

REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE ON BOARD OF DIRECTORS' FUTURE REQUIREMENTS AND NEEDS

In accordance with the Director Selection Policy approved by the Board of Directors in the meeting held on April 21, 2016, the Nominations and Remuneration Committee issues the current report on the analysis of the Board of Directors' needs, which will be made public concurrent with the call of the Ordinary General Shareholders' Meeting to take place on June 20, 2018, on first call, or on June 21, 2018, on second call, at which the decision on appointment or renewal of 10 Directors out of 11 is submitted.

COMPOSITION OF THE BOARD OF DIRECTORS

Name	Tenure Years & Months*	Nationality	Executive Industry Experience**	Functional Experience	Primary Geographic Experience***
Mr. Francesco Loredan	13.2	Italy	Financial Services/ Consulting/ Private Equity	CEO (in Private Equity)	Europe
Mr. Pierre-Henri Gourgeon	12.4	France	Government/ Airlines	CEO	Europe
Mr. José Antonio Tazón García	9.5	Spain	Technology	CEO	Europe
Dame Clara Furse	8	UK/ Netherlands	Financial Services/ FinTech	CEO	Europe
Mr. Guillermo de la Dehesa Romero	8	Spain	Government/ Bank of Spain	Highest ranked official	Europe
Mr. David Webster	8	UK	Financial Services/ Retail/Leisure	CFO, CEO	Europe
Dr. Roland Busch	4.9	Germany	Airlines	CFO	Europe

Mr. Marc Verspyck	3.10	France	Airlines	CFO	Europe
Mr. Luis Maroto Camino	3.10	Spain	Technology/Media	CFO, CEO	Europe
Mrs. Pilar García Ceballos-Zúñiga	0.4	Spain	Innovation technology	Executive Vice-President	Europe/USA
Mr. Nicolas Huss	0.10	France	Seamless payments	CEO, Executive Vice-President	Europe

Notes:

**Tenure as of end of April 2018*

*** Executive industry experience defined as sectors in which directors have held executive roles*

*** *Primary geographic experience defined as living and working in a geography*

ANALYSIS OF BOARD OF DIRECTORS' FUTURE NEEDS

As far as the Board of Directors' future needs are concerned, there are no significant differences in comparison with the annual report for the year 2016, except that the incorporation of the new Board members Mr. Nicolas Huss and Mrs. Pilar García during the course of 2017, have been positive steps in achieving the intended objectives.

- Board size

The current size of the board includes eleven Directors. The Board has the option to increase in size up to fifteen members. The Nominations and Remuneration Committee recommends to maintain flexibility on size in order to be able to accommodate new Directors identified as strong additions during the board succession process. However, ideally an increase in size beyond eleven Directors should be temporary only as the size of ten or eleven members is the appropriate number for Board effectiveness.

Within the course of year, the existing vacancy in the Board was covered by the appointment by the General Shareholders' Meeting held on June 15, 2017, of the independent Director Mr. Nicolas Huss, increasing the size of the Board of Directors up to 11 members. In addition, the vacancy created by Mr. Stuart McAlpine's resignation was covered by the appointment of the independent Director Mrs. Pilar García, by cooptation method.

- **Directors' board tenure**

An important consideration in future board appointments will be to ensure new Directors have the willingness and the ability to commit to serving at least a first appointment of three years plus three annual renewals (six years in total), given the complexity and the challenges of the business.

The term of office of the new Directors is set forth in a minimum period of three years (without taking into account the co-optation period, if any).

- **Gender diversity**

The Committee is unanimous in its support for increasing gender diversity on the Board and agrees this should be a priority in future Director selection, whilst emphasizing that 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.

In this regard, the incorporation of Mrs. Pilar García to the Board of Directors is a positive step.

- **Directors' experience**

a) Sector experience

Strengthening the technology experience on the board should be a priority. In addition to technology, other sector experience (such as airlines, travel, hotels) would be of value to the Board.

The incorporation of Mr. Nicolas Huss and Mrs. Pilar García to the Board of Directors, reinforce the Board experience in seamless payments and innovation technology.

b) Functional experience

The Committee considers that there is a need for all Board members to have adequate financial skills. Board members who have held CEO roles and bring strategic skills are seen as important in the mix. Functional technology experience would also be valuable; this experience could also be added in the form of a current or former CEO of a technology business.

The two new incorporations of the independent Directors mentioned above follow this approach.

c) Geographic experience

North American experience would be valuable as well as experience in APAC, in addition to other geographical areas. For practical reasons, candidates based in Europe today with former APAC or Americas' experience would be ideal.

The independent Director Mrs. Pilar García has developed an important part of her professional career in the United States of America.

- Directors' nationalities

The Committee emphasises the importance of continuing to have a mix of different nationalities on the Board. Given Amadeus' ties to Spain, it will be important to have on-going Spanish representation on the Board.

In the same manner, the appointment of Mrs. Pilar García reinforces the Spanish representation on the Board.

Madrid, 19 April 2018
