Quarterly Financial Report Q1/2009

KEY FINANCIAL FIGURES

	Q1 2009	Q1 2008
Revenues (EURm)	661.2	653.6
thereof: ticket sales (EURm)	595.9	585.2
EBITDAR (EURm)	27.1	40.3
EBIT (EURm)	-87.3	-68.6
Consolidated loss for the period (EURm)	-88.4	-59.6
Cash generated from operations (EURm)	60.0	-49.1
Earnings per share (EUR)	-1.35	-0.91
Operating Cashflow per share (EUR)	0.91	-0.75
Total assets (EURm)	2,517.3	2409.1
Employees (31 March)	8,117	8,488

Disclaimer – reservation regarding forward-looking statements

This interim report contains forward-looking statements on Air Berlin's business and earnings performance, which are based upon our current plans, estimates, forecasts and expectations. The statements entail risks and uncertainties as there are a variety of factors which influence our business and to a great extent lie beyond our sphere of influence. Actual results and developments may, therefore, diverge considerably from our current assumption, which, for this reason, are valid only at the time of publication. We undertake no obligation to revise our forward-looking statements in the light of either new information or unexpected events.

LETTER TO SHAREHOLDERS

Dear shareholders,

News about the economy is less than encouraging: all observers agree that the world is experiencing the most serious recession of the post-war period. And, no surprise here, the international aviation industry has been particularly affected. According to a report from IATA, the worldwide passenger volume at the end of March was down by more than 11 per cent compared with the same period of last year. Due to the fact that the airlines were unable to adapt their capacities as quickly, there has also been a correspondingly steep fall in the utilisation of their aircraft. The result: heavy operating losses in the industry. In addition, the sharp decline in international trade has led to an unprecedented slump in air freight.

Air Berlin cannot disconnect itself from the global recession – this is also clear from the results for the first quarter of the current 2009 financial year. However, last year already saw us making early and extensive preparations for the challenges to come, which were foreseeable even then. The "Jump" programme achieved important successes contributing to a radical performance improvement at all levels of the Air Berlin Group. Parallel to this, we rigorously adapted our capacity to the changing requirements.

It is precisely in these very challenging times that we can reap the rewards of our efforts: the decline in the passenger volume and utilisation at Air Berlin is substantially smaller than the industry average and our yields have shown an improvement since the middle of last year – and in the period under review even generated double-digit growth!

But we have no intention of letting up: the current financial year will also see us focussing on strengthening both our profitability and our balance sheet. Our quarterly results are in line with planning and as a result with all due caution, we can also confirm our previous forecast. For 2009 as a whole, we are aiming for a positive result from operating activities which is higher than the previous year.

Berlin, May 2009

Joachim Hunold
Chief Executive Officer

THE AIR BERLIN SHARE

The international stock markets have seen extreme price fluctuations since the start of 2009. Initially, the pronounced downward movement of the second half of 2008 continued with increasing impetus into the first week of March, then to be replaced by a no less vehement upward phase within just a few weeks. The sharp falls on the DAX (-26 per cent) and SDAX (-23 per cent) were then completely reversed: In the second half of May, both indices were trading slightly above their levels at the start of the year.

The shares of the European airlines developed in similar fashion. However, the price downturn here continued until the end of March 2009 and by the second half of May the subsequent recovery had not taken prices back to the levels achieved at the start of the year. Following the 23 per cent fall on the Dow Jones STOXX TMI Airlines industry index and the 49 per cent loss recorded by the Air Berlin share between the start of the year and the end of March, they had subsequently rallied by 20 per cent and 30 per cent respectively. The Air Berlin share entered the New Year trading on Xetra at EUR 5.00, moved down to EUR 3.06 by 31 March and has since recovered again.

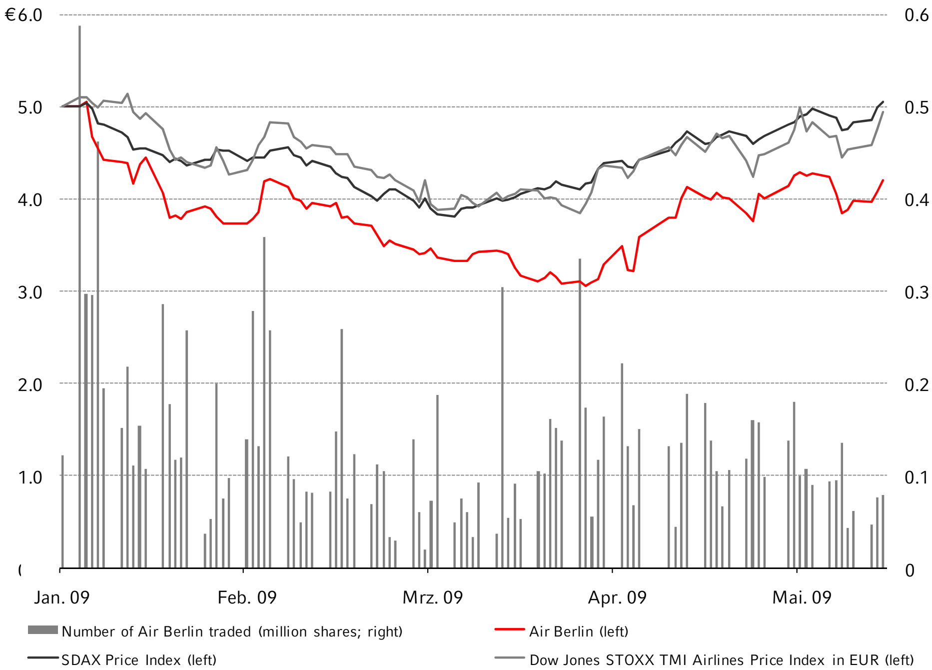
As of the end of the first quarter of 2009, Air Berlin was being tracked by a total of 14 research institutes. Positive estimates clearly prevailed up to this point. There were seven recommendations either to buy (2) or hold the share (5) against only two sell recommendations. In addition, three analysts estimate that the share will develop in line with the market and two analysts expect development to be below average.

Air Berlin was informed on 29 March 2009 that on 28 March the Turkish company ESAS Holding A.S. had concluded a purchase agreement for the acquisition of approximately 15 per cent of the voting shares in Air Berlin PLC. The German Federal Cartel Office approved the purchase agreement on 28 April 2009. ESAS Holding A.S. will be represented on the Board of Air Berlin PLC with a non-executive director. The majority of the share package held by Len Blavatnik, who announced a notification at the start of January that he had sold his shares, is thus in the possession of ESAS Holding A.S. As a result, Air Berlin has a second new major shareholder, after a subsidiary of TUI Travel PLC took a shareholding with a minority interest not exceeding 20 per cent on 27 March 2009.

ESAS Holding A.S., the second-largest industrial and financial group in Turkey, bundles together the business activities of the Sabanci family. In 2008, the companies of the holding group generated approximately EUR 445 million (TRY 1.1 billion) and had a workforce of more than 3,300.

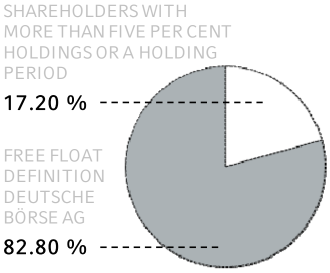
01) The Air Berlin share

Relative performance Air Berlin versus SDAX and Dow Jones STOXX Airlines (based on Air Berlin)



Source: Reuters

01) The Air Berlin share



SHAREHOLDER STRUCTURE AT AIR BERLIN PLC ON 31 MARCH2009

The Air Berlin PLC share in the first three months 2009

Share capital:	EUR 16,429,275.75 plus GBP 50,000
Authorised share capital:	EUR 100,000,000 and
Total number of issued and registered shares as of 31 March 2009:	65,717,103
Class:	Individual share certificates
Nominal value:	EUR 0.25
Bloomberg symbol:	AB1 GR
Reuters symbol:	AB1.DE
ISIN symbol:	GB00B128C026
WKN symbol:	AB1000
Accounting standard:	IAS/IFRS

Market data Q1 2009

Trading segment:	Official trading (prime standard)
Primary industry:	Transport and logistics
Industry group:	Airlines
Indices:	SADX, Prime All Share, Classic All Share
Designated Sponsors:	Commerzbank AG, Morgan Stanley Bank AG
Market capitalisation as of 31 March 2009:	EUR 201.1 million
Free Float according to Deutsche Börse AG as of 31 March 2009:	82.80%
Capitalisation of free float as of 31 March 2009:	EUR 166.5 million
Average trading volume Q1 2009:	133,474 shares per day

- The shares are officially traded on Xetra as well as on the Frankfurt Stock Exchange and traded on the regulated official markets at the exchanges in Berlin-Bremen, Düsseldorf, Hamburg, Munich and Stuttgart.
- Air Berlin shares are registered common shares. In accordance with the Air Transport Agreement and the EU Directives, entry in an appropriate schedule of names giving information on the distribution of the shares by nationality ensures that a majority of the shares are held by German and European investors. The registry agency is Registrar Services GmbH in Eschborn.
- "Class A" shares have also been issued.

Current investor relations information, press releases and ad hoc notifications, investor and analyst presentations and all other mandatory reports and disclosures can be found on the Air Berlin website, ir.airberlin.com.

BUSINESS DEVELOPMENT

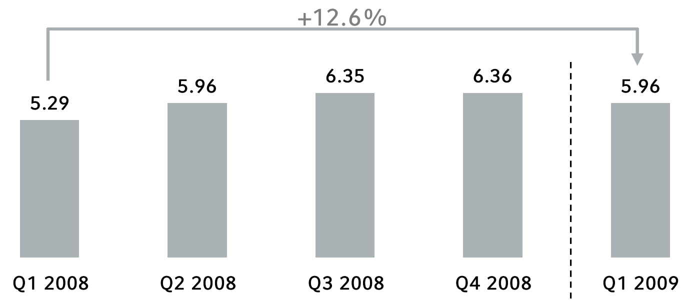
THE GLOBAL ECONOMY AND THE AVIATION INDUSTRY

In its global economic outlook published in April, the International Monetary Fund (IMF) expects a global recession for the first time since the Second World War: global GDP is expected to decline by 1.3 per cent in real terms in 2009. Particularly those nations heavily dependent on exports will suffer to an above-average degree. For this reason, the IMF is predicting a substantially more severe economic slump for Germany in the order of 5.6 per cent. The economy of the euro zone is also expected to shrink by the above-average figure of 4.2 per cent. The economic research institutions in Germany and the German government are even more pessimistic and forecast a fall of 6 per cent for Germany.

The slump in the first quarter of 2009 by 3.8 per cent in real terms confirms the weakness of the German economy. However, in contrast to most other developed countries, consumption has proved to be a support. The persistently low inflation alongside falling oil prices, high collective wage agreements in the previous year and one-off effects such as the scrappage bonus for old cars are having a stimulating effect in this case. In addition, the most recent sentiment indicators lead one to hope that the economy in Germany has bottomed out. Thus the ifo business climate index in its assessment of the current situation in April improved on a month-on-month basis for the first time since October 2008 and expectations also rose. The same is true for the ifo economic climate index for the euro zone.

For the first quarter of 2009, IATA reports a year-on-year decline of 11.1 per cent in global passenger figures for its members. However, the airlines reduced their capacity by just 4.4 per cent, with the result that the passenger load factor declined by 5.4 percentage points to 72.1 per cent. The data for Europe is different: while the Airport Council International Europe (ACI Europe) sees a 12.4 per cent decline in the passenger volume, the Association of European Airlines (AEA) reports a decline for its members of just 9.5 per cent. On this basis and with capacity down by 1.8 per cent, the passenger load factor for the European airlines fell by 5.7 per cent to 63.1 per cent.

Revenues per ASK / Yield (Eurocent)



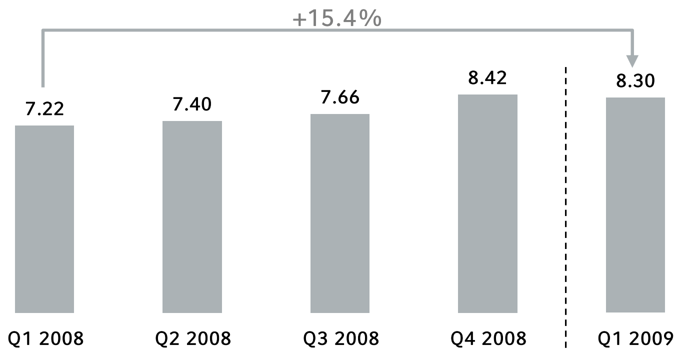
OPERATING DEVELOPMENT

The theme of the operating development of the Air Berlin Group in the New Year was clearly the "Jump" programme aimed at the optimisation of route and fleet management, identifying and utilising potential for price differentiation and revenue increases, improving cost efficiency with respect to purchasing and staff and optimising organisational measures both on board and on the ground. Aircraft capacity and the density of air and fleet plans were also adapted further as planned, in the direction of a systematic performance improvement. The operating development in the first quarter therefore shows further substantial improvements in the important profit figures. Compared with the same quarter of the previous year, take-offs were reduced by 10.2 per cent and the available seat kilometres (ASK) by 10.1 per cent which considerably increased average capacity per aircraft by 6.9 per cent. With an overall reduction in capacity (number of available seats) by 3.9 per cent and a 6.2 per cent decline in the passenger volume (pax), utilisation fell by 2.36 percentage points to 71.54 per cent. As a result, the Air Berlin Group emerged from the first quarter of 2009 in much better shape than the global and European industry average.

Compared with the same quarter of the previous year, flight revenue per passenger increased by 8.5 per cent from EUR 100.4 to EUR 108.9 and total revenue per passenger by 7.9 per cent to EUR 120.9 compared to EUR 112.1. In the first quarter, total revenue per available seat kilometre (yield) even posted a double-digit increase by 12.6 per cent to 5.96 euro cents compared to 5.29 euro cents in the same quarter of the previous year. Revenue per passenger kilometre (RPK) increased by 15.4 per cent to 8.33 euro cents compared to 7.22 euro cents.

02) Business development

Revenues per RPK (Eurocent)



Key operating figures for the first quarter 2009

	+/- %	Q1 2009	Q1 2008
Aircraft (as of 31 March)	+4.80	131	125
Flights	-10.15	44,523	49,552
Destinations	+/-0	96	96
Passengers (thousands; „Pax“)	-6.19	5,470	5,831
Available seats (thousands; Capacity)	-3.93	7,646	7,959
Available seat-kilometres (millions; „ASK“)	-10.13	11,096	12,347
Revenue passenger kilometres (millions; „RPK“)	-12.33	7,934	9,049
Passenger load factor (%; Pax/capacity)	-1.73*	71.54	73.27
Number of block hours	-11.17	88,397	99,509

* percentage points

Fleet Air Berlin Group

	Number end of Q1 2009	Number end of Q1 2008
A319	18	18
A320	31	32
A321	6	6
A330-200	10	10
A330-300	3	3
B737-700	17	16
B737-800	37	35
B757	2	2
B767	1	1
Q400	6	2
Total	131	125

RESULTS, FINANCIAL POSITION AND NET ASSETS

Results

The figures for the quarter under review are comparable with those from the same quarter of the previous year as the basis of consolidation has not changed. The previous year's figures have been adjusted with retrospective effect due to the adoption of the accounting standard IFRIC 13 (Accounting for Customer Loyalty Programmes; also see Note 3 on page 25) implemented for the first time as at 1 January 2009.

In the first three months of 2009, consolidated revenue increased by 1.2 per cent year-on-year from EUR 653.6 million to EUR 661.2 million. Flight revenue (charter flights plus single-seat tickets) increased by 1.8 per cent from EUR 585.2 million to EUR 595.9 million. In the quarter under review, charter revenue increased by 4,6 per cent from EUR 222.2 million to EUR 232.4 million, while revenue from single-seat ticket sales were almost unchanged at EUR 363.4 million compared to EUR 363.0 million. Despite the unfavourable general situation in the industry and lower passenger figures, the previous year's level was thus slightly exceeded overall. In addition, this result should be seen especially in light of the fact that the important Easter travel period falls in the second quarter of 2009, while last year it contributed to the results of the first quarter.

In the quarter under review, revenue from ground and other services declined from EUR 61.3 million to EUR 58.7 million, primarily due to the greater deployment of the technical division for internal maintenance. Duty free sales declined in line with the number of passengers from EUR 7.1 million to EUR 6.5 million in the quarter under review. Other operating income totalled EUR 4.3 million compared to EUR 5.2 million in the same quarter of the previous year. In the quarter under review, total income thus increased by 1.0 per cent from EUR 658.8 million in the previous year to EUR 665.4 million.

In the quarter under review, operating expenses increased by 3.5 per cent from EUR 727.4 million in the previous year to EUR 752.8 million. Increased fuel expenses accounted for the larger proportion of this increase (EUR 174.5 million compared to EUR 163.1 million). Staff costs increased by 5.2 per cent from EUR 102.4 million to EUR 107.7 million. At the end of the first quarter, Air Berlin employed 8,117 staff compared to 8,488 at the end of the same quarter of the previous year (including the subsidiaries LTU and Belair). At EUR 26.7 million, depreciation and amortisation were 5.4 per cent above the figure for the previous year. In contrast, other operating expenses declined by 5.9 per cent from EUR 121.5 million to EUR 114.3 million.

The operating profit before depreciation, amortisation and leasing expenses (EBITDAR) amounted to EUR 27.1 million in the quarter under review compared to EUR 40.3 million in the same quarter of the previous year. The leasing expenses increased in the quarter under review by 5.0 per cent to EUR 87.7 million after EUR 83.5 million in the same quarter of the previous year. EBITDA thus equalled EUR -60.6 million in the first quarter after EUR -43.2 million, while the result from operating activities (EBIT) equalled EUR -87.3 million compared to EUR -68.6 million.

The financial result worsened to EUR -31.3 million after EUR -20.4 as the result of a number of factors including higher currency losses. Accordingly, the pre-tax loss after the first three months of the current financial year was EUR -118.6 million compared to EUR -89.0 million. The net result for the first three months of 2009 with an income tax credit of EUR 30.2 million equalled EUR -88.4 million compared to EUR -59.6 million in the same period of the previous year. Earnings per share (diluted and basic) equalled EUR -1.35 compared to EUR -0.91 (diluted and basic) in the previous year.

Financial position and net assets

As at the end of the first quarter of 2009, the consolidated balance sheet grew by 4.5 per cent to EUR 2,517.3 million compared with the balance sheet date of 31 December 2008. The balance sheet for the previous year has also been adjusted by the effects of applying IFRIC 13. Application of the IFRIC 13 rule has an influence on the retained earnings position in Shareholders' Equity and on provisions (see Note 3 on page 25).

While non-current assets were 3.4 per cent higher in the quarter under review compared to the balance sheet date of the year 2008, current assets increased by the above-average rate of 7.3 per cent, primarily due to higher cash and cash equivalents (an increase of 13.3% to EUR 303.9 million).

Equity was mainly affected by two opposing influences: an income-driven decline (including a negative net effect of EUR 19.4 milion according to IFRIC 13) was seen alongside lower negative market assessment from hedging transactions to be recognised in equity. Compared with the 2008 reporting date, equity declined by EUR 39.5 million or 10.6 per cent. Its share of total assets declined from 15.4 per cent to 13.2 per cent in the quarter under review. Current and non-current liabilities increased by 10.3 per cent and 4.2 per cent respectively in the quarter under review. After the first three months of the current financial year, net debt totalled EUR 778.6 million, compared to EUR 762.0 million as at the 2008 reporting date.

Net cash flow from operating activities after interest paid amounted to EUR 60.0 million in the first quarter of 2009 after EUR -49.1 million in the same quarter of the previous year. After an increase in accrued liabilities and provisions of EUR 52.2 million – EUR 4.1 million was reversed for the same item in the same quarter of the previous year – other current liabilities increased in particular. Net cash outflows for capital expenditure totalled EUR 39.6 million in the quarter under review. They were thus substantially below the level (EUR 62.7 million) of the same quarter of the previous year. Cash flow from financing activities as the net position from non-current borrowing and capital repayments totalled EUR 9.9 million in the quarter under review after EUR -69.6 million in the previous year. Overall, the first quarter of 2009, there were cash inflows of EUR 30.2 million.

FORECAST REPORT AND OUTLOOK

Overall economic and industry environment

The global economy is experiencing a serious recession this year. Germany is particularly affected by the slump in exports and declining domestic investments. Nevertheless, in Europe as well as in the USA and Japan there have been initial indications recently that the recession has bottomed out this year. Better-than-expected banking results in the first quarter, somewhat more positive news again regarding the US property market and signs that the extensive worldwide economic support programmes are working were the key factors which resulted in the situation easing. On the other hand, estimates regarding the start and magnitude of a subsequent recovery vary considerably. In addition, it is not possible to rule out the possibility of the economic drought lasting longer.

Accordingly, the prospects for international aviation have worsened over recent months despite the fall in the price of oil. For 2009, IATA is expecting a substantial global decline in revenue passenger kilometres (RPK) and a significantly lower volume of cargo. However, the latest available traffic statistics for April 2009 show a certain degree of stabilisation in the overall trend and that the rate of decline has not increased.

Business development

Although Air Berlin did not escape the continuing adverse market developments in the new year, passenger volume and utilisation have been better than the industry. Traffic figures for April also confirm this trend: with a decline in passenger figures of 3.4 per cent to 2.17 million, utilisation declined by just 2.4 percentage points to 76.4 per cent as at the same time capacity was reduced further as scheduled by 0.4 per cent. In the first four months of the current year, Air Berlin carried a total of 7.64 million passengers, 5.4 per cent less than in the same period of the previous year. Capacity was 3.0 per cent less than the previous year. As a result, utilisation in the four-month period declined by only 1.9 percentage points to 78.8 per cent.

The focus in the 2009 financial year remains squarely on improving performance. The results of the first quarter are in line with the plans despite the very challenging overall economic situation. In view of the trend in the second quarter, this development is also demonstrating its sustainability. Thus the yield per ASK increased in April by 12.9 per cent from 5.19 euro cents in the previous year to the recent figure of 5.86 euro cents. Accordingly, the company finds itself on track in economically difficult times. For this reason, and despite cloudy economic prospects, Air Berlin continues to expect it will achieve positive EBIT in the 2009 financial year above the level of the previous year.

The decline in negative assessment for hedge accounting affecting equity recognised in the quarter under review will continue as the year progresses and will thus contribute to a significant strengthening of the equity position in the balance sheet.

OPPORTUNITIES AND RISKS

Industry risks

The risks discussed in the section on opportunities and risks in the 2008 Annual Report continue to apply to the aviation industry in general and remain particularly relevant for low-cost carriers. No new or additional risks have occurred since.

Financial risks

The financial risks discussed in the 2008 Annual Report generally continue to apply for the current financial year. Air Berlin will be employing the same instruments outlined therein to manage these risks effectively. The foreign currency risk remains a material financial risk, particularly in relation to fuel purchasing due to the high correlation between jet fuel and crude oil prices, quoted in US dollars. Air Berlin hedges the greater share of its currency risk exposure, and will continue to do so throughout the rest of the financial year and beyond.

Purchasing risks

Air Berlin engages in extensive hedging in order to counter uncertainty in price risks in connection with fuel purchasing. This continues to take place at present, largely unaffected by the fact that the jet fuel price has now dropped sharply back down from the record highs it reached in the middle of 2008. As at the end of April 2009, the hedging ratio for jet fuel for the remainder of 2009 was 77.8 per cent.

EVENTS AFTER THE QUARTER UNDER REVIEW

8 April 2009: Air Berlin announced that Christoph Debus (38) will join the Board of Directors of Air Berlin PLC on 1 June 2009. He will be responsible for sales, the network and IT. Previous to this, Debus was Managing Director at the airline Condor for four years with responsibility for IT, controlling, human resources, bookkeeping, accounting and financing.

Approved by the directors on 26 March 2009

Joachim Hunold Ulf Hüttmeyer

INDEPENDENT REVIEW REPORT TO AIR BERLIN PLC

Introduction

We have been engaged by the company to review the condensed set of financial statements in the three-monthly financial report for the three months ended 31 March 2009 which comprises the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Consolidated statement of Changes in Equity and the Consolidated Statement of Cash Flows and the related explanatory notes. We have read the other information contained in the three-monthly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the company in accordance with the terms of our engagement to assist the company in meeting the requirements of § 37 x Abs. 3 of the German Securities Trading Act (Wertpapierhandelsgesetz or "WpHG"). Our review has been undertaken so that we might state to the company those matters we are required to state to it in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company for our review work, for this report, or for the conclusions we have reached.

Directors' responsibilities

The three-monthly financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the three-monthly financial report in accordance with the WpHG.

As disclosed in note 2, the annual financial statements of the group are prepared in accordance with IFRSs as adopted by the EU. The condensed set of financial statements included in this three-monthly financial report has been prepared in accordance with IAS 34 *Interim Financial Reporting* as adopted by the EU.

Our responsibility

Our responsibility is to express to the company a conclusion on the condensed set of financial statements in the three-monthly financial report based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Auditing Practices Board for use in the UK. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the three-monthly financial report for the three months ended 31 March 2009 is not prepared, in all material respects, in accordance with IAS 34 as adopted by the EU and the WpHG.

Melvyn Egglenton
For and on behalf of KPMG Audit Plc
Chartered Accountants

2 Cornwall Street
Birmingham
B3 2DL
United Kingdom

26 May 2009

Air Berlin PLC

CONSOLIDATED INCOME STATEMENT (UNAUDITED)

for the period ended 31 March 31 2009

	1/09-3/09	adjusted* 1/08-3/08
	€ 000	€ 000
Revenue	**661,163**	653,576
Other operating income	**4,290**	5,223
Expenses for materials and services	**(504,009)**	(478,086)
Personnel expenses	**(107,727)**	(102,444)
Depreciation and amortisation	**(26,746)**	(25,364)
Other operating expenses	**(114,301)**	(121,512)
Operating expenses	**(752,783)**	(727,406)
Result from operating activities	**(87,330)**	(68,607)
Financial expenses	**(16,066)**	(12,222)
Financial income	**925**	3,578
Foreign exchange gains (losses), net	**(16,135)**	(11,747)
Net financing costs	**(31,276)**	(20,391)
Share of (loss) profit of associates, net of tax	**0**	0
Loss before tax	**(118,606)**	(88,998)
Income tax benefit	**30,163**	29,357
Loss for the period – all attributable to equity holders of the Company	**(88,443)**	(59,641)
Basic earnings per share in €	**(1.35)**	(0.91)
Diluted earnings per share in €	**(1.35)**	(0.91)

* The income statement adjustments as of 31 March 2008 relate to the first time adoption of IFRIC 13 at January 1, 2009 with a retrospective effect in 2008.

Air Berlin PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

for the period ended 31 March 2009

	1/09-3/09	adjusted* 1/08-3/08
	€ 000	€ 000
Loss for the period	**(88,443)**	(59,641)
Other comprehensive income		
Exchange differences on translating foreign operations	**22**	(100)
Cash Flow Hedges	**70,016**	(33,164)
Income tax relating to components of other comprehensive income	**(21,135)**	10,007
Other comprehensive income for the period, net of tax	**48,903**	(23,257)
Total comprehensive income	**(39,540)**	(82,898)
Total comprehensive income attributable to minority interests	**0**	0
Total comprehensive income attributable to shareholders of Air Berlin PLC	**(39,540)**	(82,898)

* The income statement adjustments as of 31 March 2008 relate to the first time adoption of IFRIC 13 at January 1, 2009 with a retrospective effect in 2008.

Air Berlin PLC

CONSOLIDATED BALANCE SHEET (UNAUDITED)

as of 31 March 2009

	31/03/2009	adjusted* 31/12/2008
	€ 000	€ 000
Assets		
Non-current assets		
Intangible assets	313,030	313,819
Property, plant and equipment	1,302,872	1,269,943
Trade and other receivables, non-current	114,830	108,254
Deferred tax asset	70,735	54,555
Positive market value of derivatives, non-current	5,448	664
Investments in associates	1,771	1,771
Non-current assets	1,808,686	1,749,006
Current assets		
Inventories	37,767	36,692
Trade and other receivables, current	288,014	283,427
Positive market value of derivatives, current	58,620	46,567
Prepaid expenses	20,334	25,110
Cash and cash equivalents	303,907	268,287
Current assets	708,642	660,083
Total assets	2,517,328	2,409,089

The balance sheet adjustments as of 31 December 2008 relate to the first time adoption of IFRIC 13 at 1 January 2009 with a retrospective effect in 2008.

Air Berlin PLC

CONSOLIDATED BALANCE SHEET (UNAUDITED)

as of 31 March 2009

	31/03/2009	adjusted* 31/12/2008
	€ 000	€ 000
Equity and liabilities		
Shareholders' equity		
Share capital	16,502	16,502
Share premium	307,501	307,501
Equity component of convertible bond	27,344	27,344
Other capital reserves	217,056	217,056
Retained earnings	(151,063)	(62,654)
Hedge accounting reserve, net of tax	(86,413)	(135,294)
Foreign currency translation reserve	958	936
Equity available to the shareholders of the Company	331,885	371,391
Minority interest	629	629
Total equity	332,514	372,020
Non-current liabilities		
Liabilities due to bank from assignment of future lease payments	663,457	610,463
Interest-bearing liabilities	306,639	302,783
Pension liabilities	175	0
Non-current provisions	10,341	10,661
Trade and other payables, non-current	32,872	31,263
Negative market value of derivatives, non-current	43,182	58,767
Non-current liabilities	1,056,666	1,013,937
Current liabilities		
Liabilities due to bank from assignment of future lease payments	78,441	73,011
Interest-bearing liabilities	33,973	44,012
Current tax liabilities	14,570	8,076
Provisions	15,908	15,562
Trade and other payables, current	321,266	316,121
Negative market value of derivatives, current	182,052	236,735
Deferred income	59,428	72,795
Advanced payments received	422,510	256,820
Current liabilities	1,128,148	1,023,132
Total equity and liabilities	2,517,328	2,409,089

The balance sheet adjustments as of 31 December 2008 relate to the first time adoption of IFRIC 13 at 1 January 2009 with a retrospective effect in 2008.

Air Berlin PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

for the period ended 31 March 2009

	Share capital	Share premium	Equity component of convertible bond	Other capital reserves	Retained earnings	Hedge accounting reserve, net of tax	Foreign currency translation reserve	Equity available to the share-holders of the Company	Minority interest	Total equity
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Balances at 31 December 2007 (reported)	**16,502**	**307,501**	**27,431**	**217,056**	**31,889**	**(6,639)**	**(201)**	**593,539**	**629**	**594,168**
First time adoption IFRIC 13					(10,882)			(10,882)		(10,882)
Balances at 31 December 2007 (adjusted)	**16,502**	**307,501**	**27,431**	**217,056**	**21,007**	**(6,639)**	**(201)**	**582,657**	**629**	**583,286**
Share based payment					99			99		99
Loss for the period					(59,641)			(59,641)		(59,641)
Other neutral changes						(23,157)	(100)	(23,257)		(23,257)
Balances at 31 March 2008	**16,502**	**307,501**	**27,431**	**217,056**	**(38,535)**	**(29,796)**	**(301)**	**499,858**	**629**	**500,487**
Balances at 31 December 2008 (reported)	**16,502**	**307,501**	**27,344**	**217,056**	**(43,273)**	**(135,294)**	**936**	**390,772**	**629**	**391,401**
First time adoption IFRIC 13					(19,381)			(19,381)		(19,381)
Balances at 31 December 2008 (adjusted)	**16,502**	**307,501**	**27,344**	**217,056**	**(62,654)**	**(135,294)**	**936**	**371,391**	**629**	**372,020**
Share based payment					34			34		34
Loss for the period					(88,443)			(88,443)		(88,443)
Other neutral changes						48,881	22	48,903		48,903
Balances at 31 March 2009	**16,502**	**307,501**	**27,344**	**217,056**	**(151,063)**	**(86,413)**	**958**	**331,885**	**629**	**332,514**

Air Berlin PLC

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

for the period ended 31 March 2009

	31/03/2009	adjusted* 31/03/2008
	€ 000	€ 000
Loss for the period	(88,443)	(59,641)
Adjustments to reconcile profit or loss to cash flows from operating activities:		
Depreciation and amortisation of non-current assets	26,746	25,364
(Gain) loss on disposal of tangible and intangible assets	(3,305)	54
Share based payments	34	99
Increase in inventories	(1,076)	(7,073)
Increase in trade accounts receivable	(13,279)	(10,618)
Increase in other assets and prepaid expenses	(8,939)	(24,425)
Deferred tax credit	(37,315)	(32,057)
Increase (decrease) in accrued liabilities and provisions	52,221	(4,092)
Decrease in trade accounts payable	(37,615)	(50,326)
Increase in other current liabilities	143,978	100,113
Foreign exchange losses	16,135	11,747
Interest expense	15,822	12,166
Interest income	(925)	(3,578)
Income tax expense	7,151	2,700
Changes in fair value of derivatives	(630)	(3,561)
Other non-cash changes	22	(99)
Cash generated from operations	70,582	(43,227)
Interest paid	(10,652)	(8,838)
Interest received	760	3,510
Income taxes paid	(694)	(550)
Net cash flows from operating activities	59,996	(49,105)
Purchases of tangible and intangible assets	(48,491)	(33,668)
Acquisition of subsidiary, net of cash	0	(752)
Proceeds from sale of subsidiary, net of cash	0	(412)
Net-advanced payments for non-current items	594	(27,864)
Proceeds from sale of tangible and intangible assets	8,268	15
Cash flow from investing activities	(39,629)	(62,681)

to be continued on the following page

Air Berlin PLC

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

for the period ended 31 March 2009

continued from the previous page

	31/03/2009	adjusted* 31/03/2008
	€ 000	€ 000
Principal payments on interest-bearing liabilities	(31,736)	(115,853)
Proceeds from interest-bearing liabilities	41,601	46,243
Cash flow from financing activities	9,865	(69,610)
Change in cash and cash equivalents	30,232	(181,396)
Cash and cash equivalents at beginning of period	267,809	468,550
Foreign exchange (gains) losses on cash balances	3,430	(3,875)
Cash and cash equivalents at end of period	301,471	283,279
Thereof bank overdrafts used for cash management purposes	(2,436)	(1,774)
Thereof cash and cash equivalents in the balance sheet	303,907	285,053

The balance sheet adjustments as of 31 December 2008 relate to the first time adoption of IFRIC 13 at 1 January 2009 with a retrospective effect in 2008.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 MARCH 2009

(Euro/CHF in thousands, except share and bond data)

1. REPORTING ENTITY

The consolidated interim financial statements of Air Berlin PLC for the three months ended 31 March 2009 comprise Air Berlin PLC ("the Company") and its subsidiaries (together referred to as "Air Berlin" or the "Group") and the Group's interest in associates. Air Berlin PLC is a company incorporated in England and Wales with its registered office in London. The corporate headquarters of Air Berlin are located in Berlin. The Company's ordinary shares are traded on the Frankfurt Stock Exchange.

The group financial statements as at, and for, the year ended 31 December 2008 prepared in accordance with IFRSs as adopted by the EU and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS, are available from the Company's registered office and at ir.airberlin.com.

The prior year comparative set out above do not constitute the Company's statutory accounts for the year ended 31 December 2008 but is derived from those accounts. Statutory accounts for 2008 will be delivered to the registrar in due course. The auditors have reported on those accounts; their report was (i) was unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under section 237 (2) or (3) of the Companies act 1985.

2. STATEMENT OF COMPLIANCE

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) IAS 34 *Interim Financial Reporting* as adopted by the EU. They have not been audited and do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2008.

This condensed set of financial statements was approved by the directors on 26 May 2009.

3. ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING

This interim report up to 31 March 2009 has been drawn up in accordance with IAS 34 and in compliance with the standards and interpretations applicable from 1 January 2009 as adopted by the EU. The Group has used the same accounting and valuation methods as for the consolidated financial statements for the year ended 31 December 2008 except for the changes by IFRIC 13.

Within the scope of Top Bonus Program of Air Berlin in accordance with IFRIC 13 "Customer Loyalty Programmes" which is mandatory from 1 January 2009, miles earned are valued at the fair value using the deferred-income-method. The value of one mile was previously valued using the marginal-cost method until 31 December 2008. In accordance with IAS 8 "Accounting policies, changes in accounting estimates and errors", the impact of IFRIC 13 has been applied retrospectively. The implementation of IFRIC 13 at the 1 January 2009 impacts equity, deferred tax assets and deferred income, i.e. it changes the comparatives in the consolidated balance sheet positions as of 31 December 2008. Due to the first time adoption of IFRIC 13 at the 1 January 2009 the equity decreased from € 391,401 to € 372,020. The deferred tax assets increased by € 8,375. The obligation under "Top Bonus Program" (deferred income - miles earned but not used) increased by € 27,756. In the first quarter of 2009 the impact of IFRIC 13 is to reduce revenue by € 168. The impact of IFRIC 13 in the first quarter of 2008 is to reduce revenue by € 884.

4. ESTIMATES

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing these consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of uncertainty related to estimates were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2008.

5. SEASONALITY

The aviation industry is subject to seasonal fluctuations. Due to holiday travellers, the summer months generally show the highest revenue from ticket sales. The Group attempts to minimise seasonal impacts by expanding the number of business travellers. For the twelve months ended 31 March 2009 the Group had revenue of € 3,408,279 (twelve months ended 31 March 2008: € 2,816,969) and loss for the period of € 103,821 (twelve months ended 31 March 2008: profit of € 2,680). Furthermore, for the twelve months ended 31 March 2009 the EBIT amounted to € -4,588 (twelve months ended March 2008: € 13,550).

6. ACQUISITIONS AND DISPOSALS

LTU/Belair

The purchase price allocations for LTU and Belair were finalized in 2008. There were no changes to the presentation in the Annual Report 2008.

In the first quarter of 2009 the Group has not acquired or disposed further shares of subsidiaries and associates.

7. NON-CURRENT ASSETS

During the three months ended 31 March 2009 the Group acquired fixed assets with a cost of € 63,621 (three months ended 31 March 2008: € 33,688). This amount includes the acquisition of four Bombardier aircrafts.

Assets with a carrying amount of € 4,734 were disposed of during the three months ended 31 March 2009 (three months ended 31 March 2008: € 114).

8. SHARE CAPITAL

Of Air Berlin's authorised share capital, 65,717,103 ordinary shares of € 0.25 each and 50,000 A shares of £1.00 each were issued and fully paid up as of 31 March 2009. Included in this amount are 177,600 treasury shares held by Air Berlin (through the Air Berlin Employee Share Trust).

9. REVENUE

in thousands of Euro	1/09-3/09	1/08-3/08
Single-seat ticket sales	363,447	363,032
Bulk ticket sales to charter and package tour operators	232,446	222,195
Duty free	6,545	7,093
Ground and other services	58,725	61,256
	661,163	653,576

Air Berlin recognises ticket sales as income at the time when the transportation is provided. When the fare is for a round-trip and the return flight has not yet been provided at the reporting date, the unearned revenue is deferred in the consolidated balance sheet under "deferred income" until such time the transportation is provided. Deferred income is estimated based on historical experience and past general passenger behaviour.

Air Berlin has determined its flight operations as the single operating segment whose results are regularly reviewed by the Company's chief operating decision maker and for which discrete financial information is available. No other operating segment has been identified.

10. OTHER OPERATING INCOME

in thousands of Euro	1/09-3/09	1/08-3/08
Gain on disposal of fixed assets	3,305	0
Income from services provided to Niki	351	110
Income from insurance claims	100	393
Other	534	4,720
	4,290	5,223

11. EXPENSES FOR MATERIALS AND SERVICES

in thousands of Euro	1/09-3/09	1/08-3/08
Fuel for aircraft	174,462	163,105
Catering costs and cost of materials for in-flight sales	23,187	26,088
Airport & handling charges	150,457	145,741
Operating leases for aircraft and equipment	87,715	83,532
Navigation charges	45,861	46,848
Other	22,327	12,772
	504,009	478,086

12. PERSONNEL EXPENSES

Personnel expenses include the following items:

in thousands of Euro	1/09-3/09	1/08-3/08
Wages and salaries	90,105	85,973
Pension expense	6,889	6,970
Social security	10,733	9,501
	107,727	102,444

13. DEPRECIATION AND AMORTISATION

in thousands of Euro	1/09-3/09	1/08-3/08
Depreciation and amortisation	26,746	25,364

14. OTHER OPERATING EXPENSES

in thousands of Euro	1/09-3/09	1/08-3/08
Sales commissions paid to agencies	4,999	7,663
Repairs and maintenance of technical equipment	45,128	41,645
Advertising	11,514	17,163
Insurances	5,352	4,802
Hardware and software expenses	13,720	10,089
Bank charges	4,888	3,663
Travel expenses for cabin crews	6,954	7,695
Expenses for premises and vehicles	5,851	6,553
Losses from disposal of fixed assets	0	54
Training and other personnel costs	2,383	4,637
Phone and postage	1,137	1,181
Allowances for receivables	517	457
Auditing and consulting	4,632	5,064
Other	7,226	10,846
	114,301	121,512

15. FINANCIAL RESULT

in thousands of Euro	1/09-3/09	1/08-3/08
Financial expenses		
Interest paid on interest bearing liabilities	(15,822)	(12,166)
Other financing expenses	(244)	(56)
	(16,066)	(12,222)
Financial income		
Interest received on fixed deposits	627	2,630
Other	298	948
	925	3,578
Foreign exchange gains (losses), net	(16,135)	(11,747)
Total	(31,276)	(20,391)

Foreign exchange gains or losses result from actual exchange rate differences at the settlement date (realised gains or losses), from the revaluation of interest-bearing liabilities, liabilities due to bank from assignment of future lease payments and other financial assets and liabilities which are to be settled in a foreign currency at the balance sheet date as well as from changes in the fair value of foreign currency derivatives. Realised exchange rate gains or losses not arising from interest-bearing liabilities and other financing activities are reclassified to the various income and expense line items from which they arose within operating results.

16. INCOME TAX / DEFERRED TAX

Profit or loss before tax is primarily attributable to Germany. The income tax benefit (expense) for the period is as follows:

in thousands of Euro	1/09-3/09	1/08-3/08
Current income taxes	(7,151)	(2,700)
Deferred income taxes	37,314	32,057
Total income tax benefit	30,163	29,357

17. CASH FLOW STATEMENT

in thousands of Euro	31/03/2009	31/03/2008
Cash	1,783	357
Bank balances	48,636	91,580
Fix-term deposits	253,488	193,116
Cash and cash equivalents	303,907	285,053
Bank overdrafts used for cash management purposes	(2,436)	(1,774)
Cash and cash equivalents in the statement of cash flows	301,471	283,279

Cash and cash equivalents include restricted cash of € 68,970 as of 31 March 2009 (31 March 2008: € 20,136).

18. RELATED PARTY TRANSACTIONS

The Group has related party relationships with its Directors and associates. One of the Executive Directors of the Group controls a voting share of 3.15 % of Air Berlin.

The Chairman of the Board, also a shareholder of the Company with a voting share of 1.52 %, is the controlling shareholder of Phoenix Reisen GmbH. The Group had revenues from ticket sales with Phoenix Reisen GmbH during the first three months of 2009 of € 4,542 (31 March 2008: € 3,661). At 31 March 2009 € 478 (31 March 2008: € 88) are included in the balance sheet in trade receivables.

During the three-month period ended 31 March 2009 the Group had transactions with associates as follows:

in thousands of Euro	31/03/2009	31/03/2008
IBERO-Tours		
Revenues from ticket sales	235	0
Trade and other receivables, current	11	0
Expenses for services	308	299
Trade and other payables, current	132	0
SCK DUS GmbH & Co. KG*		
Revenues	0	2
Trade and other receivables, current	0	1
Catering expenses	0	3,625
Trade and other payables, current	0	540
Accrued liabilities	0	70
THBG BBI GmbH (formerly: Blitz 07-582 GmbH)**		
Long-term loans	1,845	0
Binoli GmbH (formerly: Buy.bye Touristik GmbH)**		
Revenues from ticket sales	208	0
Trade and other receivables, current	18	0
Long-term loans	250	0
Lee & Lex Flugzeugvermietung GmbH		
Trade and other receivables, non-current	877	1,356
Niki Luftfahrt GmbH		
Other income from administrative services	1,378	110
Trade and other receivables, current	22,653	15,354

* the Group disposed the share in this associate in the second quarter 2008

** as of 31 March 2008 accounted as subsidiary

Other receivables from Lee & Lex Flugzeugvermietung GmbH ("Lee & Lex") relate to a loan receivable in the amount of USD 960 (€ 719) and a partial debenture of € 750 (30 debentures at € 25 each), which have been written down by € 592 in connection with the recognition of the Group's share of losses in the associate.

Transactions with associates are priced on an arm's length basis.

19. CAPITAL COMMITMENTS

The Group's contracts to purchase aircraft are set out as follows:

Date of contract	Supplier	Number of aircraft ordered	Type of aircraft	Delivery dates	Delivered Jan. to Mar. 2008	Delivered Jan. to Mar. 2009	Deliveries outstanding at 31 Mar. 2009	Thereof Apr 2009 - Dec 2009
2004	Airbus	60	A320/319/321	2005-2012	2	1	26	7
2006-2007	Boeing	100	B737-700/800	2007-2014	0	4	91	2
2007	Boeing	25	B787	2013-2017	0	0	25	0
2007	Bombardier	10	Q400	2008-2009	0	4	4	4

20. SUBSEQUENT EVENTS

TUI Travel PLC and Air Berlin PLC are to enter into a long-term strategic partnership for their German flight business. A corresponding agreement was signed on 28 March 2009. The agreement is based on a cross ownership in which TUI Travel PLC through a subsidiary, will have an interest of 19.9 percent in Air Berlin PLC and vice versa Air Berlin PLC will hold 19.9 percent of Hapag-Lloyd Fluggesellschaft mbH/TUIfly. The Supervisory Boards of Air Berlin, TUI Travel PLC and TUI AG have already approved of the plan. Provided the competition authorities approve of our intention, the transfer of economic responsibility will take effect as of 1 October 2009.

21. EXECUTIVE BOARD OF DIRECTORS/EXECUTIVE DIRECTORS

Joachim Hunold	Chief Executive Officer
Ulf Hüttmeyer	Chief Financial Officer
Karl Lotz	Chief Operating Officer
Elke Schütt	Chief Commercial Officer
Wolfgang Kurth	Chief Maintenance Officer

FINANCIAL CALENDAR

Traffic figures MAY	8 June, 2009
Annual General Meeting Air Berlin PLC, London-Stansted	10 June 2009
Traffic figures JUNE	7 July 2009
Traffic figures JULY	6 August 2009
Publication of Interim Financial Report as of June 30, 2009 (Q2) Analysts & Investors Conference Call	25 August 2009
Traffic figures AUGUST	7 September 2009
Traffic figures SEPTEMBER	6 October 2009

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