

**SCHEDULE 1**  
**Form of Conversion Notice and Nationality Declaration**

**TUI Travel PLC**  
**£350,000,000 6.0 per cent. Bonds due 2014**  
**convertible into Ordinary Shares of TUI Travel PLC**

(Please read the bonds overleaf before completing this Conversion Notice)

Name:..... Date:.....

Address: .....

Signature\*: .....

\*Where the Bonds in respect of which this Conversion Notice is given are evidenced by the Global Bond, the Conversion Notice need not be signed. In such a case, delivery of the Conversion Notice will constitute confirmation by the beneficial owner of interests in the Bonds to be converted that the information and the representations in the Conversion Notice are true and accurate on the date of delivery. This Conversion Notice need only be signed where the Bonds in respect of this Conversion Notice are in definitive form. For the avoidance of doubt, the Nationality Declaration must be signed in all cases.

*Failure to deliver properly and completely this Conversion Notice and the annexed Nationality Declaration (in the determination of the Agent) may result in this Conversion Notice being treated as null and void. Once validly delivered, this Conversion Notice is irrevocable.*

To: **TUI Travel PLC** (the “**Issuer**”)

I/We, [the undersigned] being the holders of the [Bond(s)/interests in the Global Bond] (please delete as applicable) specified below, hereby elect to convert the principal amount of such Bonds as specified below of which I/We are the holders(s) or in which I/we have an interest (as specified below) for ordinary shares of the Issuer (“**Ordinary Shares**”) in accordance with the terms and conditions of the Bonds.

I/We [the undersigned] hereby confirm that I/we have paid/will pay any taxes and duties arising and payable in accordance with the Conditions by me/us on the exercise of the Conversion Right in respect of the Bonds to which this Conversion Notice applies.

**1** Total principal amount and, where applicable, the serial numbers of Bonds to which this Conversion Notice applies:

Number of Bonds: .....

Total principal amount (must be a minimum of £100,000):.....

Serial numbers of Bonds\*

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\* Not required for Bonds evidenced by the Global Bond

.....  
**2** I/We request that the Ordinary Shares to be delivered pursuant to this Conversion Notice to be credited to the CREST account, details of which are set out below.

CREST Participant ID: .....

Member Account ID: .....

Name: .....

Address: .....

I/We hereby request that any payment of interest required to be made pursuant to Condition 6(i) of the Bonds be paid to the person whose name and address is given below and in the manner specified below/transferred to the sterling account, details in respect of which are given below:

Name: .....

Address: .....

.....

.....

Manner of despatch (if other than by ordinary mail to the above address):

.....

Account no: .....

Account name: .....

Bank: .....

Branch: .....

Sort Code: .....

Notes:

- (i) This Conversion Notice will be void unless the introductory details and Sections 1 and 2 are duly completed.
- (ii) Your attention is drawn to Condition 6 of the Bonds with respect to the conditions relating to conversion.
- (iii) Dispatch of statements of holding of Ordinary Shares will be made at the risk and (if sent at the request of such person otherwise than by ordinary mail) expense of the Bondholder, and the Bondholder will be required to prepay the expenses of, and submit any necessary documents required in order to effect, dispatch in any other manner specified hereon.

- (iv) If a retroactive adjustment of the Conversion Price contemplated by the Conditions is required in respect of a conversion of the Bonds, statements of holding of Ordinary Shares for the additional Ordinary Shares deliverable pursuant to such retroactive adjustment will be dispatched in the same manner as the statements of holding of Ordinary Shares previously issued pursuant to this Conversion Notice or, as the case may be, payments of cash will be made in the manner requested above.
- (v) This Conversion Notice may be completed by or on behalf of an accountholder of Euroclear or Clearstream, Luxembourg or any clearing system in which the relevant Bond is held at such time which has an interest in such Bond.
- (vi) The holding of an interest in a Bond by an accountholder of Euroclear or Clearstream, Luxembourg or any clearing system in which the relevant Bond is held in respect of which Conversion Rights are being exercised will be confirmed by the Principal Paying and Conversion Agent against a SWIFT message received from the relevant clearing system.
- (vii) Terms used in this Conversion Notice and not otherwise defined have the meanings set forth in the Trust Deed, dated 5 October 2009, between the Issuer and The Law Debenture Trust Corporation p.l.c.

For Agent's use only:

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- (A) Bond conversion identification reference: [                    ]
- (B) Date of delivery of Conversion Notice to Agent:
- (C) Conversion Date (to be filled in by Agent):

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- (A) Aggregate principal amount [of Bonds deposited for conversion/represented by the Global Bonds]\* being converted: .....
- (B) Conversion Price on Conversion Date: .....
- (C) Number of Ordinary Shares to be issued (if any): ..... (disregard fractions)

N.B. The Agent must complete items 3 and 4.

\* Delete as appropriate.

# NATIONALITY DECLARATION

## 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, you must complete the declaration set out below. 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) are Relevant Shares (as defined below).
<b>OR</b>	
B.	*I/We declare that the shares to be registered in my/our name(s) 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)
<b>*Complete EITHER Declaration A OR Declaration B as appropriate and delete the other Declaration.</b>	
Signature(s) of applicant(s) ( <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> ).	
	.....
	.....
	.....
	.....
Dated ....., 20.....	
For the purposes of this Declaration, the following definitions shall apply: ( <i>see Note (i) below</i> )	
<b>"EC Regulation"</b> means Council Regulation (EEC) No. 2407/92 of 23 July 1992 (as amended or readopted) on licensing of air carriers;	
<b>"EEA National"</b> means any national of a Member State;	
A person shall be deemed to have an <b>"Interest"</b> 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 or 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 herein. In the case of joint applicants, ALL of such applicants 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 applicant(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 applicant(s). In such cases, however, the following declaration must also be made:

**DECLARATION BY APPLICANT'S AGENT**

I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) 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.....  
.....  
.....  
.....

STAMP OF AGENT SUBMITTING THIS FORM