

**RESOLUTIONS PASSED BY THE GENERAL SHAREHOLDERS'  
MEETING OF AMADEUS IT GROUP, S.A., HELD ON 21 JUNE  
2018**

- 1.- Examination and approval, if applicable, of the annual accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors Report of the Company, consolidated annual accounts and consolidated Directors Report of its Group of companies, all of them related to the financial year closed as of 31 December 2017.**

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognised in equity, and the annual report) (iii) the Directors Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2017, as issued by the Company's Board of Directors in its meeting held on 27 February 2018.

- 2.- Approval, if applicable, of the proposal on the allocation of 2017 results of the Company and distribution of dividends.**

Approval of the allocation of the Company's results corresponding to the financial year closed as of 31 December 2017.

To allocate the profits obtained by Amadeus IT Group, S.A. in the financial year closed as of 31 December 2017, which amount to Euros 596,084,343.97 as follows:

- A final gross dividend of EUR 1.135 per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.48 per share was paid in full on January 31, 2018, being therefore still pending of payment a complementary dividend of 0.655 euros per share.
- The remaining profit to "other reserves".

Based on the above, the proposed appropriation of the results for the year ended December 31, 2017, is as follows:

	<u>Euros</u>
<i>Amount for appropriation:</i>	
<i>Net profit for the year</i>	<u>596,084,343.97</u>
	<u>596.084,343.97</u>
<i>Appropriation to:</i>	
<i>Other reserves</i>	98,020,799.66
<i>Dividends</i>	<u>498,063,544.31</u>
	<u>596.084,343.97</u>

To make effective the payment of the dividend on June 29, 2018 (ex-date June 27, 2018), through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

To authorise the Board of Directors and, if applicable, the Company's Management to allocate to "Other reserves" the residual undistributed amount of the total dividend approved due to rounding.

### **3.- Examination and approval, if applicable, of the management carried out by the Board of Directors for the year closed as of 31 December 2017.**

To approve the management carried out by the Board of Directors of the Company during the financial year closed as of 31 December 2017.

### **4.- Renewal of the appointment of auditors for the Company and its consolidated Group for the financial year to be closed on 31 December 2018.**

To renew the appointment of Deloitte, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B79104469, registered with the Madrid Mercantile Registry, on sheet M-54414, folio 188, volume 13650, section 8<sup>a</sup>, entry 96<sup>a</sup> and registered with the R.O.A.C. under number S-0692, as the company's Accounts Auditors to carry out the audit of the Company's individual and consolidated accounts corresponding to the financial year ending on 31 December 2018, as well as the performance of any other audit service needed by the Company, as required by Law.

**5.- Appointment of auditors for the Company and its consolidated Group for the fiscal years 2019, 2020 and 2021.**

To appoint Ernst & Young, S.L., a Spanish company, with registered office in Plaza Pablo Ruiz Picasso 1, Torre Picasso, Madrid, with fiscal identification number (CIF) B78970506, registered with the Madrid Mercantile Registry, on sheet M-23123, folio 215, volume 12749, section 8ª, entry 259 and registered with the R.O.A.C. under number S-0530, as the company's Accounts Auditors to carry out, for an initial period of three years, the audit of the Company's individual and consolidated accounts corresponding to the financial years ending on 31 December 2019, 2020 and 2021 as well as the performance of any other audit service needed by the Company, as required by Law.

**6.- Amendment of article 42 (Audit Committee) of the Corporate Bylaws of the Company, in order to adapt it to the amendments introduced by the Audit Act 22/2015, of 20 July, in article 529 quaterdecies of the Spanish Capital Companies Act.**

The purpose of the present amendment of article 42 of the Corporate Bylaws that is submitted for approval by the General Shareholders' Meeting is to update its content to the new wording of article 529 quaterdecies of the Spanish Capital Companies Act (LSC), related to the Audit Committee, as amended by final provision number four of the Audit Act 22/2015, of July 20.

The proposed reform envisages the adaptation of article 42 (Audit Committee) of the Corporate Bylaws to the new wording of the LSC, mainly as far as the composition is concerned, changing from the current drafting which requires a composition of exclusively non-executive Directors, of whom at least two of them must be independent, to a composition of exclusively non-executive Directors, of whom at least the majority of them must be independent. In addition, taking advantage of the amendment, to update the functions of the Committee in accordance with the legislative change, and tied to this, the introduction of certain clarifications in the wording or technical improvements in the article.

The Board of Directors of the Company has resolved to submit for approval by the General Shareholders' Meeting under item 6 on the agenda, the amendment of article 42 of the Bylaws and to set out the full wording of the bylaw amendment proposed.

In accordance with article 286 of the LSC and related provisions of the Commercial Registry Regulations, this proposed resolution is accompanied, as an integral part thereof, by the report issued by the Board of Directors with a view to justifying the proposed amendment of the above-mentioned article.

Thus, as stated in the above-mentioned report by the Board of Directors of the Company, it is proposed to amend the following article of the Bylaws:

**“ARTICLE 42.- AUDIT COMMITTEE**

1. *The Board of Directors shall create, from among its number, an Audit Committee made up of a minimum of three (3) and a maximum of five (5) members, and shall be composed exclusively by non-executive Directors, of whom at least the majority must be independent Directors and one of whom shall be appointed taking into account his knowledge and experience on the subject of accountancy, auditing or both. In any case, they shall be appointed by the Board of Directors.*

*As a whole, members of the Committee shall have technical knowledge of the industry in which the Company operates.*

2. *The Chairman of the Audit Committee shall be appointed from among the independent Directors and must be replaced every two (2) years. He may be reappointed once one (1) year has elapsed from the time he ceased to be Chairman.*
3. *The number of members, the responsibilities and the operating rules of this Committee must encourage its independent operation. Notwithstanding the other duties that may be assigned to it under the law or the Board Regulations, its responsibilities shall include at least the following:*
  - a) *informing the Company’s Shareholders’ Meeting of any issues that may arise as regards affairs for which the Committee is responsible and, in particular, regarding the outcome of the audit, explaining how it has contributed to the integrity of financial information and the role that the Committee has played during this process.*
  - b) *supervising the efficiency of the company’s internal control, the internal audit, if applicable, and the risk management systems, including tax risks, as well as discussing with the account auditors or auditing firms any significant weaknesses in the internal control system identified in the performance of the audit, without compromising its independence;*
  - c) *supervising the process of preparation and presentation of the regulated financial information;*
  - d) *referring to the Board of Directors the proposals for selection, appointment, re-election and replacement of the external auditor, as well as the conditions of the engagement thereof, and regularly gather information from it regarding the audit plan and its implementation, in addition to preserving its independence in the exercise of its functions;*
  - e) *managing relations with the external auditor or auditing firms in order to receive information about matters that could jeopardize their independence, for its examination by the Committee, and any other*

*matters related to the process of auditing the accounts, as well as the other notifications envisaged in auditing legislation and the technical auditing rules, and when appropriate, authorise services other than those prohibited under the legislation in force. In any case, they shall receive on an annual basis from the account auditors or auditing firms, the written confirmation as to their independence vis-à-vis the company or companies directly or indirectly linked to it, as well as detailed information on an individual basis on any type of additional services provided to, and the related fees received from, these entities by the external auditor or auditing firms, or by the persons or entities linked to the latter pursuant to the regulations on auditing activities;*

*f) issuing on an annual basis, prior to issuing the accounts audit report, a report stating an opinion regarding whether the independence of the account auditors or auditing firms has been compromised. This report shall, in any case, contain a detail evaluation of the provision of each and every additional services as referred to in the preceding paragraph, taken individually and as a whole, other than the legal audit, as regards the scheme of independence of the auditors and regulations governing audit activities;*

*g) reporting, beforehand, to the Board of Directors on all matters contemplated in the law, the Bylaws and the Board Regulations, in particular regarding;*

*1. the financial information the company periodically must make public,*

*2. the creation or acquisition of interests in special purpose entities or those domiciled in countries or territories that are treated as tax havens and*

*3. transactions with related parties.*

*The audit committee shall not exercise the duties foreseen in this point g) when they are attributed through the by-laws to another Committee and said Committee is composed solely of non-executive directors and at least two independent directors, one of whom must be the Chairman.”*

**7.- Appointment and re-election of Directors. The following proposals will be subject to a separate vote:**

As per the drafting of Article 35 of the By-laws:

**7.1 Ratification and appointment of Mrs. Pilar García Ceballos-Zúñiga, as independent Director, for a term of three years.**

To ratify the appointment of the interim Director of the Company Mrs. Pilar García Ceballos-Zúñiga by the Board of Directors in the meeting held on December 14, 2017, by co-optation method, under the category of independent, effective December 15, 2017, whose personal data are recorded in the Commercial Registry, and to appoint the aforementioned person, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term.

**7.2 Appointment of Mr. Stephan Gemkow, as independent Director, for a term of three years.**

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term, Mr. Stephan Gemkow, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

**7.3 Appointment of Dr. Peter Kürpick, as independent Director, for a term of three years.**

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for three years-term, Dr. Peter Kürpick, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

**7.4 Re-election of Mr. José Antonio Tazón García, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. José Antonio Tazón García, whose personal data are recorded in the Commercial Registry.

**7.5 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, as executive Director for an additional one-year term, Mr. Luis Maroto Camino, whose personal data are recorded in the Commercial Registry.

**7.6 Re-election of Mr. David Webster, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. David Webster, whose personal data are recorded in the Commercial Registry.

**7.7 Re-election of Mr. Guillermo de la Dehesa Romero, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Guillermo de la Dehesa Romero, whose personal data are recorded in the Commercial Registry.

**7.8 Re-election of Dame Clara Furse, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Dame Clara Furse, whose personal data are recorded in the Commercial Registry.

**7.9 Re-election of Mr. Pierre-Henri Gourgeon, under the category of “other external”, for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Pierre-Henri Gourgeon, whose personal data are recorded in the Commercial Registry.

7.10 **Re-election of Mr. Francesco Loredan, as Director, under the category of “other external” for a term of one year.**

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Francesco Loredan, whose personal data are recorded in the Commercial Registry.

**8.- Annual Report on Director’s Remuneration, for an advisory vote thereon as per article 541.4 of the Spanish Capital Companies Act.**

It is proposed to the General Shareholders’ Meeting to cast an advisory vote, in accordance with article 541.4 of the Capital Companies Act, on the Annual Report on Director’s Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, and which it is also available in the corporate web page of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com).

**9.- Approval of the Directors’ Remuneration Policy for the fiscal years 2019, 2020 and 2021, in accordance with article 529 novodecies of the Spanish Capital Companies Act.**

It is proposed to the General Shareholders’ Meeting the approval of the Directors’ Remuneration Policy for the fiscal years 2019, 2020 and 2021, in accordance with article 529 novodecies of the Spanish Capital Companies Act. This Policy has been at the disposal of the shareholders as part of the documentation of this General Meeting, and it is also available in the corporate web page of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com).

**10.- Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2018.**

In accordance with the provisions of article 36 of the corporate Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2018, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION FOUR HUNDRED AND TWENTY SIX THOUSAND EURO (€1,426,000).

The Board of Directors itself will determine the amount that will be allocated to each one of its members on the terms provided for in the said article of the Bylaws, as well as the periodicity of the interim payments to be made throughout the financial year.



- 11.- **Approval of remuneration plans for Executive Directors, Senior Management and/or Employees of the Group consisting of the delivery of Company' shares and/or linked to the Company' share price. The following proposals will be subject to a separate vote.**

**TERMS AND CONDITIONS**

**Performance Share Plan (PSP)**

**- Description:**

The PSP is designed as the key long-term incentive tool for management. It consists of the award to the chosen beneficiaries, upon fulfillment of the necessary requirements established in the Plan, of a certain number of shares in Amadeus IT Group S.A., as variable remuneration.

**- Beneficiaries:**

The beneficiaries of the PSP will be the senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee.

The Board of Directors may include new beneficiaries in the Plan, without it entailing an increase in the total number of shares approved in this resolution.

Non-executive Directors will not be eligible to participate in the PSP.

**- Duration:**

The PSP comprises three independent three-year cycles, with a new cycle commencing every year. The first cycle of the Plan will commence in 2019, foreseeably in May.

**- Requirements and conditions for the share award:**

In order for a participant in the PSP to be entitled to receive shares in Amadeus IT Group, S.A. at the end of a certain PSP cycle, the following requirements, which will be defined at the beginning of the relevant cycle, must be met:

(a) the beneficiary must continue to be employed by any Amadeus Group company on the end date of the cycle, without prejudice to certain exceptions for the cases of termination of the employment relationship expressly provided for in the PSP regulations; and

(b) the Amadeus Group must meet specific performance objectives, to be set by the Board of Directors, linked to certain financial metrics, measured in absolute and/or relative terms, which may be internal (such as Earnings per Share and Operating Cash Flow) or external (such as the Total Shareholder Return performance of the Company with respect to a group of reference entities).

The grant of the 2019 cycle of the Performance Share Plan will be made in line with the Company's remuneration policy submitted for approval as item number 9 of the present General Shareholders' Meeting. The extent to which the award will vest in 2022 will depend on the following performance conditions:

- Growth in Adjusted Earnings per Share (EPS), with a 50% weighting:  
Adjusted EPS, defined as the adjusted net income divided by adjusted weighted average shares outstanding during the year, shall be measured between January 1, 2019 and December 31, 2021. The growth shall be determined on a compound annual basis.
- Growth in pre-tax Operating Cash Flow (OCF), with a 30% weighting:  
Pre-tax OCF, defined as the EBITDA net of capital expenditure and changes in working capital, as officially reported by Amadeus, shall be measured between January 1, 2019 and December 31, 2021. The growth shall be determined on a compound annual basis.
- Total Shareholder Return (TSR) performance relative to a comparator group, with a 20% weighting:  
The TSR comparator group will consist of around 66 companies predominantly drawn from the Eurofirst 300 index with operations in similar sectors to Amadeus (travel and leisure, media, technology and telecommunications), as well as companies from the expanded IPO comparator group; as well as Sabre and Travelport.

Accor	Experian	Pearson	Telefonica
ADP	Fidelity National IS	ProSiebenSat.1 Media SE	Telenor A/S
Altice NV A	Fiserv	Proximus	TeliaSonera
Amadeus IT Group	Genpact	Publicis Groupe	Total System Services
ASML Holding	Global Payments	RELX	Travelport Worldwide
BT Group	Hexagon B	Royal KPN	TUI AG
Cap Gemini	Iliad	RTL Group	United Internet AG
Capita Group	Infineon Technology	Ryanair Holdings	Verisk Analytics
Carnival	InterContinental Hotels Group	Sabre Corp	Visa
Cognizant Tech	Intl. Consolidated Airlines	Sage Group	Vivendi
Compass Group	ITV	SAP	Vodafone Group
Dassault Systemes	JC Decaux	Serco Group	Western Union
Deutsche Telekom	Mastercard	SES FDR	Whitbread
Dun & Bradstreet	Nokia	Sky	Wolters Kluwer CVA

Easyjet	Orange	Sodexo	WPP
Equifax	Paddy Power Betfair	Swisscom	
Ericsson B	Paychex	Telecom Italia	

The TSR is the difference between the initial and ending value of an investment in each of the companies of the comparator group. Gross dividends and other similar items are assumed to be reinvested by purchasing more shares of the entity at the closing price on the ex- dividend date.

In order to determine the beginning value, the TSR of each company in the comparator group and of Amadeus will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and not including the first day of the performance measurement period (i.e. April 29, 2019). In order to determine the ending value, the TSR will be calculated taking into account the average closing price of the shares in the 20 stock exchange sessions prior to and including the last day of the performance measurement period (i.e. April 28, 2022).

The Relative TSR is the result of comparing the TSR of Amadeus to the TSR of the comparator companies. For this purpose, the comparator companies including Amadeus will be ordered descending by TSR in percentage terms.

The TSR payout scale is shown below:

- Threshold: If Amadeus is ranked at the 50th percentile, the payout will be 50% of target. If Amadeus is ranked below the 50th percentile, the payout will be 0%.
- Maximum: If Amadeus is ranked at the 75th percentile or above, the payout will be 200% of target.
- The payout between threshold and maximum will be determined by linear interpolation.

For the 2020 and 2021 cycles, the Board retains the discretion to review the performance measures, weightings, targets and comparator groups (if applicable) to ensure continued alignment with the Company’s strategy.

**- Maximum individual award:**

The CEO (hereinafter, “executive Director”) will be included among the beneficiaries of the PSP. In case of fulfilling all the requirements and conditions for the share award established in the Plan, he would have the right to receive the following amount of shares at maximum as outlined below:

- The maximum number of shares that the executive Director could have the right to receive in under each cycle of the PSP, if the maximum level of performance is met or exceeded for all objectives, is equivalent to two (2) times his base salary at the beginning of each cycle, divided by the Reference Share Price (as determined in the section “Other relevant issues”).

- Exceptionally, and as foreseen in the Remuneration Policy submitted for approval as item number 9 of the present General Shareholders' Meeting, the Board of Directors may increase the maximum amount of shares to up to four (4) times his base salary in exceptional circumstances that may include, but not limited to, retention or exceptional Company performance or significantly altered market conditions. If applied, the reason for any such increases would be disclosed in the Annual Report on Directors' Remuneration for the relevant year.

**- Share award date:**

The shares will be delivered in the three months following the date on which the right to receive them arises. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

**- Holding Requirements:**

The shares delivered under the PSP will be freely transferable, except for members of the Executive Committee (executive Director -CEO- included) who will have to hold all the net vested shares (after tax and social security levies) for a minimum period of two years after the end date of each cycle.

**Restricted Share Plan (RSP)**

**- Description:**

The RSP is a medium-/long-term equity program designed to attract, retain and motivate employees in certain situations, in all cases aligning the interests of the beneficiary with the interests of the shareholders and with value creation.

The Plan provides the beneficiaries specifically selected for this purpose with an equity interest in the Company through the grant of a number of Restricted Share Units which will be converted into an equivalent number of shares of Amadeus IT Group, S.A., upon prior fulfilment of certain employment service requirements and, as the case may be, of certain performance conditions.

**- Beneficiaries:**

The beneficiaries of this Plan may include any Amadeus Group employee, except for members of the Executive Committee and second-tier senior management, unless exceptional circumstances arise which make it necessary to include them in order to attract or retain talent.

Members of the Board of Directors cannot participate in the Restricted Share Plan.

**- Duration:**

The initial allocation of Restricted Share Units under the RSP may take place in 2019, 2020 and 2021. Grants will be made no more than four times per year.

The award of the shares will be conditional on the beneficiary remaining employed by the Company or a Group subsidiary throughout the vesting period established in each case. The vesting period will have a duration of between a minimum of three (3) and a maximum of five (5) years. Exceptionally, in case of new employees, the minimum vesting period could be reduced to two (2) years.

**- Requirements and conditions for the award of shares:**

In order for each beneficiary of this Plan to be entitled to receive shares in Amadeus IT Group, S.A. under the RSP, he or she must continue to be employed by one of the Amadeus Group companies during the vesting period and, in exceptional cases, meet the performance targets that may have been established for a specific award.

**- Maximum individual award:**

The maximum number of shares to be granted to an individual will be equivalent to 50% of his/her gross base salary multiplied by the number of years of duration of the vesting period, divided by the Reference Share Price. In case the award is split into two or more tranches of different duration each, the weighted average duration of the vesting period will be taken into account in order to determine the maximum award.

**- Share award date:**

The shares will be delivered in the three months following the date on which the right to receive them is generated, after the end of any vesting period established in each case. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

**Share Match Plan**

**- Description:**

The Share Match Plan is intended to incentivize all eligible employees of the Group to invest in shares of the parent company, Amadeus IT Group, S.A. with an additional match of free shares provided by the Company (called the “Matching Shares”).

**- Beneficiaries:**

In general terms, the Share Match Plan is offered to those employees of Participating Companies who meet certain eligibility criteria (such as being employed by a Group company on a certain date). Those eligible employees who voluntarily decide to join the Plan will become participants.

Members of the Board of Directors cannot participate in the Share Match Plan.

**- Duration:**

The Share Match Plan is divided into three independent two-year cycles. The start date of the 2019 cycle will be July 1, 2019 and the end date will be June 30, 2021.

During the first 12 months after the starting date, Participants will make their monthly contributions to acquire Amadeus shares. During the 12-month period immediately after the end of the purchase period, participants must not sell or transfer the purchased shares in order to receive the Matching Shares.

**- Share price:**

The shares purchased by the participants will be acquired at their market value in the Spanish stock exchange at the time of purchase (price may vary each month). For the 2019 cycle, the minimum annual contribution per participant will be 240 Euro (i.e. 20 Euro per month) and the maximum annual contribution per participant will be 4,800 Euro (i.e. 400 Euro per month), or the equivalent in local currency.

**- Requirements and conditions for the award of shares:**

Participants will consolidate the right to receive Matching Shares if: (i) they make twelve monthly contributions during the purchase period; (ii) they hold the purchased shares until the end date; (iii) they remain employed by a participating company until the end date of the cycle; without prejudice to certain exceptions expressly provided for in the plan regulations.

The matching ratio of the 2019 cycle will be 1:2 (i.e. the Company will grant one Matching Share for every two shares purchased by the participants who meet the above requirements).

**- Share award date:**

The Matching Shares will be delivered within 3 months after the end date of each cycle. The shares will be awarded by the Company or, where appropriate, by a subsidiary thereof.

**Other relevant issues**

**- Reference Share Price**

The reference share price at the beginning of each PSP and RSP grant will be determined according to the average closing price of the shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges during the month preceding the month before the plans, their cycles or specific grants begin ("Reference Share Price").

**- Maximum number of shares to be awarded**

The total maximum number of shares that can be awarded under these plans between 2019 and 2021 will be the equivalent of dividing a maximum of €120 million by the reference share price, and in no case can the overall capital assigned to these plans exceed 2.0% of the Company's share capital at the date of approval of this resolution.

Of the aforesaid €120 million, a maximum of €10 million (with a limit of 0.2% of the Company's share capital at the date of approval of this resolution) may be assigned to the Restricted Share Plan.

**- Source of the shares**

The shares in Amadeus IT Group, S.A. to be awarded to the participants may come from:

- (a) Treasury stock that has been or is acquired by Amadeus IT Group, S.A. or by any of its Group companies, upon the fulfilment of the statutory requirements established for that purpose.
- (b) Newly issued shares resulting from a capital increase carried out for that purpose at any given time.
- (c) Shares deriving from the exercise of an equity swap agreement entered into with a financial institution.
- (d) A combination of the foregoing.

If it were necessary or advisable for legal, regulatory or other similar reasons, the mechanisms for award of the shares established may be adapted in specific cases, without altering the maximum number of shares linked to the plans or the essential conditions applicable to the award described in the preceding sections.

Exceptionally, those adaptations may include replacement of the award of shares with payment of the equivalent value in cash.

**11.1 Performance Share Plan (PSP)**

To approve the Performance Share Plan (PSP), consisting of the award of shares in Amadeus IT Group, S.A., addressed to senior leaders of the Amadeus Group, including executive Director(s) and members of the Executive Committee of the Amadeus Group, subject to the general terms and conditions described above.

**11.2 Restricted Share Plan (RSP)**

To approve the Restricted Share Plan (RSP), consisting of the award of shares in Amadeus IT Group, S.A., addressed to certain employees of the Amadeus Group, subject to the general terms and conditions described above.

**11.3 Share Match Plan**

To approve an all-employee share purchase plan (the Share Match Plan), subject to the general terms and conditions described above.

**11.4 Authorization**

To authorize the Board of Directors, on the broadest terms, and which authority may be delegated by the Board to the Nominations and Remuneration Committee, any member of the Executive Committee or to any other person expressly authorized by the Board for such purpose, to execute this resolution and implement, when and in the manner it deems

appropriate, develop, formalize, execute and settle the aforementioned plans, adopting all such resolutions and signing as many public or private documents as may be necessary or advisable for the fullest implementation thereof, including the power to correct, rectify, amend or supplement this resolution. And, in general, to adopt all such resolutions and take all such steps as may be necessary or merely advisable for the successful outcome of this resolution and of the implementation, execution and settlement of the plans, including, purely for purposes of illustration and always in the context of the terms and conditions established in this resolution, the following powers:

(a) Implement and execute the plans when and in the specific manner that it deems appropriate.

(b) Develop and set the specific conditions of the plans in relation to all aspects not envisaged in this resolution, being able to approve and publish regulations on the functioning of the plans, including, purely for purposes of illustration:

- The beneficiaries of the plans.
- The individual number of shares to be awarded in each case, without this implying any change in the total maximum number of shares to be awarded authorized at each time.
- The period of permanence required in order to be entitled to receive the shares.
- The specific objectives of each plan.
- The reference price of the shares to be awarded under the plans.

(c) Where the legal regime applicable to some of the participants or to certain companies of the Amadeus Group so require or make it advisable, or if necessary or advisable for legal, regulatory, operative or other similar reasons, adapt the basic general or specific conditions indicated, including, for purposes of illustration and without limitation, adapt the share award mechanisms without altering the maximum number of shares linked to the plans, and provide for and make the total or partial settlement of the plans in cash.

(d) Decide not to execute or totally or partially invalidate the plans or any of their cycles, and exclude certain groups of potential participants or companies of the Amadeus Group where the circumstances so require.

(e) Draft, sign and file such communications and supplementary documents as may be necessary or advisable, before any public or private body in order to implement, execute or settle the plans, including, if necessary, the relevant prior communications and informative brochures.

(f) Perform any step, declaration or formality before any public or private body, entity or registry to obtain any authorization or verification necessary to implement, execute or settle the plans and the award of free shares in Amadeus IT Group, S.A.

(g) Negotiate, agree to and execute such contracts of any kind with financial or other types of institutions as it freely designates, on the terms and conditions deemed appropriate, as may be necessary or advisable for the successful implementation, execution or settlement of the plans,



including, where necessary or advisable according to the legal regime applicable to any of the participants or to certain companies of the Amadeus Group, or if necessary or advisable for legal, regulatory, operative or other similar reasons, establish any legal concept (including trusts or other similar concepts) or reach agreements with institutions of any kind for the deposit, safekeeping, holding and/or administration of the shares and/or their subsequent award to the participants in the context of the plans.

(h) Draft and publish such announcements as may be necessary or advisable.

(i) Draft, sign, execute and, where necessary, certify any type of document relating to the plans.

(j) Adapt the content of the plans to the corporate circumstances and transactions arising during the term of the plans, relating both to Amadeus IT Group, S.A. and to the companies forming part of the group of reference at any given time, on the terms and conditions deemed necessary or advisable at any given time to maintain the aim of the plans.

(k) And, in general, perform any steps, take any decisions and execute any documents as may be necessary or merely advisable for the validity, enforceability, implementation, development, execution, settlement and successful outcome of the plans and of the resolutions adopted previously.

**12.- Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 20, 2013.**

To authorize the Board of Directors of the Company to carry out derivative purchases of the Company's shares, both directly by the Company itself and indirectly by its subsidiaries, in the following terms:

(a) Acquisition mode: the purchase can be made as a sale and purchase, exchange (*permuta*), payment in kind (*dación en pago*) or by any other means permitted by law, on one or more occasions,

(b) Maximum number of shares: the nominal value of the number of shares to be acquired, aggregated with those already belonging to the Company and to any company of the Group, cannot exceed ten per cent (10%) of the share capital;

(c) Minimum and maximum price: the minimum acquisition price of the shares will be equivalent to 80% of the trading value of the share in the Stock Market in the acquisition date, and the maximum acquisition price will be

equivalent to 120% of the trading value of the share in the Stock Market on the same date.

- (d) Authorization term: will remain in force during a period of five years from the date of this resolution.

Likewise, and for the purposes contemplated in the second paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (Ley de Sociedades de Capital), it is hereby agreed to grant an express authorization for the purchase of the shares of the Company by any of its subsidiaries in the same terms resulting from this resolution.

It is expressly stated that shares may be acquired pursuant to this authorization both in order to transfer or cancel them, and in order to apply them for the remuneration systems contemplated in the third paragraph of letter a) of number 1 of article 146 of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), or to hedge any remuneration system to be settled in shares or linked to share capital.

Likewise, to approve the revocation of the authorization to acquire treasury stock, granted to the Board of Directors by the General Shareholders' Meeting held on June 20, 2013, for the remaining shares not acquired under such authorization.

**13. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, simple, exchangeable or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the preemptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of 25 June 2015.**

It is resolved to delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in particular pursuant to the provisions of articles 406, 414, 417 and 511 of the Spanish Capital Companies Act, of article 319 of the Mercantile Registry Regulations and of article 14 of the Bylaws, as well as by the analogical application of article 297.1.b) of the Spanish Capital Companies Act, the power to issue negotiable securities in accordance with the following terms:

A) Securities included in the issue

The negotiable securities referred to in this delegation may be debentures, bonds and other fixed-income securities or debt instruments of an analogous nature, both simple and exchangeable for shares in the Company, in any other company, whether or not belonging to its Group, and/or convertible into shares of the Company. This delegation may also be used for the issuance of promissory notes, preferred securities (should this be legally admissible) and warrants (options to subscribe new shares or to buy old shares in the Company).

B) Term of validity of the delegation

The issuance of the securities subject to this delegation may be carried out on one or several occasions from the date of adoption of this resolution and during the course of five years from the date of this resolution.

C) Maximum amount of the delegation

The total maximum nominal amount of the issue or issues of securities agreed to pursuant to this delegation will be FIVE THOUSAND MILLION EUROS (5,000,000,000 Euros) or its equivalent in another currency. This total maximum nominal amount will be deemed to be the total maximum limit that the sum of the nominal value of the issue or issues of securities, outstanding and in circulation from time to time, may reach pursuant to this delegation. Likewise, in the case of the warrants, to the effects of calculating the above mentioned limit, account shall be taken of the sum of premiums and exercise price of the warrants of each issue that is approved pursuant to this delegation.

D) Extent of the delegation

The delegation to issue securities referred to in this resolution will extend, as broadly as may be required under Law, to the determination of the different aspects and conditions of each issue (nominal value, type of issue, redemption price, in the case of warrants, premiums and exercise price, currency of the issue, interest rate, repayment, anti-dilution mechanisms, subordination clauses, collateral of the issue, place of issue, listing on the official or unofficial secondary markets, organized or not, domestic or foreign, etc.) and to the performance of such arrangements as may be necessary, including those pursuant to the applicable securities market regulations, for the execution of the specific issues that it may be agreed to carry out pursuant to this delegation.

In this same regard, it is resolved to delegate authority to the Board of Directors, in the event of the subsequent application for exclusion from trading of the securities issued by the Company pursuant to this authorization, to perform all such formalities or steps as may be appropriate, safeguarding the interest of any shareholders or debenture holders who opposed or did not vote for the resolution on the terms provided for in the legislation in force.

This delegation of authority also includes the conferral on the Board of Directors of the power, in each case, to decide on the conditions for redemption of the securities issued under this authorization, being able to use, to the extent applicable, the means of redemption referred to in article 430 of the Capital Companies Law or any others that may be applicable. The Board of Directors is also authorized, where it sees fit, subject to the obtainment of the necessary official authorizations and, as the case may be, of approval from the assemblies of the corresponding syndicates or bodies representing the holders of the securities, to modify the conditions of the issued securities and their respective terms as well as the rate of any interest that may be accrued on the securities in each of the issues made under the scope of this authorization.

E) Bases and modes of conversion and/or exchange

For the case of the issue of convertible and/or exchangeable debentures or bonds, and to the effects of determining the bases and modes of the conversion and/or exchange, it is resolved to lay down the following criteria:

- (a) the conversion and/or exchange ratio shall be fixed, and to those effects the fixed-income securities shall be valued for their nominal value and the shares at the fixed price determined in the Board of Directors' resolution, or at the price to be determined on the date or dates stated in the Board of Directors' resolution, and according to the Market trading price of the Company's shares on the date/s or period/s that are taken as reference in the said resolution. In any case, the price of the shares may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the debentures or bonds;
- (b) under no circumstance may convertible and/or exchangeable debentures be issued for a figure lower than their nominal value. Likewise, in accordance with the provisions of article 415.2 of the Spanish Capital Companies Act, debentures may not be converted into shares when the nominal value of the former is lower than the nominal value of the latter;
- (c) at the time of the conversion and/or exchange, the share fractions that, if applicable, are to be delivered to the debenture or bond holder will be rounded, by default, down to the next whole number, and each holder will receive in cash the difference that may arise in that case; and
- (d) when approving an issue of convertible and/or exchangeable debentures or bonds pursuant to the power contained in this resolution, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the conversion to apply specifically to the said issue. This report shall be accompanied by the corresponding report from the account auditors as referred to in article 414 of the Spanish Capital Companies Act.

F) Bases and modes of exercise of the warrants

In the case of issues of warrants, which by analogy will be subject to the provisions of the Spanish Capital Companies Act on convertible and/or exchangeable debentures, it is resolved to establish the following criteria to determine the bases and modes of their exercise:

- (a) warrants issued pursuant to this resolution will entitle to subscribe new shares in the Company and/or buy outstanding shares of the Company, or a combination of both. In any case, the Company may reserve the right to choose, at the time of exercising the warrant, between delivering new shares, current shares or a combination of both;
- (b) the period for the exercise of the warrants shall be determined by the Board of Directors and may not exceed ten (10) years counted from the date of the issue;
- (c) the exercise price of the warrants may be fixed or variable, depending – in the latter case – on the date/s or period/s that are taken as reference. The price shall be determined by the Board of Directors at the time of the issue or may be determined at a later time pursuant to the criteria established in the resolution itself. In any case, the price of the share to be taken into account may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) during the period to be determined by the Board of Directors, with this not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants, and (ii) the closing price of the shares in the Spanish *Sistema de Interconexión Bursátil* (SIBE or Continuous Market) of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants;
- (d) when warrants are issued at a simple exchange ratio or at par – namely, one share per warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not be, in any case, lower than the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than its nominal value. In the case of warrants with multiple exchange ratios – namely, other than one share per warrant – the sum of the premium or premiums paid for all the warrants issued and their aggregate exercise price may not be, in any case, lower than the result of multiplying the number of shares underlying all the warrants issued by the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than the nominal value; and
- (e) when approving an issue of warrants pursuant to this power, the Board of Directors shall issue a report developing and specifying, on the bases of the above mentioned criteria, the bases and modes of the exercise to apply specifically to the said issue. By analogous application of article 414 of the Spanish Capital Companies Act, this report shall be accompanied by the corresponding report from the account auditors as referred to in the said article.

G) Rights of the holders of convertible and/or exchangeable securities

During the period in which it is possible to effect the conversion and/or exchange into shares of the convertible and/or exchangeable debentures or bonds and of the warrants issued pursuant to this delegation, their holders will have all such rights as acknowledged to them by the legislation in force.

H) Capital increase

The delegation for the issuance of convertible and/or exchangeable debentures or bonds and warrants over newly issued shares shall include:

- (a) the power to increase the capital in the necessary amount to meet the applications for conversion or exchange or the exercise of the warrants over newly issued shares. The said power may only be exercised to the extent that the Board of Directors, adding together the capital increased to meet the issue of convertible or exchangeable debentures or bonds or the exercise of warrants and other capital increases it may have agreed pursuant to powers granted by the Meeting, does not, in respect of the nominal amount, surpass the limit of twenty per cent (20%) of the share capital figure provided for in article 297.1.b) of the Spanish Capital Companies Act, as resulting upon completion of the capital decrease transaction agreed upon at this general meeting;
- (b) the power to develop and specify the bases and modes of the conversion and/or exchange or of exercise that are established in the preceding paragraphs and, in particular, power to determine the time of the conversion and/or exchange or of exercise of the warrants, which may be limited to a predetermined period, the title to the right of conversion and/or exchange or of exercise, which may be attributed to the Company or to the debenture holders or to the warrant holders, the way of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of both techniques, which may be left to choice for the time of the execution or even establishing the necessarily convertible nature of the debentures subject to the issue) and, generally, such terms and conditions as may be necessary or expedient for the issue.
- I) Exclusion of the preemptive subscription right in convertible and/or exchangeable securities

The Board of Directors, when issuing convertible and/or exchangeable debentures or bonds or warrants over newly subscribed shares pursuant to this delegation, shall be also authorised to exclude the preemptive subscription right of the shareholders when required by the corporate interest, pursuant to the provisions of article 511 of the Spanish Capital Companies Act. In any case, if the Board of Directors decided to exclude the preemptive subscription right in relation to a specific issue of convertible debentures or bonds or of warrants over newly subscribed shares that it may decide to carry out pursuant to this authority, it will issue, when approving the issue, a report that shall be the subject of the

correlative account auditor report, all of which in accordance with the provisions of article 511 of the Spanish Capital Companies Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out a specific issue of convertible bonds or debentures or warrants over newly issued shares with exclusion of the preemptive subscription right, the Company's administration body may agree that priority be given in the allocation of convertible bonds or debentures or warrants over shares, with a preferential nature over any other investors, to those shareholders stating their irrevocable intention of subscribing to convertible bonds or debentures or warrants in the said issue pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders in it.

J) Collateral for issues of fixed-income securities

The Board of Directors is likewise authorised to guarantee, on the Company's behalf and within the above mentioned limits, the issues of bonds, debentures and other fixed-income securities, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities made by companies belonging to the Company's group of companies.

K) Listing of issued securities

The Company may apply for the listing on secondary markets, whether official or not, organised or not, domestic or foreign, of the debentures, bonds, warrants, preferred securities and other securities to be issued by the Company pursuant to this delegation, authorising the Board of Directors to carry out the necessary arrangements and actions for listing vis-à-vis the relevant bodies of the various domestic or foreign securities markets.

L) Substitution power

The Board of Directors is authorised (pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act) to delegate, in turn, in favour of any of its members (including the Secretary and Vice Secretary) the delegated powers referred to in this resolution.

M) Revocation

This authorisation revokes, replaces and leaves without effect, in the amount not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting and Extraordinary Shareholders' Meeting held on 25 June 2015.

**14.- Delegation of powers to the Board of Directors, with power of substitution, for the full formalisation, interpretation, remedy and implementation of the resolutions to be adopted by the General Shareholders' Meeting.**

Without prejudice to the powers laid down by Law and by the Bylaws, it is resolved to delegate, as broadly as may be required under law, to any Director, the Secretary and the Vice Secretary, acting individually, the implementation of each and every one of the resolutions adopted at this General Shareholders' Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to obtain their filing with the Commercial Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are authorised in order that any of them, acting individually or jointly, may proceed to file the accounts of the Company and of its consolidated group corresponding to the financial year closed as of 31 December 2017 (as referred to by article 279 of the Spanish Capital Companies Act), explicitly authorising them to sign and execute any type of document, with authority to remedy, until achieving the effective filing of the accounts with the Commercial Registry.

The Board of Directors' Secretary and Vice Secretary are likewise authorised in order that, any of them, acting individually or jointly, may proceed to effect all such communications, notices and relevant arrangements as may be necessary vis-à-vis the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores) complying with the legislation in force, the Sociedades Rectoras of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organisations required for implementation of the resolutions of this Meeting.

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