

## **Amadeus IT Group, S.A.**

### **Proposal from the Nominations and Remuneration Committee on the appointment and renewal of the Independent Directors**

Article 529 decies of the Spanish Capital Companies Act requires that the Nominations and Remuneration Committee submit a proposal for the renewal of Independent Directors.

The proposal from the Nominations and Remuneration Committee will be followed by a justification report from the Board of Directors in which the capability, experience and merits of the Independent Directors are described. The report will become part of an Annex to the Minutes of the General Assembly of Shareholders or to the Minutes of the Board of Directors.

### **Committee's criteria as per the Director Selection Policy**

Please, refer to the Report issued by this Committee on April 19, 2018, on Board of Directors' future requirements and needs, which is the base for the current proposal on the appointment and renewal of independent Directors.

### **Renewal and appointment of Independent Directors**

For these purposes and in accordance with the Director Selection Policy, the Committee has taken into consideration the criteria that the candidates must meet:

- The financial skills required for a proper understanding of the Company's activities and associated risks;
- The ability 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 exercising best efforts to attend all meetings in person;
- The ability to challenge management on strategy and contribute to strategy development;
- The ability to engage in debates in a constructive manner and challenge robustly;

In addition, the Committee has also taken into consideration the following factors for the analysis of the Board's needs:

- 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, gender diversity.

## 1. Renewal proposal

Once reviewed the personal and professional profile of the candidates and following the internal debate of the members of the Committee, in consultation with the Chairman of the Board of Directors, taking as well into account the principles of the Director Selection Policy, the Nominations and Remuneration Committee submits the following proposal to the Board of Directors for endorsement and subsequent approval from the General Shareholders' Meeting:

- To re-elect, as Independent Director, for an additional one year term, **Mr. José Antonio Tazón García.**
- To re-elect, as Independent Director, for an additional one year term, **Mr. Guillermo de la Dehesa Romero.**
- To re-elect, as Independent Director, for an additional one year term, **Dame Clara Furse.**
- To re-elect, as Independent Director, for an additional one year term, **Mr. David Webster.**

## 2. Appointment proposal

The Nominations and Remuneration Committee, with the assistance of the external advisor Egon Zehnder, initiated a selection process focused on candidates coming from the technology sector, in order to cover an eventual vacancy that could be created in the Board.

Egon Zehnder considered the Board of Directors' requirements and needs, following its last Report in April 2017, looking for profiles that could fit such needs.

The selection process first identified 34 potential candidates, which was then narrowed down to ten and a final list of three candidates for selection was presented.

As a conclusion of this selection process, Mrs. Pilar García Ceballos Zúñiga was proposed for her appointment by co-optation method. She was appointed independent Director in the meeting of the Board of Directors held on December 14, 2017, in order to cover the vacancy created by the outgoing Director Mr. Stuart McAlpine, until the celebration of the first General Shareholders' Meeting of the Company.

Therefore, the Nominations and Remuneration Committee submits the following proposal to the Board of Directors for endorsement and subsequent approval from the General Shareholders' Meeting:

- To ratify and appoint, as Independent Director, for a three years term, **Mrs. Pilar García Ceballos-Zúñiga.**

In the same manner, the Nominations and Remuneration Committee, with the assistance of the external advisor Russell Reynolds, initiated another selection process, also taking into consideration the Board Report of April 2017.

After the identification of potential candidates and the selection of a short list, an interview process, led by a member of the Nominations and Remuneration Committee, Mr. Loredan, who was specifically appointed for this task, was undertaken. It concluded with the presentation to the Committee of two potential candidates for approval.

Therefore, the Nominations and Remuneration Committee submits the following proposal to the Board of Directors for endorsement and subsequent approval from the General Shareholders' Meeting:

- To appoint, as Independent Director, for a three years term, **Mr. Stephan Gemkow**
- To appoint, as Independent Director, for a three years term, **Dr. Peter Kürpick**

These appointments will cover the vacancies created by the expiration of Dr. Roland Busch and Mr. Marc Verspyck's terms of office and the non-renewal of their positions at the Board, in accordance with the Report from this Committee on the renewal of the Directors other than independent, dated April 19, 2018.

The aforementioned renewal and appointment proposals will be followed by a justification report from the Board of Directors in which the capability, experience and merits of the proposed Independent Directors for appointment and renewal are described.

### 3) Background of the proposal

#### 3.1) Composition of the Board and Term of Office

The composition of the Board of Directors as of the date of this Report, 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
Mr. José Antonio Tazón	15 June 2017	15 June 2018	Independent
Mr. Guillermo de la Dehesa	15 June 2017	15 June 2018	Independent
Dame Clara Furse	15 June 2017	15 June 2018	Independent
Mr. David Webster	15 June 2017	15 June 2018	Independent
Mr. Pierre-Henri Gourgeon (1)	15 June 2017	15 June 2018	Other external
Dr. Roland Busch (2)	15 June 2017	15 June 2018	Other external

Mr. Francesco Loredan	15 June 2017	15 June 2018	Other external
Mr. Marc Verspyck (2)	15 June 2017	15 June 2018	Other external
Mr. Luis Maroto (3)	15 June 2017	15 June 2018	Executive
Mr. Nicolas Huss	15 June 2017	15 June 2020	Independent
Mrs. Pilar García (4)	15 December 2017	First General Shareholders' Meeting	Independent

#### Secretariat:

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

(1) Reclassified from independent to "Other external" in February 2018 due to the maximum term of twelve continuous years serving as Director elapsed.

(2) Expiration of term of office and non-renewal

(3) CEO (Consejero Delegado)

(4) Appointed by co-optation method

The term of office of the following independent Directors will expire in June 2018:

Mr. José Antonio Tazón García  
 Mr. Guillermo de la Dehesa Romero  
 Dame Clara Furse  
 Mr. David Webster

The term of office of the independent Director Mrs. Pilar García Ceballos-Zúñiga, appointed by cooptation method, will expire the date of celebration of the General Shareholders' Meeting to be held in June 2018.

## 3.2) Legal background

Article 35 of the By-laws (Term of Office) set forth as follows:

*1. Directors are appointed for a term of three (3) years when they are appointed by the Shareholders' Meeting for the first time, including their first appointment by cooptation method immediately before the holding of the Shareholders' Meeting. Directors may be reappointed one or more times, subject to the statutory provisions from time to time. In the event of the reappointment of a Director, such reappointment must necessarily be for a one-year term. In the event that a Director's office has expired or he/she has resigned or been removed, and is then again appointed as a Director once a term of at least one year has passed since the expiration, resignation or removal, this shall be deemed to constitute an appointment and his/her term of office shall therefore be 3 years.*

*2. The appointment of Directors shall expire once the deadline has passed and the next Shareholders' Meeting has been held or the statutory term has elapsed for the holding of the Shareholders' Meeting at which to resolve on the approval of the financial statements of the previous financial year.*

The Regulations of the Board of Directors as well as article 529 duodecies of the Spanish Capital Companies Act provide the criteria for Board Members to be classified as "Independent". For a better reference, attached to this document are the provisions set forth in Art.15 of the Regulations, which do not differ from the wording of the Law.

Although there are some particularities for listed companies (article 529 decies of the Spanish Capital Companies Act), article 244 of the aforementioned Act is the one which regulates, in general terms, the appointment by co-optation method:

"In joint stock companies, if vacancies should arise during the Directors' term and no deputies have been appointed, the Board may designate from among the Company shareholders\* the person or persons who are to fill such positions until the next General Shareholders' Meeting is held.

*\*This requirement does not apply to listed companies.*

### 3.3) Professional profile

#### Mr. José Antonio Tazón García

Mr. Tazón joined the Board of Directors on December 2, 2008. He was classified under the category of "Others" because he was the General Manager (CEO) of the Executive Committee of the Amadeus Group until 31 December 2008. He was appointed Chairman of the Board effective date January 1, 2009 and classified as Independent Director on February 23, 2012.

Mr Tazón was among the initial team of experts who, in 1987, laid out the foundations, created the blueprint and designed the functionalities of Amadeus. His 18 years tenure as CEO of Amadeus was also marked by the consolidation of the growth of the company, its rapid expansion, and equally importantly its diversification strategy. He has also been a member of the Board of Directors of Expedia Inc. (online reservation portal that trades on the Nasdaq of New York) since March 2009 until August 2016.

In addition, he is also member of the Permanent Commission of the Tourism Board of the CEOE in Spain since March 2011.

In the view of this Committee, Mr. Tazón fulfills the requirements for his classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Mr. Tazón judgment as Independent member. In addition, this Committee endorses Mr. Tazón acting as Chairman of the Board of Directors.

Mr. Tazón's experience, his industry knowledge and his contribution to the understanding of the business are essential factors to propose his renewal as independent Director of the Company.

<b>Mr. José A. Tazón</b>	-HBG Ltd	Tourism	Director
	-Pertento Luxembourg Sarl	Holding	Director (Chairman)
	-Ufinet Telecom SAU	Telecoms	Director (Chairman)

**Mr. Guillermo de la Dehesa Romero**

Mr. De la Dehesa joined the Board of Directors of the Company on April 29, 2010, as Independent Director.

Mr. De la Dehesa, besides occupying leading positions in the public sector (Spanish Ministry of Foreign Trade, Spanish Ministry of Industry & Energy and Bank of Spain) was appointed Secretary of State for Trade in 1983 and Secretary of State for Finance in 1986 at the Spanish Ministry of Economy and Finance, where he was also a member of the EEC ECOFIN.

Mr. de la Dehesa is a member of several well-known international corporate groups and is independent Director and Vice-Chairman of the Board and a member of the Executive Committee of Grupo Santander since 2002. He is also Chairman of the Board of IE Business School in Madrid and Honorary Chairman of the CEPR (Centre for Economic Policy Research) in London, and a member of the G30 (Group of Thirty) in Washington.

In the view of this Committee, Mr. de la Dehesa fulfills the requirements for his classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Mr. de la Dehesa judgment as Independent member. In addition, this Committee endorses Mr. de la Dehesa acting as Vice-Chairman of the Board of Directors.

Mr. De la Dehesa has contributed to the positive evolution and growth of the Company with his financial, business and management experience. His contribution to the Audit Committee and to the Nominations and Remuneration Committee (member of both since their creation in 2010) have as well positively supported the Board and the Company. This Committee proposes his renewal as Independent Director of the Company.

<b>Mr. Guillermo de la Dehesa</b>	-Grupo Santander	Banking	Director & Vice-Chairman
	-Santa Lucía Vida y Pensiones	Insurance	Director

**Dame Clara Furse**

Dame Clara Furse joined the Board of Directors of the Company on April 29, 2010, as Independent Director.

Dame Clara Furse is the Chairman of HSBC UK, the ring-fenced bank of HSBC Group. She is also a non-executive Director of Vodafone Group Plc.

She was an External Member of the Bank of England’s Financial Policy Committee (FPC), joining the new statutory body and macroprudential regulator in April 2013 and standing down in October 2016. She was a non-executive Director of Nomura Holdings from June 2010 to March 2017. Until April 2017, she was also the lead independent director of the UK’s Department for Work and Pensions.

From January 2001 to May 2009 she was Chief Executive of the London Stock Exchange, a FTSE 100 company. During this period she was also a non-executive Director of Euroclear plc, LCH Clearnet Group Ltd., Fortis SA and a member of the Shanghai International Financial Advisory Council. From 2009 to 2013, she was a non-executive Director of Legal & General Group.

In the view of this Committee, Dame Clara Furse fulfills the requirements for her classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Dame Clara Furse judgment as Independent member.

Dame Clara Furse has contributed to the positive evolution and growth of the Company with her financial, business and management experience. Her contribution to the Audit Committee and to the Nominations and Remuneration Committee (member of both since their creation in 2010) have as well positively supported the Board and the Company. This Committee proposes her renewal as Independent Director of the Company.

DIRECTOR	COMPANY	SECTOR	POSITION
Dame Clara Furse	- HSBC UK	Banking	Chairman
	-Vodafone Group, Plc	Telecoms	Director

### Mr. David Webster

Mr. Webster joined the Board of Directors as Independent Director on May 6, 2010 (immediately after the listing of Amadeus shares in the Stock market) by co-optation method.

For nine years, until 31st December 2012, he was non-executive Chairman of Intercontinental Hotels Group plc, non-executive Chairman of Makinson Cowell Limited until November 2013 and a non-executive Director of Temple Bar Investment Trust plc until December 31, 2017. He is currently non-executive Chairman of Telum Media Group Pte Ltd., Vuma Ltd. and a member of the Appeals Committee of the Panel on Takeovers and Mergers in London.

In the view of this Committee, Mr. Webster fulfills the requirements for his classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Mr. Webster judgment as Independent member.

Mr. Webster has contributed with his financial, business and management expertise to the positive evolution and growth of the Company. His contribution to the Audit Committee (of which he is a member since its creation) and his participation in the Nominations and Remuneration Committee since 2014, have as well positively supported the Board and the Company. This Committee proposes his renewal as Independent Director of the Company.

DIRECTOR	COMPANY	SECTOR	POSITION
Mr. David Webster	Telum Media Group Pte Ltd	Media Data Base	Director (Chairman)
	Vuma Financial Ltd	Profit Consensus Management	Director (Chairman)

### **Mrs. Pilar García Ceballos-Zúñiga**

Mrs. Pilar García joined the Board of Directors as Independent Director on December 15, 2017 by co-optation method.

Mrs. Pilar García is an experienced executive with a long history in the technology area, working in multinational environments, focusing on technological innovation and the effectiveness of organizations.

She was an executive in the IBM Corporation for more than 25 years, 12 of which she had high-level responsibilities in the European Headquarters and across the world, being Executive Vice-President of IBM Global Digital Services, Cloud and Security, based in New York, her last leadership position, until 2016.

She served as member of the Steering Committee of IBM Spain and Portugal, IBM Southwest Europe and Insa, leading the IBM Global Committees of management and transformation in strategic and commercial areas, and internal process optimization.

In the view of this Committee, Mrs. García fulfills the requirements for her classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Mrs. García judgment as Independent member. The selection process undertaken justifies her independent status.

DIRECTOR	COMPANY	SECTOR	POSITION
Mrs. Pilar García	-Board of Trustees for the Caja de Extremadura Banking Foundation, Liberbank,	Foundation	President

### **Mr. Stephan Gemkow**

Mr. Gemkow began his professional career as a consultant for BDO Deutsche Warentreuhand AG in 1988 before joining Deutsche Lufthansa AG in 1990, where he held various management positions in the Lufthansa Group, in the finance and human resources area. He served as Member of the Group Executive Board (CFO) at Deutsche Lufthansa AG until mid 2012, when he took his current position as CEO of Franz Haniel & Cie., a globally active trading company, based in Duisburg, Germany. Mr. Gemkow formed part of the Amadeus Board of Directors from May 2006 to July 2013, as proprietary Director, representing Lufthansa.

In the view of this Committee, Mr. Gemkow fulfills the requirements for his classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to



affect Mr. Gemkow judgment as Independent member. The selection process undertaken justifies his independent status.

DIRECTOR	COMPANY	SECTOR	POSITION
Mr. Stephan Gemkow	- Takkt AG	Holding (B2B mail-order companies for business equipment solutions)	Chairman of the Supervisory Board
	- Flughafen Zürich AG	Airports	Director
	- JetBlue Airways Corp.	Airlines	Director

### Dr. Peter Kürpick

Dr. Kürpick held several managerial positions in SAP AG until the end of 2012, being head of strategic application development for banking, transportation management and web channel, amongst others. He was Executive Vice-President Product House at Unify (global communications software and service Company), and since 2016 he is Executive Vice-President and Chief Platform Officer at HERE Technologies, Dutch entity, that operates a platform that provides mapping and location data and related services to individuals and companies for a massive variety of uses.

In the view of this Committee, Dr. Kürpick fulfills the requirements for his classification as Independent and to the best of its knowledge and belief, the Committee has not found any relationship or circumstance which are likely to affect, or could appear to affect Dr. Kürpick judgment as Independent member. The selection process undertaken justifies his independent status.

DIRECTOR	COMPANY	SECTOR	POSITION
Dr. Peter Kürpick	- EPAM Systems	Global IT services	Director

This Report from the Committee is submitted to the Board of Directors for endorsement.

Madrid, 19 April 2018

w/enclos: Annex I (Art 15 of the Regulations of the Board of Directors)

## **ANNEX I**

### **Article 15.- Appointment of Independent Directors**

1. The Board of Directors and the Nominations and Remuneration Committee, within the scope of their competencies, shall procure that the candidates elected are persons of recognized solvency, competency and experience, being most rigorous in relation to those called to fill the positions of independent Director as provided by article 5 of these Regulations.

2. Independent Directors shall be deemed to be those who, appointed in consideration of their personal and professional attributes, may perform their duties without being conditioned by relations with the Company, its significant shareholders and its executives.

In particular, the following may not be proposed or appointed as independent Directors:

- (a) those who have been employees or executive Directors of group companies, unless three (3) or five (5) years, respectively, have elapsed since the end of that relationship;
- (b) those who receive from the Company, or from its same group, any amount or profit for a concept other than Director's remuneration, unless it is not significant.

The following shall not be taken into account for purposes of the provisions of this section: dividends or pension supplements received by a Director as a consequence of his previous professional or labour relationship, provided that such supplements are unconditional in nature and, consequently, the company that pays them may not suspend, modify or revoke the accrual thereof on a discretionary basis without entailing a breach of obligations;

- (c) those who are, or have been, during the last three (3) years, a partner of the external auditor or responsible for the auditors' report, whether in respect of the audit during the said period of the Company or of any other company belonging to its group;
- (d) those who are executive Directors or senior officers of another company in which any executive Director or Member of the Management Team of the Company is an external Director;
- (e) those who maintain, or have maintained during the last year, a significant business relationship with the Company or with any company of its group, whether in their own name or as significant shareholder, Director or senior officer of an entity that maintains or has maintained the said relationship.

Business relationships shall be deemed to be those entailing a supplier of goods or services, including financial services, adviser or consultant;

- (f) those who are significant shareholders, executive Directors or senior officers of an entity that receives, or has received during the last three (3) years, significant donations from the Company or from its group.

Those who are mere trustees of a Foundation that receives donations shall not be deemed to be included under this letter;

- (g) those who are spouses, persons related by an analogous affective relationship, or relatives up to the second degree, of an executive Director or Member of the Management Team of the Company;
- (h) those who have not been proposed, whether for appointment or re-election, by the Nomination and Remuneration Committee;
- (i) those who have been Directors for a continuous period of more than twelve (12) years;
- (j) those who are subject, with respect to any significant shareholder or shareholder represented on the Board, to any of the circumstances indicated under letters (a), (e), (f) or (g), *supra*. In the case of the family relationship indicated under letter (g), the limitation shall apply not only with respect to the shareholder, but also with respect to its proprietary Directors in the investee company.

Proprietary Directors that forfeit such status as a consequence of the sale of their stake by the shareholder they represent may only be re-elected as independent Directors when the shareholder they represented up until that time has sold all of its shares in the Company.

A Director that owns a stake in the Company may hold the status of independent Director, provided that he satisfies all of the conditions established above and, in addition, his stake is not significant.

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