

Directors' Remuneration Policy - Report from the Nominations and Remuneration Committee in compliance with article 529 *novodecies* of the Spanish Capital Companies Act

1. Introduction

Pursuant to article 43 of the Corporate by-laws and article 36 of the Regulations of the Board of Directors Amadeus IT Group, S.A. (hereinafter, the Company or Amadeus), the Nominations and Remuneration Committee is entrusted, amongst other duties, with the duty of proposing to the Board of Directors the remuneration policy for Directors and Senior Management.

Article 529. *novodecies* of Royal Legislative Decree 1/2010 of 2 July 2010, approving the consolidated text of the Spanish Capital Companies Act, requires that the General Shareholders' Meeting approves a Directors' Remuneration Policy, including both remuneration paid to Non-Executive Directors and to Directors performing executive functions. Section 5 of said article provides that any remuneration paid to Directors for performance of their executive duties shall be in accordance with the Directors' Remuneration Policy valid at that time. The remuneration policy will be presented to shareholders for a binding vote at least every three years, as a separate item on the agenda. On the other hand, article 529. *septdecies* sets that the Directors' remuneration policy shall determine the Directors' remuneration for their position as such, within the remuneration system foreseen in the by-laws and must include the maximum amount of annual remuneration to satisfy all Directors in that condition.

The amendments made to the Spanish Capital Companies Act in 2014 included a transitional regime. This regime presumes as approved for the purposes of Article 529. *novodecies* the Directors' Remuneration Policy, if the first General Meeting held in 2015 had approved the Directors' Remuneration Report on a consultative basis. Consequently, the Act allowed listed companies to deem said Remuneration Policy as tacitly included in the Directors' Remuneration Report if they followed the abovementioned approach. Amadeus decided to apply this transitional regime and the Directors' Remuneration Policy was included in the Directors' Remuneration Report published in 2015.

Considering that the validity of the Directors' Remuneration Policy will end on December 31, 2018 the Nominations and Remuneration Committee presents for approval a new Remuneration Policy for the period 2019-2021.

Section 2 of article 529. *novodecies* establishes that this Directors' Remuneration Policy must be justified and will include a specific report delivered by the Nominations and Remuneration Committee. Both documents will be published on the corporate website following the call of a General Shareholders' Meeting and will expressly entitle the shareholders to request that such documents be delivered or handed over cost-free; this right will be expressly referred to in the call notice of the Meeting.

This document constitutes the legal reasoned opinion, explaining the Directors' Remuneration Policy proposal, which will be forwarded to the Board of Directors for approval before being submitted to the Ordinary General Shareholders' Meeting. The structure and content of this report complies with the new regulations as well as the provisions of the Company's By-Laws and the Regulations of the Board.

2. Grounds of the Directors' Remuneration Policy

The remuneration policy for Directors that is presented for approval is based on the following:

- The provisions of the Company By-laws and the Regulations of the Board of Directors: The remuneration system and policy applicable to the Board of Directors of Amadeus, as well as the process for preparation thereof, are established in its By-Laws (article 36) and in its Regulations of the Board of Directors (article 20). Pursuant to the provisions of such texts, the Board of Directors, at the proposal of the Nominations and Remuneration Committee, determines the amount that Directors are to receive for discharging the duties of supervision and collective decision-making inherent in their capacity and position, within the maximum limit set by the shareholders at the Company's Ordinary General Shareholders' Meeting.
- Applicable laws and regulations.
- Our remuneration principles, which provide the basis for our Executive Remuneration Policy and are as follows:
 - To provide a strong alignment between the achievement of strategic objectives and the delivery of value to shareholders;
 - A significant portion of executive Directors' remuneration should be performance related (on both a short- and long-term basis);
 - To only deliver significant rewards if and when they are justified by performance; and
 - To offer competitive and fair rates of pay and benefits to attract and retain the best people while ensuring no discrimination based on gender, race, ethnicity, religion or sexual orientation.
- Remuneration principles for Directors in their condition as such shall be reasonable with respect to market demands and to their effective dedication, qualification and responsibility. The amount of remuneration shall be calculated so that it offers incentives to dedication, but at the same time without constituting an impediment to their independence.
- The objectives established in the Group, which allow, among other things, for the determination of the metric to which annual and long-term variable remuneration is tied.
- The views of our investors and proxy advisors. In advance of asking for approval for our policy we considered the feedback received from investors and proxy advisors.
- We are mindful of the pay and employment conditions of employees in Amadeus as a whole, in particular when considering the level of any increase in the annual salary review for our Directors.
- Comparative market data. The Company's primary comparator group for benchmarking purposes spans a broad set of primarily European companies selected on objective criteria such as annual revenue, market capitalisation and industry. The Committee usually reviews the outcomes from the benchmarking on an annual basis, to ensure that our remuneration remains competitive and fair.

3. Proposed changes to the Directors' Remuneration Policy

The Directors' Remuneration Policy presented for approval provides continuity and follows the same principles and basis of the Policy approved in 2015. The Investor Relations Department together with the Secretariat of the Board (supported by some other Company's units) engage in regular dialogue with shareholders and hold annual meetings with some of Amadeus' largest investors to discuss and take feedback on its Remuneration Policy and governance matters. The conclusions achieved are provided to the Nominations and Remuneration Committee for decision making process. As a result, the Directors' Remuneration Policy presented for approval introduces the following changes:

- Members of the Executive Committee (executive Director -CEO- included) are required to build up a certain holding of Amadeus shares over time ("shareholding guidelines") as approved by the shareholders in 2016, which in the case of the CEO is the equivalent of two (2) times his gross annual base salary.
- Introduction of a two-year holding period for performance share awards, which will apply to Executive Committee members (executive Director -CEO- included) for awards made from 2019 onwards.
- Changes to performance conditions. While the Policy includes general categories of metrics and weightings to ensure the effectiveness of the policy during the three-year period, the specific metrics will be disclosed in the Directors' Remuneration Report.
- Review of the maximum opportunity for short-term incentives (annual bonus) from 150% to 180%.
- Establish the threshold for the Long Term Incentive award at 25% maximum opportunity (instead of 30%).
- Termination payments (including remuneration of non-compete) for future Executive Directors are capped to two times gross annual base salary.

To summarise, the Nominations and Remuneration Committee seeks to ensure that the remuneration framework at Amadeus provides clear alignment to the strategy and shareholders' interests, while rewarding fairly for the performance delivered. We are confident that the Director's Remuneration Policy we are putting to shareholders for approval meets these requirements.

The policy includes our approach to the selection of performance measures and targets, a remuneration policy table detailing key elements for the remuneration package for the Executive Directors, our approach to recruitment remuneration, main contract terms and termination provisions for Executive Director and the policy applied to the Chairman of the Board and Non-Executive Directors.

This policy will be put to shareholders for a binding vote at the Ordinary General Shareholders' Meeting of the Company to be held on June 20, 2018 (on first call) or on June 21, 2018 (on second call) and, if approved, shall remain valid for the three financial years following that in which it was approved (2019, 2020 and 2021).

Madrid, 19 April 2018
