

AMADEUS IT HOLDING, SA (Amadeus), in accordance with the provisions of Article 82 of the Securities Exchange Act (*Ley del Mercado de Valores*) by this letter communicates the following

RELEVANT INFORMATION

Resolutions adopted by the Ordinary General Assembly of Shareholders.

The Ordinary General Assembly of Shareholders Meeting has been held today in Madrid and, in accordance with the Agenda, all the proposals submitted by the Board of Directors have been approved, as per the attached Annex.

Madrid, June 24, 2011.

Amadeus IT Holding, S.A.

ANNEX TO THE RELEVANT INFORMATION

RESOLUTIONS OF THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS MEETING HELD IN MADRID ON 24 JUNE 2011

1.- Examination and approval, if applicable, of the annual accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and management report of the Company, consolidated annual accounts and consolidated management report of its Group of companies for the financial year ended of 31 December 2010 and proposal on the allocation of results.

A) Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognised in equity, and the annual report) (iii) the management reports of the Company and of its consolidated group of companies for the financial year ended 31 December 2010, as issued by the Company's Board of Directors in its meeting held on 24 February 2011.

B) Approval of the allocation of the Company's results corresponding to the financial year ended 31 December 2010:

To allocate the profits obtained by Amadeus IT Holding, S.A. in the financial year closed as of 31 December 2010, which amount to Euros 463,892,671.35 as follows:

- distribution of a fixed gross dividend of Euros 0.3 per share with the right to take part in the said distribution on the payment date;
- offsetting results from previous financial years and allocation of the remaining profits to other reserves.

To allocate the surplus Legal Reserve amounting to Euros 495,164.31 to Other Reserves.

On the basis of the above, the proposal on the allocation of results is as follows:

	Euros
<u>Distribution Basis:</u>	
Result for the period (profit)	463,892,671.35
Legal Reserve	495,164.31
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	464,387,835.66
<u>Allocation:</u>	
Negative results from previous periods	186,417,135.20
Other Reserves	143,696,115.46
Dividends (*)	134,274,585.00
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	464,387,835.66
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(*) Of this amount, Euros 628,128 relate to shares in the Company or in Amadeus IT Group, S.A. as at 31 December 2010.

To effect the payment of the dividend on 27 July 2011 (ex-coupon date), through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

To authorise the Board of Directors and, if applicable, the Company's Management, for them to allocate to "Other reserves" the residual undistributed amount of the total dividend approved.

2.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the financial year ended of 31 December 2010.

To approve the management carried out by the Board of Directors during the financial year closed as of 31 December 2010.

3.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year ended 31 December 2011.

To reappoint Deloitte, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B79104469, registered with the Madrid Mercantile Registry, on sheet M-54414, folio 188, volume 13650, section 8^a, entry 96^a and registered with the R.O.A.C. under number S-0692, as the company's Accounts Auditors to carry out the audit of the Company's individual and consolidated accounts corresponding to the financial year ending on 31 December 2011.

4.- Share capital increase amounting to Euros four million twenty eight thousand two hundred and thirty seven with fifty five cents (€4,028,237.55) against the Company's share premium account, by increasing the nominal value of the shares of Euros 0.001 per share to Euros 0.01 per share, and subsequent amendment of Article 5 of the corporate Bylaws. Delegation of powers.

Capital increase

In accordance with the provisions of Article 296.2 of the Capital Companies Act and consequent to the report issued by the Company's Administration Body, it is resolved to increase the Company's share capital, which at present amounts to Euros four hundred forty seven thousand five hundred eighty one with ninety five cents (€447,581.95) represented by four hundred forty seven million five hundred eighty one thousand nine hundred and fifty (447,581,950) shares of 0.001 Euros of nominal value each, all belonging to the same class and series, by the amount of EUROS FOUR MILLION TWENTY EIGHT THOUSAND TWO HUNDRED THIRTY SEVEN WITH FIFTY FIVE CENTS (€4,028,237.55) by increasing the unit nominal value of each share by Euros 0.009, changing therefore from the present nominal value of Euros 0.001 per share to Euros 0.01 per share.

As a consequence of the agreed capital increase, the Company's share capital will become EUROS FOUR MILLION FOUR HUNDRED SEVENTY FIVE THOUSAND EIGHT HUNDRED AND NINETEEN WITH FIFTY CENTS (€4,475,819.50) represented by four hundred forty seven million five hundred eighty one thousand nine hundred and fifty (447,581,950) shares of 0.01 Euros of nominal value each, all belonging to the same class, completely subscribed and paid in.

This capital increase is carried out against the Company's share premium account.

The balance sheet taken as basis for the capital increase transaction is the one closed on 31 December 2010 and which has been approved by this General Shareholders' Meeting of the Company. In accordance with the provisions of Article 303.2 of the Capital Companies Act, the said balance sheet refers to a date falling within the six months immediately prior to the date of the capital increase resolution and it has been duly verified by Deloitte, S.L. acting in their capacity as the Company's accounts auditors.

It is explicitly stated that the Company's shareholders, pursuant to the provisions of Article 304 of the Holding Companies Act, do not have a preemptive subscription right since no new shares are to be issued in this capital increase.

As a consequence of the above, it is resolved to amend Article 5 of the corporate Bylaws, which will be worded as follows:

“ARTICLE 5.- Share capital

The share capital shall amount to EUROS FOUR MILLION FOUR HUNDRED SEVENTY FIVE THOUSAND EIGHT HUNDRED AND NINETEEN WITH FIFTY CENTS (€4,475,819.50) and is completely subscribed and paid in.

The share capital is represented by FOUR HUNDRED FORTY SEVEN MILLION FIVE HUNDRED EIGHTY ONE THOUSAND NINE HUNDRED AND FIFTY (447,581,950) shares of 0.01 Euros of nominal value each, all belonging to the same class”.

Delegation of powers

To the relevant effects, the Secretary and the Vice Secretary of the Board of Directors, as well as the Company’s Directors, are expressly authorised in order that any of them, acting individually, may appear before a notary, execute the required public deeds and proceed to file the capital increase resolution with the mercantile registry. Likewise, the said persons are authorised in order that, acting individually, they may carry out such arrangements as may be necessary vis-à-vis the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear), the Comisión Nacional del Mercado de Valores, the Management Firms of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, as well as any other entities or bodies, being able to those effects to formalise and sign such applications or documents as may be required to render effective the capital increase across all relevant scope and, if necessary, to apply for the delisting of the shares the nominal value of which is modified and the subsequent listing of the shares once their nominal value has been modified.

5.- Amendment of Article 42 of the corporate Bylaws, in relation to the Audit Committee.

Pursuant to the report issued by the Company’s Administration Body, it is resolved to amend Article 42 of the corporate Bylaws, in relation to the Audit Committee, the new drafting of which is as follows:

ARTICLE 42.- AUDIT COMMITTEE

1. The Board of Directors shall create, from among its number, an Audit Committee made up of a minimum of three (3) and a maximum of five (5) members, all of whom shall be non-executive Directors, and at least one of whom shall be independent and shall be appointed taking into account his knowledge and experience on the subject of accountancy, auditing or both. In any case, they shall be appointed by the Board of Directors.
2. The Chairman of the Audit Committee shall be appointed from among the independent Directors and must be replaced every two (2) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.
3. The number of members, the responsibilities and the operating rules of this Committee must encourage its independent operation. Its responsibilities shall include at least the following:

- a) informing the Company's General Meeting or equivalent body, according to its legal nature, about the matters raised within the committee concerning its responsibilities;
- b) supervising the efficiency of the company's internal control, the internal audit, if applicable, and the risk management systems, as well as discussing with the account auditors or auditing firms any significant weaknesses in the internal control system identified in the performance of the audit;
- c) supervising the process of preparation and presentation of the regulated financial information;
- d) proposing to the administration body, for its submission to the General Shareholders' Meeting or equivalent bodies in the company, according to its legal nature, as applicable, the appointment of account auditors or auditing firms, pursuant to the regulations applicable to the company;
- e) managing relations with the account auditor or auditing firms in order to receive information about matters that could jeopardize their independence, for its examination by the Committee, and any other matters related to the process of auditing the accounts, as well as the other notifications envisaged in auditing legislation and the technical auditing rules. In any case, they shall receive on an annual basis from the account auditors or auditing firms, written confirmation as to their independence vis-à-vis the company or companies directly or indirectly linked to it, as well as information on any type of additional services provided to these entities by the said auditors or firms, or by the persons or entities linked to the latter in accordance with the provisions of Act 19/98, of 12 July, on Account Auditing (*Ley de Auditoría de Cuentas*);
- f) issuing on an annual basis, prior to issuing the accounts audit report, a report stating an opinion on the independence of the account auditors or auditing firms. This report shall, in any case, make a statement about the provision of additional services as referred to in the preceding paragraph.

6.- Setting the number of seats on the Board of Directors. Re-election and appointment of Directors

6.1 To fix the number of seats on the Board of Directors at eleven members.

6.2 Re-election of Mr. Enrique Dupuy de Lôme Chavarri, as director representing Iberia Líneas Aéreas de España Sociedad Anónima Operadora, S.A.

To re-elect, for an additional three-year term, Mr. Enrique Dupuy de Lôme Chavarri, whose personal data are recorded in the Mercantile Registry, as Director representing Iberia Líneas Aéreas de España Sociedad Anónima Operadora, S.A.

Mr. Enrique Dupuy de Lôme Chavarri was elected Director by resolution of the General Meeting held on 8 April 2005, and re-elected at the General Meeting held on 19 June 2008.

6.3 Re-election of Mr. Stephan Gemkow, as director representing Lufthansa Commercial Holding, GmbH.

To re-elect, for an additional three-year term, Mr. Stephan Gemkow, whose personal data are recorded in the Mercantile Registry, as Director representing Lufthansa Commercial Holding, GmbH.

Mr. Stephan Gemkow was elected Director by resolution of the General Meeting de 31 May 2006, and re-elected at the General Meeting held on 19 June 2008.

6.4 Re-election of Mr. Pierre-Henri Gourgeon, as Director representing Société Air France.

To re-elect, for an additional three-year term, Mr. Pierre-Henri Gourgeon, whose personal data are recorded in the Mercantile Registry, as Director representing Société Air France.

Mr. Pierre-Henri Gourgeon was elected Director by resolution of the General Meeting de 29 December 2005, and re-elected at the General Meeting held on 19 June 2008.

6.5 Re-election of Mr. Christian Boireau, as Director representing Société Air France.

To re-elect, for an additional three-year term, Mr. Christian Boireau, whose personal data are recorded in the Mercantile Registry, as Director representing Société Air France.

Mr. Christian Boireau was elected Director by resolution of the General Meeting de 29 December 2005, and re-elected at the General Meeting held on 19 June 2008.

6.6 Re-election of Mr. Francesco Loredan as Director representing Idomeneo SarL.

To re-elect, for an additional three-year term, Mr. Francesco Loredan, whose personal data are recorded in the Mercantile Registry, as Director representing Idomeneo SarL.

Mr. Francesco Loredan was elected Director by resolution of the General Meeting held on 21 February 2005, and re-elected at the General Meeting held on 19 June 2008.

6.7 Re-election of Mr. Stuart McAlpine as Director representing Amadecin SarL.

To re-elect, for an additional three-year term, Mr. Stuart McAlpine, whose personal data are recorded in the Mercantile Registry, as Director representing Amadecin SarL.

Mr. Stuart McAlpine was elected Director by resolution of the General Meeting held on 21 February 2005, and re-elected at the General Meeting held on 19 June 2008.

6.8 Re-election of Mr. José Antonio Tazón García as Director.

To re-elect, for an additional three-year term, Mr. José Antonio Tazón García, whose personal data are recorded in the Mercantile Registry.

Mr. José Antonio Tazón García was elected Director by resolution of the General Meeting held on 2 December 2008.

6.9 Ratification and appointment of Mr. David Gordon Comyn Webster as independent Director

To ratify the appointment of the Company's interim Director Mr. David Gordon Comyn Webster, independent Director, appointed by the Board of Director under the co-option procedure on 6 May 2010, until the holding of the next General Shareholders' Meeting, whose personal data are recorded in the Mercantile Registry, and to appoint the said person as Company Director for an additional three-year term.

6.10 Ratification and appointment of Mr. Bernard André Joseph Bourigeaud as independent Director.

To ratify the appointment of the Company's interim Director Mr. Bernard André Joseph Bourigeaud, independent Director, appointed by the Board of Director under the co-option procedure on 6 May 2010, until the holding of the next General Shareholders' Meeting, whose personal data are recorded in the Mercantile Registry, and to appoint the said person as Company Director for an additional three-year term.

7.- **Report on the remuneration policy for the members of the Board of Directors submitted for non-binding voting.**

See Appendix I

8. Remuneration of Directors in financial year 2011.

In accordance with the provisions of Article 36 of the corporate Bylaws, to establish the remuneration of the Company's Administration Body for the financial year ending on 31 December 2011, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of EUROS ONE MILLION THREE HUNDRED EIGHTY THOUSAND (€1,380,000).

The Administration Body itself will determine the amount that must be earned by each one of its members in the terms provided for in the said Article of the Bylaws, as well as the periodicity of the interim payments to be made throughout the financial year.

9.- Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude preemptive subscription rights, pursuant to Articles 297.1 b. and 506 of the Consolidated Text of the Capital Companies Act. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting and Extraordinary General Meeting of Shareholders of 23 February 2010.

It is resolved to delegate to the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Capital Companies Act, the power to increase the share capital in accordance with the following terms:

A) Term of validity of the delegation

The delegation may be exercised by the Board of Directors once for the full amount or by way of several partial and successive increases, at any time, within the period of five years counted from the date of adoption of the resolution.

B) Amount of the delegation

The maximum nominal amount by which the share capital may be increased pursuant to this delegation shall be half of the Company's share capital resulting after the execution of the share capital increase transaction that is agreed at this General Meeting.

C) Rights of the new shares, type of issue and consideration for the increase

The new shares issued pursuant to the capital increase or increases that are agreed under this delegation will be ordinary shares, with equal rights to the existing ones, which will be issued at their nominal value or with the share premium that, if applicable, may be determined. The consideration for the new shares to be issued will necessarily consist of cash contributions.

D) Extent of the delegation

The delegation shall extend to establishing all the terms and conditions of the capital increase and it will include, in particular, the power to freely offer the new shares not subscribed in the preferential subscription period or periods, to establish, in the event of incomplete subscription, that the capital increase remains without effect or that the capital be increased only by the amount of the subscriptions made, and to redraft the article of the corporate bylaws in relation to capital.

The Board of Directors may appoint from among its members the person or persons that will execute any of the resolutions it adopts in the use of the powers granted by the General Meeting, and in particular the closing of the capital increase.

E) Attribution of the power to exclude the preemptive subscription right

This delegation will include, in accordance with the provisions of Articles 308 and 506.1 of the Capital Companies Act, the power to totally or partially exclude the shareholders' preemptive subscription right, when thus required by the corporate interest. In any case, if the Board of Directors decided to exclude the preemptive subscription right in relation to a specific capital increase that it may decide to carry out pursuant to this authority, it will issue, when approving the increase, a report detailing the specific corporate interest reasons justifying the said measure, as well as the type of issue of the shares, which shall be the subject of the correlative account auditor report referred to in Articles 308 and 506.3 of the Capital Companies Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out the capital increase with exclusion of the preemptive subscription right, the Company's administration body may agree that priority be given in the allocation of the newly issued shares, in preference over any other investors, to those shareholders stating their irrevocable intention of subscribing to shares in the increase pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders in it.

F) Listing of the issued shares

The Company will apply for the official listing on Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, as well as for the inclusion in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the shares effectively issued pursuant to this delegation, empowering the Board of Directors so that it may carry out such arrangements and actions vis-à-vis the relevant organisations as may be necessary to obtain the listing.

G) Substitution power

The Board of Directors is authorised (pursuant to the provisions of Article 249.2 of the Capital Companies Act) to delegate, in turn, in favour of any of its members (including the Secretary and Vice Secretary) the delegated powers referred to in this resolution.

H) Revocation

This authorisation revokes, to the extent not used, replaces and leaves without effect the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting and Extraordinary Shareholders' Meeting held on 23 February 2010.

10.- Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities, authorising the Board to exclude, if applicable, the preemptive subscription right pursuant to Article 511 of the Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting and Extraordinary General Meeting of Shareholders of 23 February 2010.

It is resolved to authorise the Board of Directors, pursuant to the general regime on the issuance of debentures and in particular pursuant to the provisions of Articles 406, 414, 417 and 511 of the Capital Companies Act, of Article 319 of the Mercantile Registry Regulations and of Article 14 of the Bylaws, as well as by the analogical application of Article 297.1.b) of the Capital Companies Act, to issue tradable securities in accordance with the following terms:

A) Securities included in the issue

The negotiable securities referred to in this delegation may be debentures, bonds and other fixed-income securities or debt instruments of an analogous nature, both simple and exchangeable for shares in the Company, in any other company, whether or not belonging to its Group, and/or convertible into shares of the Company. This delegation may also be used for the issuance of promissory notes, preferred securities (should this be legally admissible) and warrants (options to subscribe new shares or to buy old shares in the Company).

B) Term of validity of the delegation

The issuance of the securities subject to this delegation may be carried out on one or several occasions from the date of adoption of this resolution and during the course of five years from the date of this resolution.

C) Maximum amount of the delegation

The total maximum amount of the issue or issues of securities agreed to pursuant to this delegation will be €3,000,000,000 or its equivalent in another currency. Likewise, in the case of the warrants, to the effects of calculating the above mentioned limit, account shall be taken of the sum of premiums and exercise price of the warrants of each issue that is approved pursuant to this delegation.

D) Extent of the delegation

The delegation to issue securities referred to in this resolution will extend, as broadly as may be required under Law, to the determination of the different aspects and conditions of each issue (nominal value, type of issue, redemption price, in the case of warrants, premiums and exercise price, currency of the issue, interest rate, repayment, anti-dilution mechanisms, subordination clauses, collateral of the issue, place of issue, listing, etc.) and to the performance of such arrangements as may be necessary, including those pursuant to the applicable securities market regulations, for the execution of the specific issues that it may be agreed to carry out pursuant to this delegation.

E) Bases and modes of conversion and/or exchange

For the case of the issue of convertible and/or exchangeable debentures or bonds, and to the effects of determining the bases and modes of the conversion and/or exchange, it is resolved to lay down the following criteria:

- (a) the conversion and/or exchange ratio shall be fixed, and to those effects the fixed-income securities shall be valued for their nominal value and the shares at the fixed price determined in the Board of Directors' resolution, or at the price to be determined on the date or dates stated in the Board of Directors' resolution, and according to the Market trading price of the Company's shares on the date/s or period/s that are taken as reference in the said resolution. In any case, the price of the shares may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds;
- (b) under no circumstance may convertible and/or exchangeable debentures be issued for a figure lower than their nominal value. Likewise, in accordance with the provisions of Article 415.2 of the Capital Companies Act, debentures may not be converted into shares when the nominal value of the former is lower than the nominal value of the latter;
- (c) at the time of the conversion and/or exchange, the share fractions that, if applicable, are to be delivered to the debenture or bond holder will be rounded, by default, down to the next whole number, and each holder will receive in cash the difference that may arise in that case; and

- (d) when approving an issue of convertible and/or exchangeable debentures or bonds pursuant to the power contained in this resolution, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the conversion to apply specifically to the said issue. This report shall be accompanied by the corresponding report from the account auditors as referred to in Article 414 of the Capital Companies Act.

F) Bases and modes of exercise of the warrants

In the case of issues of warrants, which by analogy will be subject to the provisions of the Public Limited Companies Act (*Ley de Sociedades Anónimas*) on convertible and/or exchangeable debentures, it is resolved to establish the following criteria to determine the bases and modes of their exercise:

- (a) warrants issued pursuant to this resolution will entitle to subscribe new shares in the Company and/or buy outstanding shares of the Company, or a combination of both. In any case, the Company may reserve the right to choose, at the time of exercising the warrant, between delivering new shares, old shares or a combination of both;
- (b) the period for the exercise of the warrants shall be determined by the Board of Directors and may not exceed ten (10) years counted from the date of the issue;
- (c) the exercise price of the warrants may be fixed or variable, depending – in the latter case – on the date/s or period/s that are taken as reference. The price shall be determined by the Board of Directors at the time of the issue or may be determined at a later time pursuant to the criteria established in the resolution itself. In any case, the price of the share to be taken into account may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, with this not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants;
- (d) when warrants are issued at a simple exchange ratio or at par – namely, one share per warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not be, in any case, lower than the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than its nominal value. In the case of warrants with multiple exchange ratios – namely, other than one share per warrant – the sum of the premium or premiums paid for all the warrants issued and their aggregate exercise price may not be, in any case, lower than the result of multiplying the number of shares underlying all the warrants issued by the trading

price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than the nominal value; and

- (e) when approving an issue of warrants pursuant to this power, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the exercise to apply specifically to the said issue. By analogous application of Article 414 of the Public Limited Companies Act, this report shall be accompanied by the corresponding report from the account auditors as referred to in the said article.

G) Rights of the holders of convertible and/or exchangeable securities

During the period in which it is possible to effect the conversion and/or exchange into shares of the convertible and/or exchangeable debentures or bonds and of the warrants issued pursuant to this delegation, their holders will have all such rights as acknowledged to them by the legislation in force.

H) Capital increase

The delegation for the issuance of convertible and/or exchangeable debentures or bonds and warrants over newly issued shares shall include:

- (a) the power to increase the capital in the necessary amount to meet the applications for conversion or exchange or the exercise of the warrants over newly issued shares. The said power may only be exercised to the extent that the Board of Directors, adding together the capital increased to meet the issue of convertible or exchangeable debentures or bonds or the exercise of warrants and other capital increases it may have agreed pursuant to powers granted by the Meeting, does not, in respect of the nominal amount, surpass the limit of half of the share capital figure provided for in Article 297.1.b) of the Capital Companies Act, as resulting upon completion of the capital increase transaction agreed upon at this general meeting;
- (b) the power to develop and specify the bases and modes of the conversion and/or exchange or of exercise that are established in the preceding paragraphs and, in particular, power to determine the time of the conversion and/or exchange or of exercise of the warrants, which may be limited to a predetermined period, the title to the right of conversion and/or exchange or of exercise, which may be attributed to the Company or to the debenture holders or to the warrant holders, the way of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of both techniques, which may be left to choice for the time of the execution or even establishing the necessarily convertible nature of the debentures subject to the issue) and, generally, such terms and conditions as may be necessary or expedient for the issue.

I) Exclusion of the preemptive subscription right in convertible and/or exchangeable securities

The Board of Directors, when issuing convertible and/or exchangeable debentures or bonds or warrants over newly subscribed shares pursuant to this delegation, shall be also authorised to exclude the preemptive subscription right of the shareholders when thus required by the corporate interest, pursuant to the provisions of Article 511 of the Capital Companies Act. In any case, if the Board of Directors decided to exclude the preemptive subscription right in relation to a specific issue of convertible debentures or bonds or of warrants over newly subscribed shares that it may decide to carry out pursuant to this authority, it will issue, when approving the issue, a report that shall be the subject of the correlative account auditor report, all of which in accordance with the provisions of Article 511 of the Capital Companies Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out a specific issue of convertible bonds or debentures or warrants over newly issued shares with exclusion of the preemptive subscription right, the Company's administration body may agree that priority be given in the allocation of convertible bonds or debentures or warrants over shares, with a preferential nature over any other investors, to those shareholders stating their irrevocable intention of subscribing to convertible bonds or debentures or warrants in the said issue pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders in it.

J) Collateral for issues of fixed-income securities

The Board of Directors is likewise authorised to guarantee, on the Company's behalf and within the above mentioned limits, the issues of bonds, debentures and other fixed-income securities, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities made by companies belonging to the Company's group of companies.

K) Listing of issued securities

The Company may apply for the listing on secondary markets, whether official or not, organised or not, domestic or foreign, of the debentures, bonds, warrants, preferred securities and other securities to be issued by the Company pursuant to this delegation, authorising the Board of Directors to carry out the necessary arrangements and actions for listing vis-à-vis the relevant bodies of the various domestic or foreign securities markets.

L) Substitution power

The Board of Directors is authorised (pursuant to the provisions of Article 249.2 of the Capital Companies Act) to delegate, in turn, in favour of any of its members (including the Secretary and Vice Secretary) the delegated powers referred to in this resolution.

M) Revocation

This authorisation revokes, to the extent not used, replaces and leaves without effect the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting and Extraordinary Shareholders' Meeting held on 23 February 2010.

11.- Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.

Without prejudice to the powers granted in particular for the implementation of some of the resolutions of this Meeting and without prejudice to the powers laid down by Law and by the Bylaws, it is resolved to delegate, as broadly as may be required under law, to the Board of Directors and to the Secretary or the Vice Secretary alike, the implementation of each and every one of the resolutions adopted at this General Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to obtain their filing with the Mercantile Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are authorised in order that, acting jointly and severally, either one may proceed to file the accounts of the Company and of its consolidated group corresponding to the financial year closed as of 31 December 2010 as referred to by Article 279 of the Capital Companies Act, explicitly authorising them to sign and execute any type of document, with authority to remedy, until achieving the effective filing of the accounts with the Mercantile Registry.

The Board of Directors' Secretary and Vice Secretary are likewise authorised in order that, acting jointly and severally, either one may proceed to effect all such communications, notices and relevant arrangements as may be necessary vis-à-vis the Comisión Nacional del Mercado de Valores in complying with the legislation in force, the Management Firms of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organisations required for implementation of the resolutions of this Meeting.

APPENDIX I

REPORT ON THE REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS OF AMADEUS IT HOLDING, S.A.

The Board of Directors of Amadeus IT Holding, S.A., in its meeting held on 14 April 2011, based on the report of the Nomination and Remuneration Committee, has issued this report in relation to the “Remuneration Policy for the Members of the Board of Directors”, in order to submit it to the General Shareholders’ Meeting, for consultative purposes, complying with the recommendations of the Unified Good Governance Code.

On the basis of the said policy, the Board will submit to the General Shareholders’ Meeting, for its approval, the remuneration of the Directors for financial year 2011.

REMUNERATION POLICY

The bases of the remuneration policy for the Board of Directors were established in financial year 2010 on the occasion of the listing of the Company’s shares.

With the support of external advisers on the basis of the study carried out on the remuneration for independent Directors, taking as reference the remuneration for Directors in major Spanish, European and US companies, the Remuneration Committee existing prior to the listing of the Company’s shares established the remuneration policy, by determining a fixed amount for belonging to the Board and to the various Board Committees. The said policy was endorsed by the Board of Directors and, on that basis, the General Shareholders’ Meeting held on 23 February 2010 agreed to set the maximum annual amount for the Directors’ remuneration at the figure of Euros 1,380,000.

Thus, the following annual amounts were established:

Fixed annual remuneration for chairing the Board:	€ 180,000 *
Fixed annual remuneration for Board membership:	€ 80,000
Fixed annual remuneration for chairing a Board Committee:	€ 40,000
Fixed annual remuneration for Board Committee membership:	€ 20,000

Note: The chairmanship of the Board or of any of its Committees includes the remuneration for belonging to any of them. It includes remuneration in kind, but the aggregate sum cannot exceed Euros 180,000.

The Board remuneration policy does not contemplate variable payments based on profits or attendance allowances. Nor does it contemplate contributions to Pension Schemes or agreed termination indemnities. It is not envisaged to remunerate external Directors by way of shares, options over shares or instruments linked to the share price.

Only justified travel and hotel expenses for attending sessions of the Board and/or of any of its Committees shall be reimbursed.

Although it is true that the Company's Bylaws and the Board of Directors Regulations allow the Board, once the fixed annual amount to be distributed among Directors is determined by the General Shareholders' Meeting, to establish in each financial year the specific amount to be earned by each one of its members, being able to scale the amount to be received by each one of them according to his belonging or not to the Board's delegated bodies, the positions they hold in it or, generally, their dedication to administration duties or at the Company's service, an objective criterion has been chosen according to the membership of Committees and the fulfilment of the chairmanship, as a differentiating factor.

The chairmanship of the Board, of the Audit Committee and of the Appointments and Remuneration Committee falls on different persons, therefore maximum remunerations are not accumulated in a single Board member.

It is necessary to state that, at present, there are no executive Directors on the Board, therefore this Committee considers that the remuneration policy based on fixed annual amounts for belonging to the Board and/or any of its Committees is appropriate for external Directors, not jeopardizing their independence, while being sufficiently attractive to retain and incentivise them.

Considering that the analysis carried out by the external adviser is relatively recent and taking into account the present economic situation, it seems most appropriate to maintain the same remuneration and policy for financial year 2011.

Chairman of the Board	1 x	180,000 = €	180,000
Chairman Audit Committee	1 x	40,000 = €	40,000
Chairman Remuneration & Appointments Committee	1 x	40,000 = €	40,000
Directors Audit Committee			
Directors Remuneration & Appointments Committee	4 x	20,000 = €	80,000
Directors	4 x	20,000 = €	80,000
	12 x	80,000 = €	<u>960,000</u>
Total		€	1,380,000

The fact should be mentioned that the remuneration for financial year 2010 combined the remunerations existing both before and after the listing of the shares, and thus the annual calculation was made pro rata. On the basis of the said calculation, the total annual remuneration for financial year 2010 was established at Euros 1,049,036, while in financial year 2011, since it will be a whole year, the total annual maximum remuneration for the Board will be established at Euros 1,380,000*, if thus approved by the General Shareholders' Meeting.

* Note: In case of a reduction of the number of Directors during the fiscal year, the maximum annual compensation will be reduced prorata to the effective time belonging to the Board and/or its Commissions.
