

TUI TRAVEL PLC

The rights of TUI Travel PLC (the “**Company**”) and its subsidiary companies to operate air services could be withdrawn if TUI Travel PLC ceased to be majority owned and/or effectively controlled by EEA Nationals. Accordingly the percentage of Shares in the Company held by non-EEA Nationals or in respect of which non-EEA Nationals are otherwise Interested is to be monitored and controlled using procedures set out in accordance with the Company’s articles of association. Under the articles of association, save in certain limited circumstances, the Board shall not register any person as a holder of any Share in the Company unless such person has furnished to the Directors a declaration signed by him or on his behalf stating at least the name and nationality of any person who has an Interest in any such Share.

In order to enable the directors of the Company to comply with this requirement, any proposed transferee of shares must complete the declaration set out below. **Without this form, the proposed transfer cannot be registered.** The directors may require such further evidence or information relating to the declaration as they see fit.

The articles of association of the Company provide limits on the percentage of shares in respect of which Relevant Persons may have an Interest. If these limits are, or are likely to be, exceeded then the directors may take steps to protect the Company, including requiring such Relevant Persons to transfer all or some of their Shares.

NATIONALITY DECLARATION FORM	
<i>PLEASE TYPE OR USE BLOCK CAPITALS</i>	
A.	*I/We declare that none of the shares to be registered in my/our name(s) pursuant to the attached transfer are Relevant Shares (as defined below).
OR	
B.	*I/We declare that the shares to be registered in my/our name(s) pursuant to the attached transfer are Relevant Shares and that the following is/are the name(s), nationality(ies) and address(es) of the person(s) whose Interests make them Relevant Shares.
Forename(s) (in full)	
Surname(s)	
Nationality(ies)	
Address(es)	
*Complete EITHER Declaration A OR Declaration B as appropriate and delete the other Declaration.	
Signature(s) of applicant(s) named in the attached transfer (<i>note all joint applicant(s) must sign and, in the case of a corporation, sealed by the corporation or signed on its behalf by an attorney or a duly authorised officer of the corporation who should state his capacity</i>).	
<div style="text-align: right;"> </div>	
Dated, 20.....	
For the purposes of this Declaration, the following definitions shall apply: (<i>see Note (i) below</i>)	
"EC Regulation" means Council Regulation (EEC) No. 2407/92 of 23 July 1992 (as amended or readopted) on licensing of air carriers;	
"EEA National" means any national of a Member State;	
A person shall be deemed to have an "Interest" in relation to shares, if:	
(a) such person has an interest which would (subject as provided below) be taken into account, or which he would be taken as having, in determining for the purposes of Part 22 of the Companies Act 2006 whether a person has a notifiable interest; or	
(b) he has any such interest as is referred to in Part 22 of the Companies Act 2006 Act;	
but shall not be deemed to have an Interest in any shares in which his spouse or civil partner or any infant child or stepchild of his is interested by virtue of his relationship with the spouse, civil partner, infant child or stepchild or any shares which he holds as a bare or custodian trustee under the laws of England or as a simple trustee under the laws of Scotland, and "interested" shall be construed accordingly;	
"Member State" means:	
(a) any state that from time to time is a Member State for the purposes of the EC Regulation; and	
(b) any state to which the provisions of the EC Regulation apply by virtue of an agreement between the European Community and that state;	

"Relevant Person" means:

- (a) any individual who is not an EEA National;
- (b) any body corporate other than a body corporate which is incorporated under the laws of any part of, and which has its principal place of business and central management and control in, a Member State;
- (c) a government or governmental department, agency or body, otherwise than of a Member State or any part thereof;
- (d) any municipal, local, statutory or other authority or any undertaking or body formed or established in any country other than a Member State; and/or
- (e) any person who (i) falls within any of the foregoing paragraphs of this definition and (ii) would be taken to be interested in any Shares pursuant to the provisions of Part 22 of the Companies Act 2006 if a body corporate were interested in those Shares;

"Relevant Share" means any Share, other than Shares held by certain charities, in which a Relevant Person has an Interest or which is declared by the directors to be a Relevant Share in accordance with the Company's articles of associations;

"Share" means any ordinary share in the share capital of the Company.

If you are in any doubt about this Declaration or as to how to complete this Declaration, you should consult your solicitor or other professional adviser.

Notes:

- (i) Some of the definitions set out above (including, in particular, the definition of Relevant Share) have been amended for the purposes of this Declaration and, therefore, do not entirely correspond with the relevant definition set out in the Company's articles of association. Please refer to the definition in the articles of association in case of doubt.
- (ii) This Declaration should normally be made by the person(s) named in the accompanying transfer(s) as the transferee(s). In the case of joint transferees, ALL of such transferees must sign. A corporation should either affix its seal or complete this form under the hand of an attorney or a duly authorised officer of the corporation, who should state his capacity.
- (iii) If the completion of the Declaration by the transferee(s) would lead to undue delay, the Company may accept a declaration made by a stockbroker, bank manager or solicitor, or by any other person duly authorised by Power of Attorney, in every case acting as the agent of the transferee(s). In such cases, however, the following declaration must also be made:

DECLARATION BY PROSPECTIVE TRANSFEREE'S AGENT

I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) named as transferee(s) in the accompanying form of transfer and whose name(s) is/are set out herein, represent and warrant that the person(s) on whose behalf the Declaration is made is/are known to me/us and that I/we am/are duly authorised to make the said Declaration on behalf of such person(s) and that, having made all such enquiries as I/we consider appropriate regarding the statements contained in such Declaration, such statements are correct to the best of my/our knowledge and belief.

Signature(s)..... Dated, 20...

If signed pursuant to authority granted by Power of Attorney, the Power of Attorney must be submitted together with this form.

If signed by a stockbroker, bank manager or solicitor, the name and address of the person signing this form must be given:

Full Name(s).....Mr/Mrs/Miss
(BLOCK CAPITALS PLEASE)

Address.....

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.....
.....

STAMP OF AGENT SUBMITTING THIS FORM

Please return this declaration to :

**Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA**