

## **Director Selection Policy**

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21 April 2016

### **DIRECTOR SELECTION POLICY**

The Board of Directors of Amadeus IT Holdings S.A. (hereinafter “Amadeus” or the “Company”) aims to adhere to the highest standards of corporate governance. The Board recognises that the transparency of all its actions, including the process for selecting directors, is core to its corporate governance strategy.

On February 18, 2015, the Board of Directors of the National Securities Market Commission (Comisión Nacional del Mercado de Valores) approved a new Good Governance Code for Listed Companies (hereinafter “the Code”). Recommendation 14 of the Code provides that “the Board of Directors shall approve a Director selection policy that: a) is concrete and verifiable; b) ensures that appointment or re-election proposals are based on a prior analysis of the board’s needs; and c) favors a diversity of knowledge, experience and gender.” In this context, the Board of Directors of Amadeus approved this Director Selection Policy at its meeting held on April 21<sup>st</sup> 2016.

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#### **1. Scope of Application**

This Director Selection Policy applies to the selection of Director Candidates who are natural persons. In the event that candidates are legal entities, this Policy applies to the individuals who act as their representatives.

#### **2. Objectives in selecting Directors**

- 2.1. Each Director Selection Process will start with an analysis of the Board’s needs. This analysis will be performed by the Amadeus Board, supported by advice and a report from the Nomination and Remuneration Committee. The analysis will consider a range of factors including, but not restricted to:
  - the current strategy for the business;
  - the current board composition, in particular the industry sector, functional and geographic experience of Directors;
  - the diversity of the board, in particular, but not restricted to, diversity of gender.
- 2.2. Amadeus recognises and embraces the benefits of having a diverse Board, and sees increasing diversity of knowledge, experience and gender at Board level as an essential element in continually improving the Board’s effectiveness. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.
- 2.3. In accordance with the recommendations of the Code, this Director Selection Policy has a stated objective of having at least 30% of total Amadeus Board places occupied by women directors by the year 2020.

### 3. Selection Process; External Advisers

- 3.1 Any Director may suggest candidates for the role of Director on the condition they meet the requirements of this Policy.
- 3.2 Amadeus is committed to conducting Director Selection Processes which are formal, rigorous and transparent; in order to maintain the highest standards of integrity and transparency in the Selection Process, the Company may seek the support of independent external advisers to validate and perform due diligence on Director candidates.
- 3.3 The Amadeus Board will ensure that Director Selection Processes are free of any implicit bias or any kind of discrimination and specifically discrimination against female candidates.

### 4. Selection Criteria to be met by Candidates

The Amadeus Board is committed to applying selection criteria in a manner which ensures that the Board as a whole is diverse and balanced and that a wide range of views are contributed to the Board debate in a manner which ultimately fosters well-informed decision-making in the interests of the Company and all stakeholders.

Candidates for the role of Director must have the highest integrity, an unblemished reputation and true independence of mind-set. Furthermore, they must possess relevant industry sector, functional and geographic experience relative to the analysis of the board's needs as required by this Policy which takes into account the strategy for the business, the current board composition and the diversity objectives of Amadeus. Candidates must also meet the following criteria:

- the financial literacy required for a proper understanding of the Company's activities and associated risks;
- the ability, in the context of other commitments and the willingness to make the necessary time commitment to effectively fulfil the role, including taking steps to develop a strong understanding of the business, preparing fully for Board and Committee meetings and attending all meetings in person
- the ability to challenge management on strategy and contribute to strategy development;
- the ability to engage in debate in a constructive manner and challenge robustly;

### 5. Impediments to being a Candidate

The following provisions apply both to candidates considered or proposed for election to the Board for the first time, as well as to current Directors, in addition to the provisions of the Company Regulations of the Board governing the removal of Directors (Article 17). The following are ineligible to being appointed or re-appointed as a Director:

- persons who are subject to any of the cases of incompatibility or prohibition provided by law;
- persons who have interests which are in conflict with those of the Company;
- persons whose membership of the Board could threaten the reputation or other interests of the company

### **6. Verification of Compliance with this Policy**

The Nomination and Remuneration Committee will publish the report on the analysis of the Board's needs in accordance with the Policy concurrent with the call to the AGM at which the ratification, appointment or re-election of each Director is submitted. The Nomination and Remuneration Committee will verify compliance with the Director Selection Policy on an annual basis and report its findings in the Annual Corporate Governance Report.