

AMADEUS

AMADEUS FINANCE B.V.

(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam)

and

AMADEUS CAPITAL MARKETS, S.A., SOCIEDAD UNIPERSONAL

(incorporated with limited liability in The Kingdom of Spain)

Guaranteed by

AMADEUS IT GROUP, S.A.

(incorporated with limited liability in The Kingdom of Spain)

EUR 2,400,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the Base Prospectus dated 28 September 2016 (the "**Base Prospectus**"), prepared by Amadeus Finance B.V. ("**Amadeus Finance**") and Amadeus Capital Markets, S.A., Sociedad Unipersonal ("**Amadeus Capital Markets**") (each an "**Issuer**" and together the "**Issuers**") in connection with the €2,400,000,000 Euro Medium Term Note Programme (the "**Programme**") guaranteed by each of Amadeus IT Group, S.A. ("**Amadeus IT Group**" or the "**Guarantor**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

On 28 September 2016, the Commission de Surveillance du Secteur Financier (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of the Prospectus Directive and in compliance with relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of Notes issued under the Programme described in the Base Prospectus.

Application has been made to the CSSF for approval of this Supplement as a supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and relevant implementing measures in Luxembourg.

This Supplement has been produced for the purpose of supplementing the section entitled "Information Incorporated by Reference" on page 38 et seq. of the Base Prospectus to incorporate by reference certain financial information as of and for the year ended 31 December 2016 in respect of Amadeus Capital Markets and the Guarantor.

The Issuers accept responsibility for the information contained in this Supplement and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect the import of such information.

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in, or incorporated by reference into the Base Prospectus by virtue of, this Supplement and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements in (i) above will prevail.

A copy of this Supplement and the documents incorporated by reference will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

INFORMATION INCORPORATED BY REFERENCE

The documents set out below, which have been previously published and which have been filed with the CSSF, shall be deemed, via this Supplement, to be incorporated by reference into, and to form part of, this Base Prospectus. The page references indicated for each document are to the page numbering of the electronic copies (PDF) of such documents as available at www.bourse.lu.

*To that end, the information set out below shall supplement, by virtue of this Supplement, the section of the Base Prospectus entitled “**Information Incorporated By Reference**” on pages 38 to 40 of the Base Prospectus by the inclusion of two new paragraphs:*

“The table below sets out the relevant page references for the audited unconsolidated financial statements of Amadeus Capital Markets (including the auditors' report thereon and notes thereto) for the year ended 31 December 2016:

Amadeus Capital Markets 2016 Financial Statements	Page reference
Balance Sheet	6-7
Statement of Income	8
Statement of Changes in Net Equity	9
Statement of Cash Flows	10
Notes to the Annual Accounts	11-32
Auditor's report	3-4

Note: the page numbers in the above table refer to the page numbers of the corresponding pdf file.

The table below sets out the relevant page references for the audited consolidated financial statements of Amadeus IT Group (including the auditors' report thereon and notes thereto) for the year ended 31 December 2016:

Amadeus IT Group 2016 Financial Statements	Page reference
Consolidated Statement of Financial Position	4-5
Consolidated Statement of Comprehensive Income	6
Consolidated Statement of Changes in Equity	7
Consolidated Statement of Cash Flows	8
Notes to the Annual Accounts	9-104
Auditor's report	2-3

Note: the page numbers in the above table refer to the page numbers of the corresponding pdf file”

GENERAL INFORMATION

The information set out below shall supplement the section of the Base Prospectus entitled “General Information” on pages 114 to 116 of the Base Prospectus.

To this end, the following text shall, by virtue of this Supplement, replace, in its entirety, paragraph 3 of this section:

“Significant/Material Change

3. Since 31 December 2015 there has been no material adverse change in the prospects of Amadeus Finance, nor any significant change in the financial or trading position of Amadeus Finance.

Since 31 December 2016 there has been no material adverse change in the prospects of Amadeus Capital Markets, nor any significant change in the financial or trading position of Amadeus Capital Markets.

Since 31 December 2016 there has been no material adverse change in the prospects of Amadeus IT Group, S.A. nor has there been, since 31 December 2016 any significant change in the financial or trading position of Amadeus IT Group, S.A., or to the best of Amadeus IT Group, S.A.'s knowledge, the Group.”