	**	EUR
MX RIUSA II S.A. de C.V., Cabo San Lucas		100	50	3,402,805	356,533	MXN
Promociones y Edificaciones Chiclana S.A., Palma de Mallorca		100	50	2,018	108	EUR
Puerto Plata Caribe Beach S.A., Puerto Plata		100	50	26,999	0	DOP
RCHM S.A.S., Agadir		100	100	9,343	- 1,655	MAD
Rideway Investment Ltd., London		100	50	- 5	0	EUR
Riu Jamaicotel Ltd., Negril		100	50	13,616,107	861,115	JMD
RIUSA II S.A., Palma de Mallorca ^u		50	50	551,196	87,687	EUR
RIUSA NED B.V., Amsterdam		100	50	131,101	24,432	USD
ROBINSON AUSTRIA Clubhotel GmbH, Hermagor		100	100	2,635	- 560	EUR
Robinson Club GmbH, Hanover*	100		100	30,658	0	EUR
Robinson Club Italia S.p.A., Marina di Ugento		100	100	10,391	- 164	EUR
Robinson Club Maldives Private Limited, Malé		100	100	- 8,023	- 6,768	USD
Robinson Club (Schweiz) AG, Vulpera		100	100	13,373	1,815	CHF
Robinson Clubhotel Turizm Ltd. Sti., Istanbul	1	99	100	14,935	4,468	TRY
Robinson Hoteles España S.A., Cala d'Or		100	100	591	395	EUR
Robinson Hotels Portugal S.A., Vila Nova de Cacela		67	67	7,791	- 2,164	EUR
Robinson Otelcilik A.S., Istanbul		100	100	33,353	458	TRY
STIVA RII Ltd., Dublin		100	50	4,163	18,111	USD
TdC Agricoltura Società agricola a r.l., Florence		100	100	613	- 307	EUR
TdC Amministrazione S.r.l., Florence		100	100	376	- 844	EUR
Tenuta di Castelfalfi S.p.A., Florence	100		100	29,688	- 11,413	EUR
Tunisotel S.A.R.L., Tunis		100	50	5,326	5,758	TND
Turcotel Turizm A.S., Istanbul		100	100	- 2,798	- 15,753	TRY
Turkuaz Insaat Turizm A.S., Ankara	100		100	22,443	2,356	TRY

Tourism – Cruises

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Hapag-Lloyd (Bahamas) Ltd., Nassau	100		100	5,394	13	EUR
Hapag-Lloyd Kreuzfahrten GmbH, Hamburg*	100		100	1,423	0	EUR
Preussag Beteiligungsverwaltungs GmbH IX, Hanover*		100	100	105,025	0	EUR

Other companies

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Canada Maritime Services Limited, Crawley		100	100	6,131	0	GBP
Canadian Pacific (UK) Limited, Crawley		100	100	- 410	0	GBP
Cast Agencies Europe Limited, Crawley		100	100	- 20,461	0	USD
Cast Group Services Limited, Crawley		100	100	2,264	0	GBP
Cast Terminal Europe N.V., Antwerp		100	100	- 3,086	- 10	EUR
Contship Holdings Limited, Crawley		100	100	6,787	0	USD
CP Ships (Bermuda) Ltd., Hamilton		100	100	2,202	- 52	USD
CP Ships Ltd., Saint John		100	100	49,699	- 35,403	CAD
CP Ships (UK) Limited, Crawley		100	100	33,295	- 138	USD
CPS Holdings (No. 2) Limited, Crawley		100	100	6,748	0	USD
CPS Number 4 Limited, Crawley		100	100	11,220	0	USD
DEFAG Beteiligungsverwaltungs GmbH I, Hanover*	100		100	525,025	0	EUR
DEFAG Beteiligungsverwaltungs GmbH III, Hanover*	100		100	250,025	0	EUR
PM Peiner Maschinen GmbH, Hanover	100		100	5,691	2,262	EUR
Preussag Immobilien GmbH, Salzgitter*	100		100	73,958	0	EUR
Preussag UK Ltd., Crawley	100		100	111,232	565	GBP
TUI Beteiligungs GmbH, Hanover*	100		100	202,012	0	EUR
TUI Group Services GmbH, Hanover*	100		100	18,146	0	EUR
TUI-Hapag Beteiligungs GmbH, Hanover*	100		100	568,025	0	EUR

Non-consolidated Group companies

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Airline Consultancy Services S.A.R.L., Casablanca		100	54.9	124	- 3	MAD
AMCP S.a.r.l., Montreuil		100	54.9	- 21	- 1	EUR
APTC Pty. Ltd., Sydney		100	27.5	693	40	AUD
Atora GmbH, Kiel		85	23.4	4	12	EUR
atraveo GmbH, Dusseldorf		74.8	41.1	716	650	EUR
Berge & Meer Polska Zp. z o.o (i.L.), Warsaw		100	54.9	74	- 651	PLN
Best4Concept GmbH, Rengsdorf *		100	54.9	86	0	EUR
BFS Touristik Ges.mbH Nachfolge Ges.mbH & Co KG, Innsbruck		100	54.9	503	**	EUR
Boomerang - Solutions GmbH, Trier		95	39.1	46	5	EUR
Boomerang Reisen - Pacific Tours AG, Zurich		100	41.2	119	35	CHF
Brunalp SARL, Venosc		100	54.9	- 362	- 67	EUR
Creativ-Werbe- und Beratungsgesellschaft mbH, Kiel		100	27.5	198	19	EUR
FIRST Reisebüro Güttler GmbH & Co. KG, Dormagen		75.1	41.2	51	**	EUR
FIRST Reisebüro Güttler Verwaltungs GmbH, Hanover		75	41.2	36	0	EUR
FIRST Travel GmbH, Hanover *		100	54.9	26	0	EUR
GeBeCo Verwaltungsgesellschaft mbH, Kiel		50.2	27.6	25	2	EUR
Guerba Expeditions Namibia (Proprietary) Limited, Windhoek ^z		100	32.9			NAD
Hapag-Lloyd Reisebüro Hagen GmbH & Co. KG, Hanover		70	38.4	100	**	EUR
Hapag-Lloyd Reisebüro Hagen Verwaltungs GmbH, Hanover		70	38.4	24	0	EUR
Hapag-Lloyd Reisebüro Lübeck GmbH & Co. KG, Hanover		100	54.9	586	**	EUR
Hapag-Lloyd Reisebüro Lübeck Verwaltungs GmbH, Hanover		100	54.9	23	0	EUR
Hotel Club du Carbet S.A., Montreuil		100	54.9	- 7,903	- 7	EUR
HV Finance S.A.S., Montreuil		100	54.9	- 219	- 189	EUR
Igloo S.N.C., Point a Pitre		100	54.9	46	- 55	EUR
Ileo S.N.C., Point a Pitre ^z		100	54.9			EUR
IRS Info-Reise-Service GmbH, Kiel		100	27.5	- 257	- 48	EUR
Last-Minute-Restplatzreisen GmbH, Baden-Baden *		100	38.4	27	0	EUR
LATC Turismo Ltda, Rio de Janeiro		100	27.5	47	- 52	BRL
Lierke Plezierke BVBA, Lierke		90	49.4	- 729	- 6	EUR
Loc Vacances S.A.R.L., Chartres de Bretagne		100	54.9	16	1	EUR
L'TUR Nederland B.V., Amsterdam		100	38.4	115	10	EUR
L'TUR Polska Sp.z o.o., Stettin		100	38.4	244	40	PLN
L'TUR S.A.R.L., Schiltigheim		100	38.4	74	56	EUR
LTUR Tourismus AG, Gesellschaft für Chartertouren und Reisen, Basel		99.5	38.2	286	134	CHF
Magyar TUI Utazásszervező, Kereskedelmi és Szolgáltató Kft., Budapest		100	54.9	8,782	- 22,696	HUF
NOF - Sociedade Imobiliaria, Lda, Lisboa		100	54.9	78	1	EUR
Nouvelles Frontières Maroc S.C.I. (i.L.), Marrakech		99.9	54.8	740	- 2	MAD
N.S.E. Travel and Tourism SA (i.L.), Athens		100	54.9	- 205	- 3	EUR
Orchideen-Reisebüro GmbH, Hamburg *		100	54.9	26	0	EUR
Reisefalke GmbH, Vienna		60	32.9	- 2,015	- 1,215	EUR
Résidence Hôtelière Les Pins SARL (i.L.), Montreuil		100	54.9	- 56	- 1	EUR
„Schwerin Plus“ Touristik-Service GmbH, Schwerin *		80	43.9	33	0	EUR
Societe de Gestion du resort Al Baraka, Marrakech		100	54.9	20	0	EUR
TLT Urlaubsreisen GmbH, Hanover *		100	54.9	27	0	EUR
Travel Partner Brasil Agencia de Turismo e Viagens Ltda, Jundiai, State of São Paulo		99.9	54.8	78	- 272	BRL
travel-Ba.Sys Beteiligungs GmbH, Mülheim/Ruhr		83.5	45.8	42	0	EUR
Travelland GmbH, Neuss *		100	54.9	26	10	EUR
TUI (Cyprus) Ltd., Nicosia		100	54.9	0	0	EUR
TUI d.o.o., Maribor		100	54.9	21	0	EUR

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
TUI España Viajes Online S.L., Ibiza		100	54.9	136	- 13	EUR
TUI Magyarország Utazasi Iroda Kft., Budapest		100	54.9	15,797	12,180	HUF
TUI Reisecenter GmbH, Salzburg		100	54.9	38	- 1	EUR
TUI ReiseCenter Slovensko s.r.o., Bratislava		100	54.9	244	53	EUR
TUI Travel Card Processing SARL, Luxembourg ²		100	54.9			EUR
TUI 4 U Poland sp.zo.o., Warsaw		100	54.9	499	79	PLN
TUIFly Academy Brussels, Zaventem		100	54.9	2	55	EUR
Vögler's Angelreisen GmbH, Hamburg*		100	54.9	25	0	EUR
VPM Antilles S.R.L., Montreuil		100	54.9	- 8,997	- 3	EUR
VPM SA, Montreuil		100	54.9	- 12,717	- 6	EUR

Tourism – TUI Hotels & Resorts

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Clubhotel Management AE, Athens		100	100	- 2,357	168	EUR
Golfclub Toscana Resort Castelfalfi S.r.l., Florence		100	100	0	- 2	EUR
Ibérica Hotelera S.A., Palma de Mallorca		100	100	175	16	EUR
Magie Life Bulgaria EOOD, Sosopol		100	100	- 301	117	BGN
Magie Life GmbH, Vienna		100	100	33	5	EUR
Oberkirchleithn Hoteldorf Ges.m.b.H., Villach		100	100	294	- 6	EUR
Trendturc Turizm Otelcilik ve Ticaret A.S., Istanbul ²		100	100	50	0	TRL
TUI Hotelmanagement OOO, Kaluga	100		100	- 23,877	- 19,595	RUB
Unterkirchleithn Hoteldorf Ges.m.b.H., Villach		100	100	273	- 7	EUR

Tourism – Cruises

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
HANSEATIC TOURS Reisedienst GmbH, Hamburg		100	100	99	1	EUR
STAR TOURS Reisedienst GmbH, Hamburg*		100	100	26	0	EUR

Other companies

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Bergbau Goslar GmbH, Goslar	100	0	100	1,719	- 515	EUR
CP Ships Services, Inc., Alberta		100	100	4	0	CAD
l'tur ultimo minuto S.A., Palma de Mallorca		51	51	61	0	EUR
Nico-Metall GmbH (i.L.), Dortmund	100		100	- 430	303	EUR
Niedersachsen Versicherungs AG, Hamburg		100	100	3,515	- 15	EUR
Preussag Beteiligungsverwaltungs GmbH XIV, Hanover		100	100	20	- 1	EUR
Preussag Finance B.V., Amsterdam	100		100	14	- 5	EUR
TUI Beteiligungsverwaltungs GmbH I, Hanover*		100	100	25	0	EUR
TUI Beteiligungsverwaltungs GmbH II, Hanover*		100	100	25	0	EUR
TUI Beteiligungsverwaltungs GmbH III, Hanover*		100	100	25	0	EUR
TUI Insurance Services GmbH, Hanover*	100		100	31	0	EUR

Companies measured at equity

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
ACCON-RVS Accounting & Consulting GmbH, Berlin		50	27.4	674	140	EUR
Aeolos Travel LLP, Nicosia		50.1	27.4	5,992	403	EUR
Aitken Spence Travels Ltd, Colombo		50	27.4	718,837	431,465	LRK
Alpha Tourism and Marketing Services Ltd., Port Louis		25	13.7	8,275	3,538	USD
Alpha Travel (U.K.) Limited, Harrow		25	13.7	1,444	909	GBP
alps & cities 4ever GmbH, Vienna		50	27.4	412	- 175	EUR
Atlantica Hellas S.A., Rhodes		50	27.4	63,473	2,017	EUR
Atlantica Hotels and Resorts S.A., Limassol		50	27.4	10,456	85	CYP
Bartu Turizm Yatirimlari Anonim Sirketi, Istanbul ²		50	27.4			TRY
Belgium Travel Network cvba, Sint-Martens-Latem		50	27.4	251	8	EUR
Blue Diamond Hotels and Resorts Inc., St Michael		49	26.9	98,338	9,914	USD
Bonitos GmbH & Co KG, Frankfurt		50	27.4	1,155	**	EUR
BOSYS SOFTWARE GMBH, Hamburg		25.2	11.5	138	915	EUR
DER Reisecenter TUI GmbH, Berlin		50	27.4	1,796	- 67	EUR
Himalayan Encounters PVT LTD, Kathmandu		33	10.9	41,671	24,471	NPR
Holiday Travel (Israel) Limited, Airport City		50	27.4	7,395	1,488	ILS
InteRes Gesellschaft für Informationstechnologie mbH, Darmstadt		25.2	13.8	927	116	EUR
Intrepid Connections Investments PTY LTD, South Melbourne		50	16.5	0	0	AUD
Intrepid Vietnam Travel Company Ltd, Hanoi		49	16.1	17,288,704	12,965,899	VND
Karisma Hotels Adriatic d.o.o., Zagreb ²		33.3	18.3			HRK
Le Passage to India Tours and Travels Pvt Ltd, New-Delhi		50	27.4	484,122	154,210	INR
OFT REISEN GmbH, Ditzingen		50	27.4	1,515	- 381	EUR
Pollman's Tours and Safaris Limited, Nairobi		25	13.7	392,766	217,995	KES
Raiffeisen-Tours RT-Reisen GmbH, Burghausen		25.1	13.8	4,314	2,838	EUR
Ranger Safaris Ltd., Arusha		25	13.7	3,224,808	1,226,895	TZS
Safeharbour Investments S.L., Barcelona		50	27.4	6,856	459	EUR
Sunwing Travel Group Inc, Toronto		49	26.9	148,689	47,991	CAD
Teckcenter Reisebüro GmbH, Kirchheim/T.		50	27.4	751	239	EUR
Togebi Holdings Ltd, Cyprus		49	26.9	- 7,185	0	USD
Travco Group Holding S.A.E., Cairo		50	27.4	210,771	70,698	EGP
TRAVELStar GmbH, Hanover		50	27.4	1,281	781	EUR
TT Services Lanka Private Ltd, - ²		50	27.4			LKR
Urban Adventures Limited, Hong Kong		50	16.5	- 89	- 123	USD
Vacation Express USA Corp., Atlanta		49	26.9	- 101	17	USD
Voukouvalides Travel & Tourism S.A., Kos		50	27.4	1,641	639	EUR
2332491 Ontario Inc, Toronto ²		49	26.9			CAD

Tourism – TUI Hotels & Resorts

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
aQi Hotel Schladming GmbH, Bad Erlach	49		49	326	6	EUR
aQi Hotelmanagement GmbH, Bad Erlach ^s	51		51	50	13	EUR
ENC for touristic Projects Company S.A.E., Sharm el Sheikh	49	1	49.7	543,644	6,364	EGP
Etapex, S.A., Agadir		35	17.5	57,654	- 20,306	MAD
Fanara Residence for Hotels S.A.E., Sharm el Sheikh	50		50	9,862	1,958	EGP
First Om El Gorayfat Company for Hotels S.A.E., Mersa Allam	50		50	68,933	18,954	EGP
GBH Turizm Sanayi Isletmecilik ve Ticaret A.S., Istanbul		50	50	16,091	1,132	TRY
Golden Lotus Hotel Company S.A.E., Luxor	50		50	18,647	- 240	EGP
Grecotel S.A., Rethymnon	50		50	4,073	- 1,334	EUR
GRUPOTEL DOS S.A., Can Picafort	50		50	72,409	5,298	EUR
Kamarayat Nabq Company for Hotels S.A.E., Sharm el Sheikh	49	1	49.7	103,983	44,583	EGP
Makadi Club for Hotels S.A.E., Hurghada	50		50	32,396	10,249	EGP
Mirage Resorts Company S.A.E., Hurghada	50		50	51,120	21,120	EGP
Oasis Company for Hotels S.A.E., Hurghada	50		50	36,963	9,986	EGP
Phaix A.E.T.A., Corfu	50		50	22,431	- 1,249	EUR
Quinta da Ria Empreendimentos do Algarve, S.A., Vila Nova de Cacela		33	33	242	- 1,214	EUR
Riu Hotels S.A., Palma de Mallorca		49	49	342,686	- 5,215	EUR
Sharm El Maya Touristic Hotels Co. S.A.E., Cairo	49	1	49.7	89,591	8,674	EGP
Sun Oasis for Hotels Company S.A.E., Hurghada	50		50	77,564	20,364	EGP
Tikida Bay S.A., Agadir		34	34	121,122	- 2,816	MAD
TIKIDA DUNES S.A., Agadir		30	15	209,444	35,878	MAD
Tikida Palmeraie S.A., Marrakech		33.3	16.7	97,173	- 210	MAD
UK Hotel Holdings FZC L.L.C., Fujairah	50		50	105,007	6,197	AED

Tourism – Cruises

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
TUI Cruises GmbH, Hamburg	50		50	272,781	12,039	EUR

Other companies

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Hapag-Lloyd Aktiengesellschaft, Hamburg		22	22	1,086,589	0	EUR

Other companies

Tourism – TUI Travel

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Aeolos Ltd., Limassol		50	27.4	20	- 1	EUR
Agrupacion de Agencias de Viajes de Sevilla para el Turismo de Negocios AIE, Sevilla		25	13.7	0	0	EUR
Bonitos Verwaltungs GmbH, Frankfurt		50	27.4	37	2	EUR
Ender Hapag-Lloyd Reisebüro GmbH & Co. KG, Emden		50	27.4	10	**	EUR
Ender Hapag-Lloyd Reisebüro Verwaltungs GmbH, Emden		50	27.4	26	0	EUR
Fiddington Manor Limited, Tewkesbury		50	27.4	0	0	GBP
FIRST-KVG Reisebüro Hameln GmbH, Hameln		50	27.4	236	116	EUR
Hydrant Refuelling System NV, Brussels		25	13.7			EUR
Inter Loisirs Hotel SARL, Casablanca		45	24.7	- 140	- 452	MAD
Marmara Madina SARL, Marrakech		45	24.7	3,126	243	MAD
Peruvian Odyssey SA, Lima		20	11	0	0	PEN
Service Travel Tour SA, Tunis		50	27.4	610	- 676	TND
Smart Data Solution Co Ltd, Bangkok		49	26.9	4,341	322	THB
Südwest Presse + Hapag-Lloyd Reisebüro GmbH & Co.KG, Ulm		50	27.4	100	**	EUR
Südwest Presse + Hapag-Lloyd Reisebüro Verwaltungs GmbH, Ulm		50	27.4	22	0	EUR
TMR OOO, Moscow		34	18.7	- 8,279	- 32,054	RUB
TMTI Limited, Nicosia		34	18.7	- 10,405	- 2,841	USD
TRAVELStar Touristik GmbH & Co. OHG, Vienna		50	27.4	118	**	EUR
TUI Products & Services GmbH & Co. KG i.L., Hamburg		49	26.9	- 146	**	EUR

Tourism – TUI Hotels & Resorts

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Clubhotel Kleinarl GmbH & Co KG, Flachau		24	24	5,022	**	EUR
Clubhotel Kleinarl GmbH, Flachau		24	24	40	2	EUR

Other companies

Name and headquarter	Shareholdings according to section 16 of the German Stock Corporation Act			Equity in '000	Result for the year in '000	Currency
	direct in %	indirect in %	Group share in %			
Elevator-Gesellschaft mit beschränkter Haftung, Hanover		50	50	210	- 15	EUR
Foban Beteiligungs GmbH & Co. Vermietungs-KG, Pullach ^s	94		94	3,638	**	EUR
Portmade NV, Antwerp		49	49	1,107	309	EUR
TUI-Haus Verwaltung GmbH & Co. Vermietungs-KG, Pullach i. Isartal ^s	89		89	8,603	**	EUR
Wissenschaftszentrum Kiel GmbH, Kiel		24.5	24.5	- 112	8	EUR

Notes

- * Profit and loss transfer agreements with parent company
- ** Result for the year is attributable to the shareholder accounts
- spe Special purpose entity
- s Voting restriction
- u Entrepreneurial management
- z Data not available

61 Companies are not included in the list of shareholdings according to section 286 (3) sentence 1 of the German Commercial Code.

Disclosures pursuant to Section 285 (11a) of the German Commercial Code of participations in partnerships as general partner in the TUI Group as at 30 September 2012

Name and domicile of company

Bonitos GmbH & Co KG, Frankfurt
 Hapag-Lloyd Reisebüro Hagen GmbH & Co. KG, Hanover
 FIRST Reisebüro Güttler GmbH & Co. KG, Dormagen
 Emden Hapag-Lloyd Reisebüro GmbH & Co. KG, Emden
 Südwest Presse + Hapag-Lloyd Reisebüro GmbH & Co.KG, Ulm
 BFS Touristik Ges.mmbH Nachfolge Ges.mmbH & Co KG, Innsbruck
 Magic Life GmbH & Co KG, Vienna
 TUI-Haus Verwaltung GmbH & Co. Vermietungs-KG, Pullach i. Isartal
 Foban Beteiligungs GmbH & Co. Vermietungs-KG, Pullach
 Hapag-Lloyd Reisebüro Lübeck GmbH & Co. KG, Hanover
 Clubhotel Kleinarl GmbH & Co KG, Flachau
 GeBeCo Gesellschaft für internationale Begegnung und Cooperation mbH & Co. KG, Kiel

Name and domicile of general partners

Bonitos Verwaltungs GmbH, Frankfurt
 Hapag-Lloyd Reisebüro Hagen Verwaltungs GmbH, Hanover
 FIRST Reisebüro Güttler Verwaltungs GmbH, Hanover
 Emden Hapag-Lloyd Reisebüro Verwaltungs GmbH, Emden
 Südwest Presse + Hapag-Lloyd Reisebüro Verwaltungs GmbH, Ulm
 TUI Austria Holding GmbH, Vienna
 Magic Life GmbH, Vienna
 TUI-Haus Verwaltung GmbH, Pöcking
 Foban Beteiligungs GmbH, Pöcking
 Hapag-Lloyd Reisebüro Lübeck Verwaltungs GmbH, Hanover
 Clubhotel Kleinarl GmbH, Flachau
 GeBeCo Verwaltungsgesellschaft mbH, Kiel

CORPORATE GOVERNANCE REPORT

(including Statement on Corporate Governance as part of the Management Report)

The actions of TUI AG's management and oversight bodies are determined by the principles of good and responsible corporate governance.

In this chapter, the Executive Board – also acting on behalf of the Supervisory Board – provides its report on corporate governance in the Company pursuant to sub-section 3.10 of the German Corporate Governance Code and section 289a of the German Commercial Code (HGB).

Declaration of compliance pursuant to section 161 of the German Stock Corporation Act

TUI has consistently based its corporate governance on the recommendations and suggestions in the German Corporate Governance Code. The most recent version of the Code is dated 13 May 2013 (published in the Federal Gazette on 10 June 2013). The Executive Board and the Supervisory Board discussed corporate governance issues several times in financial year 2012/13 and jointly submitted the declaration of compliance for 2013 in December 2013, pursuant to section 161 of the German Stock Corporation Act. The declaration was made permanently accessible to the general public on TUI AG's website.

Wording of the declaration of compliance for 2013

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

For future appointments or extensions of the contracts of Executive Board members, the Supervisory Board has decided to specify an age limit (no. 5.1.2 German Corporate Governance Code).

With the consent of the Executive Board members, the Supervisory Board decided in October 2013 that the caps for the total compensation and for the variable compensation components would also be contractually expressed in euros before the end of 2013 (no. 4.2.3 German Corporate Governance Code).

The adopted amendments on publishing the compensation for the Executive Board members in the Remuneration Report, compulsory for financial years starting after 31 December 2013, will already be applied to financial year 2012/13 (no. 4.2.5 German Corporate Governance Code).

Other than that, the recommendations of the Government Commission on the German Corporate Governance Code in its version of 13 May 2013, as published by the "Federal Ministry of Justice in the official section of the electronic Federal Gazette" on 10 June 2013, have been and continue to be fully observed."

Functioning of the Executive and Supervisory Boards

TUI AG is a company under German law. One of the fundamental principles of German stock corporation law is the dual management system involving two bodies, the Executive Board in charge of managing the company and the Supervisory Board in charge of monitoring the company. TUI AG's Executive Board and Supervisory Board cooperate closely and in a spirit of trust in managing and overseeing the Company, with strict separation between the two bodies in terms of their membership and competences. Both bodies are obliged to ensure the continued existence of the Company and sustainable creation of added value in harmony with the principles of the social market economy.



The current and all previous declarations of compliance have been made permanently available on the web at: www.tui-group.com/en/company/compliance

TUI AG's Executive Board comprised three members as at the closing date 30 September 2013. The Executive Board is responsible for managing the Company's business operations in the interests of the Company. The allocation of functions and responsibilities to individual Board members is presented in a separate section. It was resolved to introduce an age limit for appointments and extensions of contracts of Executive Board members.

The Supervisory Board has 16 members. It advises and oversees the Executive Board in the management of the Company. It is involved in strategic and planning decisions and all decisions of fundamental importance to the Company. In accordance with the terms of reference, decisions taken by the Executive Board on major transactions such as the annual budget, major acquisitions or divestments require the approval of the Supervisory Board. The chairman of the Supervisory Board coordinates the work in the Supervisory Board, chairs its meetings and represents the concerns of the body externally. He also chairs the Presiding Committee and the Nomination Committee.

The Executive Board provides the Supervisory Board with comprehensive up-to-date information at regular meetings and in writing about the strategy, the budget, business performance and the situation of the Group, including risk management and compliance. An extraordinary Supervisory Board meeting may be convened if required when events of particular relevance occur. The Supervisory Board has adopted terms of reference governing its work. In the run-up to the Supervisory Board meetings, the representatives of shareholders and employees meet separately.

TUI AG has taken out a D&O insurance policy with an appropriate deductible for all members of the Executive Board and Supervisory Board. The deductible amounts to 10% of the loss up to the amount of one and a half times the fixed annual compensation.

Composition of the Supervisory Board

The Supervisory Board of TUI AG consists of 16 members, whose 5-year term ends upon the close of the ordinary Annual General Meeting in 2016. Pursuant to section 8 of the Terms of Reference for the Supervisory Board of TUI AG and in line with the recommendations of the German Corporate Governance Code, the composition of the Supervisory Board should ensure that its members jointly have the knowledge, skills and technical experience required for the proper implementation of their tasks. The objectives to be reflected in the composition of the Supervisory Board include in particular a broad knowledge of the industry, internationality, diversity and an appropriate gender balance. Specific targets for the future composition of the Supervisory Board are the membership of four women, four members with international experience and at least three independent members for the shareholder representatives.

In line with the Company's own diversity objectives, the Supervisory Board of TUI AG includes four female members. Ten Supervisory Board members have considerable international experience. Due to the different career paths of its members, the composition of the Supervisory Board reflects strong diversity in terms of relevant experience, skills and industry knowledge. The Supervisory Board comprises three shareholder representatives who do not have a business or personal relationship with the Company, its Executive Board or any third parties that might give rise to a major conflict of interests.

In accordance with the recommendations of the German Corporate Governance Code, the eight shareholder representatives were individually elected for five-year terms of office in the elections to the Supervisory Board at the Annual General Meeting in 2011. The eight employee representatives were elected in January 2011. As a rule, the Supervisory Board members should not be older than 68 years of age upon election. No former Executive Board members of TUI AG are represented on the Supervisory Board.



For current composition, go to www.tui-group.com/en/company/management

Committees of the Supervisory Board

The Supervisory Board has established three committees from among its members: the Presiding Committee, the Audit Committee and the Nomination Committee, which prepare and complement its work. There is no plan at present to establish any further committees.

The Presiding Committee and Audit Committee have six members each, with an equal number of shareholder and employee representatives. The Presiding Committee prepares the issues and resolutions to be discussed at the Supervisory Board meetings. It also prepares the appointment of Executive Board members, including the terms and conditions of service contracts and remuneration proposals. The Audit Committee's task is to support the Supervisory Board in exercising its oversight function. The chairman of the Audit Committee is an independent financial expert and has particular knowledge and experience in the application of accounting principles and internal control methods from his own professional practice. The Nomination Committee consists exclusively of shareholder representatives, in accordance with the German Corporate Governance Code. Its task is to suggest suitable candidates to the Supervisory Board for its proposal to the Annual General Meeting.

Executive and Supervisory Board members are obliged to act in TUI AG's best interests. In the completed financial year, there were no conflicts of interest requiring disclosure to the Supervisory Board. None of the Executive Board members of TUI AG sat on more than three supervisory boards of listed non-Group companies or supervisory bodies of companies with similar requirements.

Additional corporate governance disclosures

Shareholders and Annual General Meeting (AGM)

TUI AG shareholders exercise their co-determination and monitoring rights at the AGM, which takes place at least once a year. The AGM takes decisions on all statutory matters, and these are binding on all shareholders and the Company. For voting on resolutions, each share confers one vote.



Annual General Meeting
on 12 February 2014
– information at:
[www.tui-group.com/en/ir/
agm/management](http://www.tui-group.com/en/ir/agm/management)

All shareholders registering in due time are entitled to participate in the Annual General Meeting. Shareholders who are not able to attend the AGM in person are entitled to have their voting rights exercised by a bank, a shareholder association, one of the representatives provided by TUI AG and acting on the shareholders' behalf in accordance with their instructions, or some other proxy of their own choosing. Shareholders also have the opportunity of authorising the representative provided by TUI AG via the web in the run-up to the AGM. Shareholders can, moreover, register for electronic dispatch of the AGM documents.

The invitation to the AGM and the reports and information required for voting are published in accordance with the provisions of the German Stock Corporation Act and provided in German and English on TUI AG's website. During the AGM, the presentations by the chairmen of the Supervisory Board and the Executive Board can be followed live over the internet.

Risk management

Good corporate governance entails the responsible handling of commercial risks. The Executive Board of TUI AG and the management of the TUI Group have comprehensive general and company-specific reporting and monitoring systems available to identify, assess and manage these risks. These systems are continually developed, adjusted to match changes in overall conditions and reviewed by the auditors. The Executive Board regularly informs the Supervisory Board about existing risks and changes to these risks. The Audit Committee deals in particular with monitoring the accounting process, including reporting, the effectiveness of the internal control and risk management systems and the internal auditing system, compliance and audit of the annual financial statements.

More detailed information about risk management in the TUI Group is presented in the Risk Report. It also contains the report on the accounting-related internal control and risk management system required in accordance with the German Accounting Law Modernisation Act (BilMoG).

Transparency

TUI provides immediate, regular and up-to-date information about the Group's economic situation and new developments to capital market participants and the interested public. The annual report and the interim reports are published within the applicable timeframes. The Company publishes press releases and ad hoc announcements, if required, on topical events and any new developments. Moreover, the company website at www.tui-group.com provides comprehensive information on the TUI Group and the TUI share.



Financial calendar online at:
www.tui-group.com/en/ir

The scheduled dates for the main regular events and publications – such as the AGM, annual report and interim reports – are set out in a financial calendar. The calendar is published well in advance and made permanently accessible to the public on TUI AG's website.



Directors' dealings online at:
www.tui-group.com/en/ir/corporate_governance/directors_dealings

Directors' dealings

The Company was informed of notifiable purchase and sale transactions of TUI AG shares or related financial instruments by directors (directors' dealings) concerning financial year 2012/13 by Teck Capital Management.

Accounting and auditing

TUI AG prepares its consolidated financial statements and consolidated interim financial statements in accordance with the provisions of the International Financial Reporting Standards (IFRS) as applicable in the European Union. The statutory annual financial statements of TUI AG, which form the basis for the dividend payment, are prepared in accordance with the German Commercial Code (HGB). The consolidated financial statements are prepared by the Executive Board, audited by the auditors and reviewed by the Supervisory Board. The interim reports are discussed between the Audit Committee and the Executive Board prior to publication. The consolidated financial statements and the financial statements of TUI AG were audited by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hanover, the auditors elected by the 2013 Annual General Meeting. The audit was based on German auditing rules, taking account of the generally accepted auditing standards issued by the German Auditors' Institute as well as the International Standards on Auditing. It also covered risk management and compliance with reporting requirements concerning corporate governance pursuant to section 161 of the German Stock Corporation Act.

In addition, a contractual agreement was concluded with the auditors to the effect that the auditors will immediately inform the Supervisory Board of any grounds for disqualification or partiality as well as of all findings and events of importance arising during the performance of the audit. There was no ground to provide such information in the framework of the audit of financial year 2012/13. The condensed consolidated interim financial statements and the consolidated interim management reports as at 31 December 2012, 31 March 2013 and 30 June 2013 were examined by the auditors.

Compliance

The TUI Group's Compliance Management System forms the basis of our corporate governance activities and reflects our commitment to economic, ecological and social activities and management. It is an indispensable part of the TUI Group's corporate culture.

Code of Conduct/Supplier Code of Conduct

The Code of Conduct, applicable to the entire TUI Group, sets out guiding principles to be followed by every Group employee, i.e. the managing directors, management, executives and all Group employees. It sets minimum standards, aimed at providing orientation in everyday work and in conflict situations. Compliance with legal provisions is the cardinal principle and a key component of TUI's corporate values.

In financial year 2012/13, TUI published a Supplier Code of Conduct, which sets out guiding principles for suppliers' business relationships with TUI. The Supplier Code of Conduct specifies the ethical expectations we have of our suppliers. Sustainability has thus been firmly anchored in the supply chain as a crucial element of our corporate responsibility.

The corporate values set out in the Code of Conduct have also been formulated into policies and internal rules in accordance with legal requirements. They aim to provide all TUI executives and employees with the guiding principles they need in their everyday work.

Compliance Management System

TUI's Compliance Management System brings together a variety of internal measures and processes. TUI's Compliance Management System is focused on creating fundamental structures within the Group, in particular compliance rules, communication measures and reporting structures. In addition, the structure and staffing of the compliance organisation have been reviewed and adjusted where necessary. The development of the Compliance Management System into an integrated governance, risk and compliance management system, initiated in the prior year, continued in financial year 2012/13. The emphasis on this occasion lay with linking individual management systems with the activities of the COSO project.

Compliance rules

TUI's Compliance Management System is based on the compliance rules, designed to establish the guiding principles and goals defined in TUI's Code of Conduct within the organisation. To this end, a Group Compliance Policy has been adopted, setting out the goals and tasks of TUI's Compliance Management System. Moreover, a separate Group Policy provides binding rules for dealing with gifts and benefits in business transactions. TUI AG has thus created a uniform framework, reflecting international practice, for Group companies and their requirements. In addition, all TUI Group Policies are regularly reviewed and optimised as necessary in order to promote effective policy management.



Compliance online at:
www.tui-group.com/en/company/compliance



Compliance online at:
[www.tui-group.com/en/
company/compliance](http://www.tui-group.com/en/company/compliance)

Compliance structure

The TUI Group's compliance organisation supports those responsible in communicating the values and rules to the Group structure and anchoring them firmly. It ensures that the compliance requirements are implemented throughout the Group in the various countries and cultures. Under the aegis of the Chief Compliance Officer, the Head Compliance Officers and Compliance Officers perform the following tasks within TUI AG and the Group companies, with the support of the central Compliance Office:

- raising awareness for Compliance,
- achieving the goals of the Code of Conduct and the Compliance rules,
- providing training,
- advising managers and employees,
- securing the required exchange of information,
- implementing the integrated Governance, Risk & Compliance approach,
- delivering regular reports.

Compliance training

Compliance training schemes are an essential pillar of TUI's Compliance Management System, designed to prevent misconduct. A graded approach founded on face-to-face teaching, an e-learning programme and the Compliance Compass training brochure has been devised for managers and employees alike, acquainting all employees with Compliance and the underlying corporate values regardless of their position in the company hierarchy and their location. Moreover, some TUI companies and Sectors offer training schemes with a specific focus in order to raise the participants' awareness for particular challenges as appropriate. The e-learning programme Compliance and Code of Conduct was further developed in financial year 2012/13.

Whistleblower system

Implementation of the Compliance Management System entailed a whistleblower system, the TUI SpeakUp Line, installed in agreement with various stakeholders within TUI. It offers ways to disclose any major infringements of the corporate values set out in TUI's Code of Conduct. Any incidents reported are rigorously investigated in the interest of all stakeholders and the Company. Our top priority is to ensure confidentiality and handle information discreetly. Apart from reporting compliance infringements to supervisors, Compliance Officers or the Compliance Office, employees can also report infringements anonymously. Whistleblowers are able to submit their information over the phone or using a web-based option. Any incidents reported are analysed by an evaluation committee specifically set up for that purpose, and the necessary action is then taken. In the interest of all employees and the Company, all infringements are investigated and their causes are eliminated. This includes the rigorous prosecution of misconduct in accordance with the relevant national provisions.

RESPONSIBILITY STATEMENT BY MANAGEMENT

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations of the Group, and the Group Management Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Hanover, 9 December 2013

The Executive Board

Joussen

Baier

Long

INDEPENDENT AUDITOR'S REPORT

To TUI AG, Berlin and Hannover

Report on the Annual Financial Statements

We have audited the accompanying annual financial statements of TUI AG, Berlin and Hanover, which comprise the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system, for the business year from 1 October 2012 to 30 September 2013.

Board of Managing Directors' Responsibility for the Annual Financial Statements

The Board of Managing Directors of TUI AG is responsible for the maintenance of the books and records and the preparation of these annual financial statements. This responsibility includes that these annual financial statements are prepared in accordance with German commercial law and that these annual financial statements give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with (German) principles of proper accounting. The Board of Managing Directors is also responsible for the internal controls as the Board of Managing Directors determines are necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these annual financial statements, together with the bookkeeping system, based on our audit. We conducted our audit in accordance with § (Article) 317 HGB ("Handelsgesetzbuch": "German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany, IDW) and additionally observed the International Standards on Auditing (ISA). Accordingly, we are required to comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the amounts and disclosures in the annual financial statements. The selection of audit procedures depends on the auditor's professional judgment. This includes the assessment of the risks of material misstatement of the annual financial statements, whether due to fraud or error. In assessing those risks, the auditor considers the internal control system relevant to the Company's preparation of annual financial statements that give a true and fair view. The aim of this is to plan and perform audit procedures that are appropriate in the given circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control system. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Managing Directors, as well as evaluating the overall presentation of the annual financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

According to § 322 Abs. (paragraph) 3 Satz (sentence) 1 HGB, we state that our audit of the annual financial statements has not led to any reservations.

In our opinion based on the findings of our audit, the annual financial statements comply, in all material respects, with the legal requirements and give a true and fair view of the net assets and financial position of the Company as at 30 September 2013 as well as the results of operations for the business year then ended in accordance with (German) principles of proper accounting.

Report on the Management Report

We have audited the accompanying management report of TUI AG, which is combined with the group management report, for the business year from 1 October 2012 to 30 September 2013. The Board of Managing Directors of TUI AG is responsible for the preparation of the combined management report in accordance with the legal requirements. We conducted our audit in accordance with § 317 Abs. 2 HGB and German generally accepted standards for the audit of the combined management report promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany, IDW). Accordingly, we are required to plan and perform the audit of the combined management report to obtain reasonable assurance about whether the combined management report is consistent with the annual financial statements and the audit findings, as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

According to § 322 Abs. 3 Satz 1 HGB we state, that our audit of the combined management report has not led to any reservations.

In our opinion based on the findings of our audit of the annual financial statements and combined management report, the combined management report is consistent with the annual financial statements, as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Hanover, 11 December 2013

PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Thomas Stieve
Wirtschaftsprüfer
(German Public Auditor))

Thomas Berger
Wirtschaftsprüfer
(German Public Auditor)

SUPERVISORY BOARD AND EXECUTIVE BOARD

Supervisory Board

Name	Function/Occupation	Location
Prof. Dr Klaus Mangold	Chairman of the Supervisory Board of TUI AG Chairman of the Supervisory Board of Rothschild GmbH	Stuttgart
Petra Gerstenkorn¹⁾	Deputy Chairwoman of the Supervisory Board of TUI AG Member of the Federal Executive Board of ver.di – Vereinte Dienstleistungsgewerkschaft	Berlin
Anass Hourir Alami	Chief Executive of Caisse de Dépôt et de Gestion (CDG)	Rabat
Andreas Barczewski¹⁾	Aircraft Captain	Hanover
Arnd Dunse¹⁾	Head of Group Controlling Department of TUI AG	Bad Nenndorf
Prof. Dr Edgar Ernst	President of Deutsche Prüfstelle für Rechnungslegung	Bonn
Angelika Gifford	Senior Director der Microsoft Deutschland GmbH	Kranzberg
Frank Jakobi¹⁾	Travel Agent	Hamburg
Ingo Kronsfoth¹⁾	National Negotiator Aviation Sector of ver.di – Vereinte Dienstleistungsgewerkschaft	Berlin
Christian Kuhn¹⁾ (until 16 Apr 2013)	Travel Agent	Hanover
Mikhail Noskov	Chief Financial Officer of Sever Group	Moscow
Michael Pönipp¹⁾ (since 26 Mar 2012)	Hotel Clerk	Hanover
Carmen Riu Güell	Entrepreneur	Palma de Mallorca
Anette Stempel¹⁾	Travel Agent	Hemmingen
Christian Strenger	Member of Supervisory Boards	Frankfurt/Main
Ortwin Strubelt¹⁾	Travel Agent	Hamburg
Vladimir Yakushev	Managing Director of SGCM Ltd.	Moscow

¹⁾ representative of the employees

Committees			Other Board Memberships ²⁾		Name
Presiding Committee	Audit Committee	Nomination Committee			
• (Chair)	•	• (Chair)	a) Alstom Deutschland AG ³⁾ Continental AG	b) Alstom S. A. Ernst & Young Rothschild GmbH ³⁾ Swarco AG ⁴⁾ Baiterek Holding JSC	Prof. Dr Klaus Mangold
•			a) TUI Deutschland GmbH ⁴⁾	b) KIT-Karlsruher Institut für Technologie	Petra Gerstenkorn¹⁾
			b) Atlanta BMCE Bank Ciments du Maroc- Italcementi Group Morocco Club Méditerranée Fonds d'Équipement Communal Fonds Marocain de Placement Holding Al Omrane	Inframed ⁴⁾ Medi1TV MEDITEL ³⁾ Morrocan Financial Board Poste Maroc Sanad	Anass Hourir Alami
•					Andreas Barczewski¹⁾
	•				Arnd Dunse¹⁾
	• (Chair)		a) Deutsche Annington SE Deutsche Postbank AG Gildemeister AG Wincor Nixdorf AG		Prof. Dr Edgar Ernst
					Angelika Gifford
					Frank Jakobi¹⁾
	•		a) TUIfly GmbH ⁴⁾		Ingo Kronsfoth¹⁾
			a) TUI Deutschland GmbH		Christian Kuhn¹⁾
			b) ABR Management CJSC Bank „Rossiya“ Mostotrest National Media Group Non-state Pension Fund Gazfond	Non-state Pension Fund Stalfond ³⁾ Nord Gold N.V. Severstal Sveza Video International CJSC	Mikhail Noskov
			a) TUI Deutschland GmbH	b) MER-Pensionskasse V.V.a.G. TUI BKK	Michael Pönipp¹⁾
•		•	b) Hotel San Francisco S.A. Riu Hotels S.A. RIUSA II S.A.	Productores Hoteleros Reunidos, S.A.	Carmen Riu Güell
			a) TUI Deutschland GmbH		Anette Strempel¹⁾
	•		a) DWS Investment GmbH	b) The Germany Funds, Inc. ³⁾	Christian Strenger
	•				Ortwin Strubelt¹⁾
•		•	b) Advanced Dimond Technologies, Inc. Centice Corp. Fiberzone Networks, Inc. Nano-Optic Devices, LLC ³⁾ OJSC Metallurgical Commercial Bank ³⁾	OOO Aksimed ³⁾ OOO Innolume ³⁾ OOO Nanooptic Devices ³⁾ OOO Spectralus ³⁾ Spectralus Corp. ³⁾	Vladimir Yakushev

²⁾ Information refers to 30 September 2013 or date of resignation from the Supervisory Board of TUI AG in financial year 2012/13.

³⁾ Chairman

⁴⁾ Deputy Chairman

a) membership in supervisory boards within the meaning of section 125 of the German Stock Corporation Act (AktG)

b) membership in comparable German and non-German bodies of companies within the meaning of section 125 of the German Stock Corporation Act (AktG)

Executive Board of TUI AG¹⁾

Name	Department	Other Board Memberships	
Friedrich Jousen (Age 50) Member of the Executive Board from Oct 2012, Chairman of the Executive Board from Feb 2013, current appointment until Oct 2015	Chairman (from Feb 2013)	a) –	b) TUI Travel PLC ²⁾
Horst Baier (Age 56) Member of the Executive Board from 2007, current appointment until Nov 2015	Finance Human Resources Personnel Director	a) Hapag-Lloyd AG TUIfly GmbH TUI Deutschland GmbH TUI Leisure Travel GmbH	b) RIUSA II S.A. ²⁾ TUI Travel PLC
Dr. Michael Frenzel (Age 66) Member of the Executive Board from 1988, Chairman of the Executive Board from 1994, resigned in Feb 2013	Chairman (until Feb 2013)	a) AWD Holding AG AXA Konzern AG TUIfly GmbH ²⁾ TUI Deutschland GmbH ²⁾	b) TUI China Travel Co. Ltd. TUI Travel PLC ²⁾
Peter Long (Age 61) Member of the Executive Board from 2007, current appointment until Aug 2014	Tourism	a) TUI Deutschland GmbH	b) Peak Adventure Travel Group Limited Rentokil Initial PLC TUI Nederland N.V. TUI Nederland Holding N.V. TUI Travel Belgium N.V. TUI Travel PLC

¹⁾ Individual related information refers to 30 Sep 2013 or date of entry in/resignation from the Executive Board in financial year 2012/13.

²⁾ Chairman

a) Membership in Supervisory Boards required by law within the meaning of section 125 of the German Stock Corporation Act (AktG)
b) Membership in comparable Boards of domestic and foreign companies within the meaning of section 125 of the German Stock Corporation Act (AktG)

REPORT OF THE SUPERVISORY BOARD

Ladies and Gentlemen,

The Report of the Supervisory Board presented below informs you about our activities in financial year 2012/13. The Supervisory Board as TUI AG's oversight body continually monitored the management of the Group by the Executive Board; in doing so, we were guided by the principles of responsible and good corporate governance. This oversight was essentially effected on the basis of the lawfulness and proper conduct, pertinence and economy of the governance and management of the Group by the Executive Board.

We performed our duties carefully in accordance with the law, the Articles of Association and our terms of reference. Our duties included in particular discussing and deciding the Group's strategic development; in the period under review, these discussions focused on our strategy programme "oneTUI", communicated to the financial market in May 2013, and the measures derived from this programme for the individual Group Sectors. We also discussed a wide range of technical issues and transactions requiring our approval. Our Supervisory Board activities also focused on monitoring compliance with the German Corporate Governance Code, reviewing the financial statements of TUI AG and the Group and deciding changes in the membership of the Company's boards.

Advising the Executive Board and monitoring management activities

The Supervisory Board monitored and advised the Executive Board on the management of the Company and ascertained the lawfulness and proper conduct of management activities.

In written and verbal reports, the Executive Board provided us with regular, timely and comprehensive information. The reports encompassed all relevant facts about strategic development, planning, business performance and the position of the Group in the course of the year, the risk situation, risk management and compliance. The Executive Board discussed with us all key transactions of relevance to the Company and the further development of the Group. Any deviations in business performance from the approved plans were explained in detail. The Supervisory Board was involved in all decisions of fundamental relevance to the Company. We adopted the resolutions required in accordance with the law and the Articles of Association, while transactions of particular significance or requiring the approval of the Supervisory Board were comprehensively discussed with the Executive Board prior to a decision being taken. We were fully and speedily informed about specific and particularly urgent plans and projects, including those arising between the regular meetings. As chairman of the Supervisory Board, I was regularly informed about current business developments and key transactions in the Company between Supervisory Board meetings.



Current composition of
the Supervisory Board:
[www.tui-group.com/en/
company/management](http://www.tui-group.com/en/company/management)

Deliberations in the Supervisory Board

In financial year 2012/13, five ordinary Supervisory Board meetings were held. No resolutions were passed by written circulation procedure.

Prior to Supervisory Board meetings, the shareholder representatives on the Supervisory Board met five times and the employees' representatives twelve times in separate meetings. No Supervisory Board member attended fewer than half of the Supervisory Board meetings in financial year 2012/13. Average attendance at plenary meetings was 96.3% (previous year 87.5%).

Attendance at meetings of Supervisory Board 2012/13

Name	Supervisory Board meetings	Presiding committee	Audit committee	Nomination committee
Prof. Dr Klaus Mangold (Chairman)	5 (5)	7 (7)	5 (5)	1 (1)
Petra Gerstenkorn (Deputy Chairwoman)	5 (5)	6 (7)	–	–
Anass Houir Alami	4 (5)	–	–	–
Andreas Barczewski	5 (5)	6 (7)	–	–
Arnd Dunse	5 (5)	–	5 (5)	–
Prof. Dr Edgar Ernst	5 (5)	–	5 (5)	–
Angelika Gifford	5 (5)	–	–	–
Frank Jakobi	5 (5)	7 (7)	–	–
Ingo Kronsfoth	5 (5)	–	5 (5)	–
Christian Kuhn (until 16 April 2013)	2 (3)	–	–	–
Mikhail Noskov	4 (5)	–	–	–
Michael Pönipp (since 17 April 2013)	2 (2)	–	–	–
Carmen Riu Güell	5 (5)	7 (7)	–	1 (1)
Anette Stempel	5 (5)	–	–	–
Christian Strenger	5 (5)	–	4 (5)	–
Ortwin Strubelt	5 (5)	–	5 (5)	–
Vladimir Yakushev	5 (5)	7 (7)	–	1 (1)

(in brackets: number of meetings held)

The Executive Board's reports and discussions at Supervisory Board meetings regularly focused on the latest turnover, earnings and employment in the Group as well as its financial situation and structural development. The work of the Presiding Committee, Audit Committee and Nomination Committee was regularly presented at the Supervisory Board meetings. Our deliberations and reviews also focused on the following topics:

Supervisory Board

At our meeting on 24 October 2012, our agenda included the corporate budget for financial year 2012/13 and the forecast accounts for 2013/14 and 2014/15. Deliberations also focused on corporate governance issues. The declaration of compliance with the German Corporate Governance Code for 2012 was adopted in accordance with section 161 of the German Stock Corporation Act. We also discussed an interim report by the Executive Board on the strategic development of TUI AG and adopted resolutions concerning shareholdings. The Executive Board provided an update on the ongoing Babcock Borsig litigation.

The meeting on 18 December 2012 focused on reporting and discussing the annual financial statements as per 30 September 2012, a comparison between target and actual figures for 2011/12 and the HR and social report for 2011/12. The discussions were also attended by representatives of the auditors, who were available to answer questions. The meeting established the value of the reference indicator for the annual performance bonus for 2011/12 (reported EBITA). A further item was the resolution setting an agenda for the 2013 Annual General Meeting. We adopted resolutions relating, inter alia, to the use of net profit available for distribution, ratification of the acts of management of the Executive Board and Supervisory Board, adjustment of Supervisory Board remuneration as well as capital measures.

The meeting on 12 February 2013 served, inter alia, to prepare for the ordinary Annual General Meeting, to be held the next day. In the framework of its regular reporting, the Executive Board also informed us about the first quarter of the current financial year and the status of the litigation with the Babcock Borsig administrator.

On 14 May 2013, the meeting focused on a detailed examination of the future strategic alignment of TUI AG. The Executive Board presented the "oneTUI" strategy, which was communicated to the financial market on 15 May 2013. The measures associated with "oneTUI" to enhance value creation and restore the Company's ability to pay dividends were comprehensively discussed with the Executive Board. Much of the meeting was also devoted to the report from the Executive Board on current business performance and the quarterly and half-year financial statements for 2012/13. We obtained status reports on TUI Travel's online business and the alignment of the hotel and cruise businesses. At that meeting, the Supervisory Board approved an investment plan for the procurement of additional aircraft to modernise TUI Travel's fleet. It also approved a new business allocation plan for the Executive Board of TUI AG. In addition, the Supervisory Board approved the issuance of employee shares.

The Supervisory Board came together for a two-day meeting on 4 and 5 September 2013. In the plenary, we held a detailed discussion with the Executive Board about fundamental aspects of the Group's strategic development. We were aided in our deliberations by a status report on "oneTUI" and the current strategic priorities for the project. In this context, the Executive Board presented a detailed report on the position and initiatives of the Tourism Sectors TUI Travel, TUI Hotels & Resorts and Cruises and outlined the respective medium- and long-term goals. We also discussed the Group's online strategy and various aspects of the brand architecture. Apart from regular reports from the Supervisory Board's committees, the agenda included a report from the Executive Board on the current financial year. The meeting was attended by an external consultant seeking to evaluate the work of the Supervisory Board as part of an efficiency review of this body's activities.

We met on 23 October 2013, mainly to discuss the completed financial year 2012/13, the budget for 2013/14 and the forecast accounts for 2014/15 and 2015/16. At that meeting, we discussed the declaration of compliance for 2013 pursuant to section 161 of the German Stock Corporation Act. The agenda also included, in particular, long-term succession planning for executives.

Committee meetings

The Supervisory Board has set up three committees to support its work: the Presiding Committee, the Audit Committee and the Nomination Committee. The committee members are shown in a separate list in the section on the Supervisory Board. The chairman of the Supervisory Board chairs the Presiding Committee and the Nomination Committee.

Presiding Committee

The Presiding Committee prepares the resolutions and issues to be dealt with by the Supervisory Board. In the period under review, the Presiding Committee held five ordinary and two extraordinary meetings, one of which was organised as a conference call. Deliberations focused on preparing the subsequent Supervisory Board meeting. They also focused on the following topics:

At its meeting on 24 October 2012, the Presiding Committee reviewed the appropriateness of the remuneration and pensions for the Executive Board, determined the reference indicators for the annual performance bonus for 2012/13 for the Executive Board and determined the personal performance factor for the annual performance bonus for 2011/12 for the Executive Board.

The Presiding Committee met on 20 November 2012 to hear a status report on the litigation with the Babcock Borsig administrator and discuss the development of TUI AG and the Group structure.

The meeting held on 18 December 2012 focused on the annual financial statements of TUI AG and the TUI Group as at 30 September 2012.

At the extraordinary meetings held on 20 and 23 January 2013, the Presiding Committee discussed an offer from TUI AG for talks with the independent non-executive board members of TUI Travel which might have resulted in a merger of the two companies. On 23 January 2013, TUI AG confirmed that the Company had no intention of submitting a bid for TUI Travel as that would not have been in the interest of TUI shareholders.

The Presiding Committee met on 12 February 2013, the day before the ordinary Annual General Meeting for 2013, in order to discuss the agenda and remuneration issues in connection with the retirement of the former CEO Dr Frenzel.

The agenda for the meeting on 14 May 2013 included establishing appropriate measures to review the efficiency of the activities of the Supervisory Board.

The Presiding Committee met in the run-up to the Supervisory Board meeting on 4 and 5 September 2013 in order to prepare the key items on Group strategy and discuss the management structures within the Group as well as HR matters.

Audit Committee

The Audit Committee supports the Supervisory Board in exercising its monitoring function. It discusses in particular accounting and reporting issues, the effectiveness of the internal control system, the risk management system, internal audit and compliance. The half-year and quarterly financial reports are discussed by the Audit Committee with the Executive Board and the auditors prior to publication.

In the completed financial year, the Audit Committee held four ordinary and one extraordinary meetings. The work of the committee focused on the annual financial statements of TUI AG, the consolidated financial statements, the consolidated management report and the interim reports. All ordinary meetings were attended by auditor representatives, who presented detailed reports on the audits and their reviews of the three interim reports.

The Audit Committee was, moreover, kept up to date about the planning and reporting systems. The agenda regularly included reports on the development of compliance activities in the Group. In this context, the Audit Committee was informed about the status of the COSO project (establishment of an integrated control and risk management system based on the COSO model). The committee also discussed the report from Group Audit and the audit plan for financial year 2012/13. The committee was likewise informed about the risk situation, risk management and hedging transactions to protect the TUI Group against exposure to changes in exchange rates, interest rates and fuel prices. Moreover, the Audit Committee presented its recommendation to the Supervisory Board on the election of the auditors for financial year 2013/14. At an extraordinary meeting, the committee obtained a report from the Executive Board on the status of a tax risk in TUI Travel and the intended course of action.

Work of the Nomination Committee

The Nomination Committee held one meeting in the financial year under review to prepare the agenda item "Confirmation of the Supervisory Board mandate of Ms Gifford" for the 2013 Annual General Meeting.

Corporate Governance

The Supervisory Board regularly discusses corporate governance issues. Details are provided in the Corporate Governance Report of the present Report, prepared by the Executive Board and Supervisory Board of TUI AG.

At their meeting on 23 October 2013, the Executive Board and Supervisory Board discussed the joint declaration of compliance with the German Corporate Governance Code (DCGK) pursuant to section 161 of the German Stock Corporate Act. It was made permanently accessible to the public on TUI AG's website in December 2013. With two exceptions (DCGK no 5.1.2: resolution about age limits for Board members adopted in 2013; DCGK no 4.3.2: contractual fixing of caps for total compensation and variable compensation elements will be effected in 2013) TUI AG complies with all recommendations of the German Corporate Governance Code in its version applicable at that point in time dated 13 May 2013.

The efficiency of the Supervisory Board's activities, in particular those of its committees, was reviewed in the framework of one-on-one interviews. The results of this efficiency review were discussed at the Supervisory Board meeting on 17 December 2013, after the closing date.

In the period under review, the Supervisory Board was not aware of any conflicts of interest affecting any Executive Board or Supervisory Board member requiring submission to the Annual General Meeting.

Audit of the annual financial statements of TUI AG and the Group

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hanover, audited the annual financial statements of TUI AG prepared by the Executive Board in accordance with the provisions of the German Commercial Code (HGB), as well as the joint management report of TUI AG and the TUI Group, and the consolidated financial statements for the 2012/13 financial year prepared in accordance with the provisions of the International Financial Reporting Standards (IFRS), and issued their unqualified audit certificate. The above documents, the Executive Board's proposal for the use of the net profit available for distribution and the audit reports by the auditors had been submitted in good time to all members of the Supervisory Board. They were discussed in detail at the Audit Committee meeting of 16 December 2013 and the Supervisory Board meeting of 17 December 2013, convened to discuss the annual financial statements, where the Executive Board provided comprehensive explanations of the financial statements. At those meetings, the chairman of the Audit Committee and the auditors reported on the audit findings, having determined the key audit areas for the financial year under review beforehand with the Audit Committee. Neither the auditors nor the Audit Committee identified any weaknesses in the early

risk detection and internal control system. On the basis of our own review of the annual financial statements of TUI AG and the Group and the joint management report, we did not have any grounds for objections and therefore concur with the Executive Board's evaluation of the situation of TUI AG and the TUI Group. Upon the recommendation of the Audit Committee, we approve the annual financial statements for financial year 2012/13; the annual financial statements of TUI AG are thereby adopted. We comprehensively discussed the proposal for the appropriation of profits with the Executive Board and approved the proposal in the light of the current and expected future financial position of the Group.

Executive Board, Supervisory Board and committee membership

In financial year 2012/13, the composition of the boards of TUI AG changed as follows:

Supervisory Board

Christian Kuhn, member of the Supervisory Board of TUI AG, passed away on 16 April 2013. Our deepest condolences are extended to his family. We are grateful to Mr Kuhn for the productive cooperation and his commitment to TUI.

The district court of Hanover appointed Michael Pönipp as his successor on 17 April 2013.

Executive Board

Dr Michael Frenzel terminated his active career in the TUI Group upon the close of the Annual General Meeting on 13 February 2013. He has been succeeded by Friedrich Joussen, who joined TUI AG's Executive Board on 15 October 2012. The Supervisory Board gratefully acknowledges Dr Frenzel for his successful work and his efforts on behalf of the Group.

On behalf of the Supervisory Board

Prof. Dr Klaus Mangold
Chairman of the Supervisory Board

Hanover, 17 December 2013

FIVE-YEAR SUMMARY

Balance sheet

€ million	30 Sep 2009	30 Sep 2010	30 Sep 2011	30 Sep 2012	30 Sep 2013
Assets					
Fixed assets	4,888.4	4,031.6	4,005.1	4,113.5	4,139.3
Cash and cash equivalents	493.5	1,037.4	825.2	1,128.9	506.1
Current assets (incl. prepaid expenses)	1,852.4	1,801.9	678.2	315.1	408.3
Liabilities					
Equity and liabilities	2,018.1	2,047.6	2,234.5	2,365.2	2,748.6
<i>Subscribed capital</i>	642.8	643.1	643.5	644.9	645.2
Special non-taxed item	39.5	33.0	0.6	0.6	0.6
Provisions	589.7	450.3	440.8	448.7	420.3
Third-party financial liabilities	3,435.4	3,641.8	2,024.8	1,593.2	1,138.4
Liabilities (incl. deferred income)	1,151.6	698.2	807.8	1,149.8	745.8
Balance sheet total	7,234.3	6,870.9	5,508.5	5,557.5	5,053.7

Profit and loss statement

€ million	SFY 2009	2009/10	2010/11	2011/12	2012/13
Profit from ordinary activities	- 90.2	22.7	188.1	121.9	383.6
Extraordinary profit/loss	-	- 6.1	-	-	-
Taxes	+ 7.8	+ 3.0	+ 2.2	- 6.0	0.7
Group profit for the year	- 98.0	13.6	185.9	127.9	382.9

Profit appropriation

€ million	SFY 2009	2009/10	2010/11	2011/12	2012/13
Withdrawal from capital reserves	98.0	-	-	-	-
Transfer to other revenue reserves	-	-	92.4	118.5	191.0
Profit available for distribution	-	13.6	107.1	116.6	308.6
Retained profit brought forward for the subsequent year	-	13.6	107.1	116.6	270.7
Dividend payment	-	-	-	-	37.9

Share price development of the TUI share

€	SFY 2009	2009/10	2010/11	2011/12	2012/13
High	8.39	9.05	10.86	6.97	9.85
Low	3.37	4.69	3.68	3.14	6.70
Year-end closing price	7.05	8.98	3.88	6.70	9.44

TUI AG
Karl-Wiechert-Allee 4
30625 Hanover
Germany

World of  TUI