

2017 ANNUAL REPORT OF THE NOMINATIONS AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF AMADEUS IT GROUP, S.A.

Following the recommendations of the Unified Code of Good Governance, and in order for the Board to evaluate the quality and efficiency of the Board's operation and that of its Committees, adopting, where necessary, an action plan to correct weakness detected, the Nominations and Remuneration Committee hereby issues its annual report for the fiscal year ending December 31, 2017.

The remuneration policy of the Board of Directors was approved by resolution of the General Shareholders' Meeting of June 25, 2015, for the following three years period by virtue of the Transitional provision of Law 31/2014, of 3 December, and therefore in force for the year 2017. The Annual Report on the Remuneration of Directors described in Article 541 of the Capital Companies law will be part of a different and independent report to be approved by this Committee.

1) Competency and Duties of the Nominations and Remuneration Committee

The Nominations and Remuneration Committee of the Company's Board of Directors was set-up on May 6, 2010, by resolution of the Board of Directors adopted in a meeting held on said date, upon the admission to trading of the Company's shares on April 29, 2010.

The duties attributed to said Committee and rules of operation are contained in Article 43 of the Corporate Bylaws and developed in Article 36 of the Regulations of the Board of Directors.

Please, refer to those documents as published in the corporate web page of the Company for further detail.

2) Composition of the Nominations and Remuneration Committee

In accordance with the Company's Bylaws and the Regulations of the Board of Directors, the Nominations and Remuneration Committee is composed of a minimum of three and maximum of five members, all of whom must be external Directors, the majority being independent Directors. It shall appoint from within a Chairman who must necessarily be an Independent Director.

The composition of the Committee as of December 31, 2017 is as follows:

<i>Director</i>	<i>Type</i>	<i>Position</i>
Mr. Guillermo de la Dehesa *	Independent External	Chairman
Mr. Francesco Loredan	Other External	Member
Dame Clara Furse	Independent External	Member
Dr. Roland Busch	Other External	Member
Mr. David Webster	Independent External	Member

** Mr. Guillermo de la Dehesa was appointed Chairman on April 20, 2017, for a two years term, replacing Mr. Francesco Loredan.*

Mr. Tomás López Fernebrand, Secretary of the Board of Directors, attends the meetings, acting as Secretary of the Committee.

The initial date of appointment and respective expirations of each one of the members of the Nominations and Remuneration Committee is as follows:

	Appointment	Expiration*
Mr. Francesco Loredan	May 6, 2010	July 1, 2018
Dame Clara Furse	May 6, 2010	July 1, 2018
Mr. Guillermo de la Dehesa	May 6, 2010	July 1, 2018
Dr. Roland Busch	August 1, 2013	July 1, 2018
Mr. David Webster	July 1, 2014	July 1, 2018

**All Committee members were renewed in their seat for a two years term by resolution of the Board of Directors, in the meeting held on June 24, 2016.*

The Chairman shall have a maximum term of two years, and may be re-elected once a year has lapsed.

3) Operation

The Nominations and Remuneration Committee meets periodically, as called by its Chairman.

For this purpose, the Board Secretariat prepares an agenda for approval by the Committee Chairman, which is sent to all participants in advance prior to the meeting, together with the relevant documentation for each one of the agenda items.

During fiscal year 2017, the Committee held the following meetings:

- 13 February 2017
- 20 April 2017
- 12 December 2017

Apart from the Committee members and the Secretary of the Board of Directors and upon invitation from the Chairman, the Executive Director (CEO) Mr. Luis Maroto and the following members of the Amadeus management team attended the meetings in those areas and Agenda items for which the Chairman considered their presence appropriate:

- Mrs. Sabine Hansen Peck, SVP Human Resources, Communication & Branding
- Mr. Jost Meyer, Director Human Resources

Minutes are drawn up by the Secretary of the Committee of the conclusions obtained at each meeting and included as an agenda item for the next Board of Directors session, at which the Committee Chairman reports to the full Board on the most relevant points addressed and recommendations, if applicable, for approval.

4) Matters addressed by the Nominations and Remuneration Committee during Fiscal Year 2017

The principal matters discussed within the course of the three aforementioned meetings were as follows:

Compensation matters:

- Approval of 2017 total target compensation for the members of the Executive Committee.
- Approval 2016 annual bonus (APP) results.
- Review of non-executive Director fees 2017
- Proposed changes to the bonus component for the Executive Committee members (tied to individual goals).
- Approval of 2017 annual bonus (APP) structure, metrics and calibration of performance ranges.
- PSP 2017 metrics and calibration of performance ranges.
- Review of the PSP performance metrics 2018 (EPS, TSR y OCF).
- Annual update on Restricted Share usage (RSP), 2017.
- Annual update on Share Match program usage (SMP), 2017.
- Performance updates for the Annual Bonus and Performance Share Plan 2017.

Corporate matters:

- Update of number of shares to be held by the Executive Committee members*.
- Nominations and Remuneration Committee Report for 2016.
- Annual Report 2016 on the Remuneration of Directors.
- Directors' remuneration policy (2019-2021); Preliminary analysis.
- Outside interest policy for employees and senior management (CEO included).

** In order to increase the alignment with shareholders' interests, the members of the Executive Committee will be required to build up a certain holding of Amadeus shares over time ("shareholding guidelines"), which in the case of the executive Director (CEO) is the equivalent of two (2) times his gross annual base salary.*

Those Executives who have not reached the minimum required shareholding will not be allowed to sell shares vested and delivered to them under any Amadeus' share-based incentive, with the exception of those shares sold to cover taxes and/or social security contributions.

The minimum required shareholding was up-dated in 2017 pursuant to the evolution of the share price in the Stock Market.

Nomination matters:

- Changes to the Executive Committee members
- Proposal on renewal of independent Directors and previous Report on renewal of other external Directors.
- Selection process of new independent Director (Mr. Nicolas Huss)
- Election of new Committee Chairman

- Proposal for the appointment of an independent Director by co-optation method (Mrs. Pilar García).

Others:

- Tentative calendar 2018.

5) Nature of the Directors

5.1) Independent Directors

Taking into consideration the definition of independent Director established in article 15.2 of the Regulations of the Board of Directors, and in light of the professional profile and positions held at other companies, this Committee considered that the following persons met the requirements necessary to be considered independent Directors (Proposal from the Nominations and Remuneration Committee on the appointment and renewal of independent Directors, dated April 20, 2017):

- Mr. José Antonio Tazón García
- Dame Clara Furse
- Mr. Guillermo de la Dehesa Romero
- Mr. David Webster
- Pierre-Henri Gourgeon
- Mr. Nicolas Huss

The profile of each one of them combines proven technical and financial knowledge, as well as the necessary management experience for the adequate performance of their duties on the Company's Board of Directors, in accordance with its own needs.

Mr. Pierre-Henri Gourgeon was reclassified from "other external" to independent Director by resolution adopted by the General Shareholders' Meeting of June 15, 2017, upon proposal from the Nominations and Remuneration Committee, due to a five year period which had elapsed since the termination of his executive contractual relationship with a former significant shareholder of the Company*.

** Mr. Pierre-Henri Gourgeon joined Amadeus' Board of Directors on December 28, 2005, as proprietary Director, having being reclassified to "other external" and subsequently to independent, by resolution of the aforementioned General Shareholders' Meeting. Mr. Gourgeon has been Director of the Company for a continuous period of more than 12 years, and therefore his independent status will be reclassified to "other external" in the next Board of Directors to take place on February 27, 2018, in which the Board of Directors will acknowledge his reclassification.*

The following Director joined this group of independent Directors:

- Mrs. Pilar García Ceballos-Zúñiga

She was appointed independent Director, upon proposal from the Nominations and Remuneration Committee, by co-optation method, effective December 15, 2017, following the Directors' Selection Policy of the Company. She replaced Mr. Stuart McAlpine, who resigned from his position due to personal reasons.

This appointment contributes to the improvement of gender diversity, as required by the corporate governance best practices, and at the same time, reinforces the technology knowledge area of the Board of Directors, as the new Director has developed her professional career in this area.

5.2) Other Externals

Grouped under this heading are those external Directors who due to their special characteristics cannot be considered proprietary or independent.

- Dr. Roland Busch tendered his resignation offer to the Board of Directors as proprietary Director on October 1, 2014. However, he was ratified as Board member in the session of the Board of Directors held on December 11, 2014, changing his status from “proprietary” to “other external”. The fact that he is a member of the Supervisory Board of Group companies of a former significant shareholder prevents Dr. Busch to be classified as independent Director, until a five years period elapses, since such shareholder ceased to be significant shareholder.
- Mr. Marc Verspyck tendered his resignation offer to the Board of Directors as proprietary Director on January 5, 2015. However, he was ratified as Board member in the session of the Board of Directors held on February 26, 2015, changing his status from “proprietary” to “other external”. The fact that he is a member of the Board of Group companies of a former significant shareholder prevents Mr. Verspyck to be classified as independent Director until a five years period elapses, since such shareholder ceased to be significant shareholder.
- Mr. Francesco Loredan joined Amadeus’ Board of Directors on February 21, 2005, as proprietary Director, having being reclassified to independent, by resolution of the Board of Directors of April 19, 2012. Mr. Loredan has been Director of the Company for a continuous period of more than 12 years, and therefore his independent status was reclassified to “other external” in the Board of Directors of April 20, 2017

5.3) Executive Directors

Mr. Luis Maroto, General Manager and President of the Executive Committee, was appointed Executive Director, with the positive endorsement from the Nominations and Remuneration Committee, by resolution of the Ordinary General Shareholders’ Meeting held on June 26, 2014, for a three years period. He was reelected for an additional one year period by resolution of the General Shareholders’ Meeting of June 15, 2017.

Mr. Maroto was appointed CEO (Consejero Delegado) in 2014 for a three years term and he was reelected for an additional one year period by resolution of the Board of Directors of June 15, 2017.

5.4) Composition of the Board

The composition of the Board of Directors as of December 31, 2017, the date of the last appointment and date of re-election, as the case may be, are as follows:

DIRECTOR*	DATE LAST APPOINTMENT	DATE NEXT RE-ELECTION	NATURE OF DIRECTOR
Dame Clara Furse	15 June 2017	15 June 2018	Independent
Mr. Francesco Loredan	15 June 2017	15 June 2018	Other external
Mr. Guillermo de la Dehesa	15 June 2017	15 June 2018	Independent
Mr. Pierre-H. Gourgeon	15 June 2017	15 June 2018	Independent
Dr. Roland Busch	15 June 2017	15 June 2018	Other external
Mr. José A. Tazón	15 June 2017	15 June 2018	Independent
Mr. David Webster	15 June 2017	15 June 2018	Independent
Mr. Luis Maroto**	15 June 2017	15 June 2018	Executive
Mr. Marc Verspyck	15 June 2017	15 June 2018	Other external
Mr. Nicolas Huss	15 June 2017	15 June 2020	Independent
Mrs. Pilar García***	15 December 2017	Next General Shareholders’ Meeting	Independent

Secretariat:

Mr. Tomás López Fernebrand	18 January 2006	-	Secretary non-Director
Mr. Jacinto Esclapés	18 January 2006	-	Vice-Secretary non-Director

* Mr. Stuart McAlpine resigned as Director effective December 14, 2017.

** CEO (Consejero Delegado)

*** Appointment by co-optation method

6) List of companies in which the Board members serve also as Directors and/or Executive Managers

As per Article 29 (Duty of Disclosure) of the Regulations of the Board, the Directors may not form part –in addition to the Company’s Board– of more than six (6) Boards of Directors of commercial companies.

For purposes of computing the number of boards to which the above paragraph refers to, all boards of companies that form part of the same group will be computed as one single board.

For a better transparency and in order that the Board of Directors may evaluate any potential conflict of interest, each Director reports to the Committee through an annual Questionnaire, the list of companies in which they serve as Directors and/or Executive Managers. The list of companies as of December 31, 2017 is as follows:

DIRECTOR	COMPANY	SECTOR	POSITION
Dame Clara Furse	-HSBC UK	Bank	Chairman
	-Vodafone Group, Plc	Telecoms	Director
Mr. Francesco Loredan	-White Bridge Investments SPA	Private Equity	Vice-Chairman and Director
	-Campus SRL	Food Ingredients Manufacturer	Director
	-Oneiros Investments, S.A.	Private Equity	Director
	-MAP, SRL	Spas and Wellness facilities operator	Director
	-Ancorotti, SRL	Cosmetics	Director
	-Spring, SA	Private Equity	Director
Mr. Guillermo de la Dehesa	-Grupo Santander	Banking	Director & Vice-Chairman
	-Santa Lucía Vida y Pensiones	Insurance	Director
Mr. Pierre-H. Gorgeon	-PHGorgeon Conseil	Consulting	Chairman
Dr. Roland Busch	-Swiss International Airlines Ltd	Airline	CFO
	-Swiss Aviation Software Ltd	IT	Director
	-Swiss Global Airlines Ltd	Airline	Director
	-Global Brand Management Ltd	Airline	Chairman
	-Lufthansa Malta Pension Holding Ltd	Finance	Member Invest. Board
	-Lufthansa Leasing GmbH	Finance	Member Superv. Board

	-Lufthansa Pension Trust e.V. -Lufthansa Cargo AG	Finance Cargo	Director Member Superv. Board
Mr. José A. Tazón	-HBG Ltd -Pertento Luxembourg Sarl -Ufinet Telecom SAU	Tourism Holding Telecoms	Director Director (Chairman) Director (Chairman)
Mr. David Webster	-Temple Bar Investment Trust -Telum Media Group Pte Ltd -Vuma Financial Ltd	Investment Trust Media Data Base Profit Consensus Management	Director Director (Chairman) Director (Chairman)
Mr. Luis Maroto	-	-	-
Mr. Marc Verspyck	-Air France -Air France Finance -Servair (France) -HOP (France)	Airline Financial Services Catering Regional Airline	CFO Director (Chairman) Director Director
Mr. Nicolas Huss	-Ingenico Group	Seamless payment	Executive Vice- President
Mrs. Pilar García	-Board of Trustees for the Caja de Extremadura Banking Foundation, Liberbank,	Foundation	President

7) Verification of Compliance with the Directors' Selection Policy

The Nominations and Remuneration Committee has verified the compliance with the Directors' Selection Policy for the purpose of the election and renewal process for members of the Board of Directors performed during 2017.

The Directors' Selection Policy was approved by the Board of Directors, in the session held on April 21, 2016, following the positive endorsement from the Nominations and Remuneration Committee, and it is available through the Company's corporate web page.

Madrid, 15 February 2018
