

2018 ANNUAL REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF AMADEUS IT GROUP, S.A.

In accordance with the provisions of the Regulations of the Board of Directors of Amadeus IT Group, S.A. and, more specifically, Article 35 thereof, the Audit Committee of the Board of Directors must prepare an annual report on its operation, highlighting the principal material issues of concern, if any. In addition, if it deems appropriate, it will include in said report proposals to improve the Company's rules of governance.

The current report complies with recommendation 6 of the Good Governance Code of listed companies for the purpose of the Board being able to periodically evaluate the functioning of the Audit Committee.

This annual report follows, in general terms, the Technical Guide 3/2017 on Audit Committees at Public Interest Entities and allows shareholders and other stakeholders to understand the activities performed by the Audit Committee during fiscal year 2018.

1) Rules and regulations of the Audit Committee

The Audit Committee of the Company's Board of Directors was created on May 6, 2010 by resolution of the Board of Directors at a meeting held on such date.

The duties attributed to said Committee and rules of operation are contained in Article 42 of the Corporate Bylaws and developed in Article 35 of the Regulations of the Board of Directors.

Please, refer to those documents as published in the corporate web page of the Company for further detail.

Following the recommendations from the Technical Guide 3/2017 on Audit Committees at Public Interest Entities, the Audit Committee has developed its own Regulations, which was approved by the Committee on November 6, 2018 and subsequently by the Board of Directors on December 13, 2018 (effective January 1st, 2019). The Regulations are published on the Company's corporate web page and are available to shareholders, investors, regulators and other stakeholders.

The Regulations cover the following areas:

- 1) Composition.
- 2) Requirements for appointment.
- 3) Operating rules.
- 4) Responsibilities and duties.
 - a. Oversight of financial and non-financial reporting
 - b. Supervision of risk management and control
 - c. Supervision of internal audit
 - d. Relations with the statutory auditor
- 5) Engagement of experts and other resources.
- 6) Annual report.

Article 42 of the Bylaws and Article 35 of the Regulations of the Board of Directors were adapted to Article 529.14) of the Spanish Capital Companies Act, as per the new wording of Act 22/2015, of July 20, on Accounts Audit, by resolution of the General Shareholders' Meeting and the Board of Directors, respectively, held on June 21, 2018.

2) Composition of the Audit Committee

In accordance with the Company's Bylaws and the Regulations of the Board of Directors, the Audit Committee is composed of a minimum of three and maximum of five members, all of them external Directors and with majority of independent Directors. It shall appoint from within a Chairman who must necessarily be an independent Director.

The members of the Audit Committee, and especially its Chairman, shall be designated taking into account their knowledge in relation to the industry in which the Company operates and experience in accounting, audit or risk management matters.

The composition of the Committee as of December 31, 2018 is as follows:

Director	Nature	Position
Dame Clara Furse*	Independent External	Chairman
Mr. David Webster	Independent External	Member
Mr. Guillermo de la Dehesa	Independent External	Member
Mr. Pierre-Henri Gourgeon**	Other External	Member
Mrs. Pilar García***	Independent External	Member

* Dame Clara Furse was appointed Chairman on August 1, 2018, for two years term, replacing Mr. David Webster.

** Mr. Pierre-Henri Gourgeon was reclassified to "Other external" following a continuous period of more than twelve years.

*** Mrs. Pilar García replaced Mr. Marc Verspyck who ceased in his seat upon expiration of his term of office.

The date of initial appointment and respective expirations of each one of the members of the Audit Committee is as follows:

	Appointment	Expiration
Dame Clara Furse	May 6, 2010	July 1, 2020
Mr. David Webster	May 6, 2010	July 1, 2020
Mr. Guillermo de la Dehesa	May 6, 2010	July 1, 2020
Mr. Pierre-Henri Gourgeon	October 16, 2014	July 1, 2020
Mrs. Pilar García	July 1, 2018	July 1, 2020

Mr. Tomás López Fernebrand and Mr. Jacinto Esclapés Díaz, Secretary and Vice-Secretary of the Board of Directors respectively, attend the meetings, with Mr. López Fernebrand acting as Secretary of the Committee.

The Chairman has a maximum term of two years and may be re-elected once a year has lapsed.

The professional profile of each of the members can be found in the corporate web page of the Company.

Please refer to the following reports, all published in the company's corporate web page, with respect to the significant capabilities in terms of background and expertise contributed by each member, as well as the selection criteria used to determine the composition of the Audit Committee:

- Report from the Nominations and Remuneration Committee of April 19, 2018, on Board of Director's needs.
- Report from the Nominations and Remuneration Committee on the renewal of the Directors other than independent Directors, of April 19, 2018.
- Proposal from the Nominations and Remuneration Committee on the appointment and renewal of the Independent Directors, of April 19, 2018
- Justification Report from the Board of Directors on the appointment and renewal of Directors, of April 26, 2018.

3) Operation

The Audit Committee meets at least once every quarter, as called by its Chairman.

For this purpose, the Board Secretariat prepares an agenda for approval by the Committee Chairman. Relevant documentation for each one of the agenda items is sent to all participants with the necessary advance time prior to the day of the session.

During fiscal year 2018, the Committee held the following meetings:

- 26 February 2018
- 3 May 2018
- 26 July 2018
- 6 November 2018

Apart from the Committee members and the Secretariat of the Board, upon the prior invitation from the Chairman, the Executive Director (CEO) Mr. Luis Maroto and the following members of the Amadeus management team attended the meetings in those areas and Agenda items for which the Chairman considers their presence appropriate:

- Mrs. Ana de Pro, CFO
- Mr. Manuel de Alzúa, Director of Internal Audit Department
- Mr. Eugene Hamilton, Chief Risk & Compliance Officer

The external auditors, Deloitte, represented by the partners in charge of the Company's audit, also attend the meetings, to present the audit of the half-year and annual accounts.

Minutes are drawn up by the Secretary of the Committee of the conclusions reached at each meeting and included as an Agenda item of the next Board of Directors session, at which the Committee Chairman reports to the full Board on the most relevant points addressed and recommendations, as the case may be.

Irrespective of regular communications between the Chairman of the Audit Committee and the internal and external auditor that may take place during the fiscal year, no ad-hoc meetings have been held with any of them, outside of the meetings previously mentioned.

4) Items discussed by the Audit Committee during fiscal year 2018

Three recurrent sections form part of the agenda throughout the year, irrespective of others which, depending on the matter at hand, are also included for discussion, analysis and recommendation, as the case may be.

The three recurrent sections are External Audit (for the annual and half-year financial statements), Internal Audit and Risk Management. Additionally, under the heading “Other issues”, some other punctual and non-recurrent matters of interest for the Audit Committee are pooled together. In these areas, the principal items discussed throughout fiscal year 2018 are detailed as follows:

a) External Audit

In this section, the Company’s auditors report to the Audit Committee on the most relevant aspects of the audit work in progress and semi-annual periodic reporting, as well as on significant accounting aspects, including the application of accounting standards, describing, if any, the existence of discrepancies between Company Management and the auditors with respect to any specific item.

Thus, the following matters, *inter alia*, were addressed throughout fiscal year 2018:

Amadeus IT Group S.A.

- Audit of 2017 financial statements.

Main areas of discussion:

- Summary of audit risks (revenue recognition, management override of controls, recovery of long-term assets, capitalization and valuation of Technology and Content, new IFRS Standards disclosure, amongst others).
- Accounting practices (accounting policies, changes in accounting policies or adoption of new accounting standards, accounting estimates).
- Other areas:
 - Transactions with related parties.
 - Disagreements with Group management (none).
 - Difficulties in the performance of the audit (none).
 - Conflict of interest of the Directors and persons related thereto (none).
 - Subsequent events.
- Key audit matters
 - Revenue recognition (accuracy and completeness of transactional revenue).
 - Capitalization (capitalization and measurement of internally generated Technology and Content).
- Other audit matters
 - Impairment of assets (goodwill, brand, technology, content and corporate assets).
- Share buy-back Programme
- Tax changes in 2017 (US and France tax reduction with a positive impact in Amadeus accounts).
- Internal control (ICFR): review and evaluation of the Group’s internal control structure (business cycles, general IT controls, amongst others).

- Coordination of Audit Teams

None of the areas under analysis has required the intervention of the Audit Committee.

- Auditors' Report consolidated and stand-alone financial statements (unqualified opinion).
 - Independence of auditor (independence confirmed).
 - Professional fees (a breakdown of the professional fees audit and related services and other services).
 - Main aspects on the Management representation letter.
 - Accounting legislation (new accounting rules in force since 1st January 2017 (IFRS), already adopted by the Group, and new applicable standards IFRS 15 Revenue from contract with customers and IFRS 9 Financial instruments). Early adoption of IFRS 16 leases as of 1 January 2018.
 - New audit report for reporting periods beginning after June 17, 2016 (structure).
- Limited review of the consolidated financial statements first half of 2018 (IAS 34).
 - Areas first half 2018:
 - Analytical review of revenues.
 - Capitalization of intangible assets.
 - Update on legal matters and contingencies.
 - Proper recognition and valuation of derivatives.
 - New IFRS Standards implementation (IFRS 9, 15 and 16).
 - Dividend payment (interim and complementary dividend) and cash position.
 - Scope of limited review (no matter to be disclosed)
 - Documentation obtained from Management.
 - Accounting policies

None of the areas under analysis has required the intervention of the Audit Committee.

- Other significant matters:
 - Capitalization of Software internally developed
 - Other matters:
 - Provisions updated June 30, 2018.
 - Impairment indicators for non-current assets.
- Main events of the period (dividend payment, share buy-back Programme, €1,000 million Revolving Credit Facility, cash position)
- Other issues:
 - Independence of auditor (independence confirmed).
 - Disagreements with Group management (no discrepancies).
 - Group Management cooperation with the auditor
 - Subsequent events.

As a conclusion, no discrepancies between Company Management and external Auditors, no relevant adjustments to the financial statements and issuance of unqualified opinion on the consolidated financial statements prepared in accordance with IFRS.

- Audit Plan fiscal year 2018*
 - Scope of the audit and engagement term and conditions
 - Materiality level
 - Preliminary key audit matters
 - Audit risks
 - Additional report to the Audit Committee
 - Independence
 - Communication with Management and with the Audit Committee
 - Auditor's report

**Applicable to Amadeus IT Group, S.A. and Amadeus Capital Markets, SAU*

Amadeus Capital Markets, SAU

It is necessary to point out that Amadeus Capital Markets, SAU, a Spanish company within the consolidated Group of companies, qualifies as a Public Interest Entity and the Audit Committee of its Head Office, Amadeus IT Group, S.A., has to exercise the same functions with respect to this subsidiary.

- Key audit matters
 - Review of the contractual arrangements between the Company and its Head Office (intercos)
 - Assessment of the financial position and liquidity of the Head Office through its financial statements and credit rating.
 - Analysis of any possible circumstances that may lead the Head Office to breach its contractual obligations to the Company.

None of the areas under analysis has required the intervention of the Audit Committee.

b) Internal Audit

Under this section and in general terms, the Group Internal Auditor reports to the Audit Committee on:

- The Internal Audit department's purpose, authority, and responsibility.
- The Internal Audit department's plan and performance relative to its plan.
- The Internal Audit department's conformance with the IIA's Code of Ethics and Standards, and action plans to address any significant conformance issues.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by, the Audit Committee.
- Results of audit engagements or other activities.
- Resource requirements.
- Any response to risk by management that may be unacceptable to the Organization.

In 2018, the Group Internal Auditor submitted to the Audit Committee:

- The Group Internal Audit 2017 Activity Report (submitted in February 2018), providing an overview of all the activities performed at Internal Audit along the year including, among other items:
 - The highlights of audits performed;
 - An updated resolution status of main Issues raised during the year;
 - The background and main outcomes from the assessment performed under the Internal Audit's Quality Assurance & Improvement Program (including Conformance with the internal audit charter, and with The Institute of Internal Auditors' Definition of Internal Auditing, Code of Ethics, and International Standards).
- The results from the ICFR (Internal Controls over the Financial Reporting) 2017 testing, concluding that the controls and procedures established, reasonably assure that the information publicly disclosed is reliable.
- Periodic updates on the progress of the Internal Audit plan, regarding which:
 - No issues raised within the scope of the internal audits performed required the direct intervention of the Audit Committee.
 - All the internal audit reports are at the disposal of the members of the Audit Committee, who may request them at any time.
- The biannual updates on mitigation of most relevant risks raised by Internal Audit;
- The proposed scope for the ICFR 2018 testing;
- The proposed Internal Audit plan 2019 (based on risks), including resources and budget;
- The yearly statement on functional and hierarchical dependence of the Internal Audit activity;
- The yearly review of the Internal Audit activity charter based, among other considerations, on the latest recommendations from the global Institute of Internal Auditors (no update was required in 2018).

c) Risk Management

The Chief Risk & Compliance Officer attends the meetings of the Committee to update on this specific area.

The main areas of periodical review by the Committee during 2018 are as follows:

Risk & Compliance

A regular review of compliance with regulatory and business requirements is analysed under this area, as well as a follow-up of major risk areas covered in the Amadeus risk map, which was updated in 2018.

With respect to compliance with regulatory and business requirements, special attention is given to the certification under the

Payment Card Industry Data Security Standard -PCI-DSS- and Standards for Attestation Engagements –SSAE 18. In addition to the above two certifications, the Amadeus CISO Office and the Technology, Platform and Engineering organization are certified under the International Organization for Standardization -ISO27001 security standard.

The regulatory burden is increasing with a significant expansion in customer demand for proof of compliance and requirements to cover suppliers.

Key activities for 2018 focused on implementation of GDPR and further refinement of the “Combined Assurance” concept, mainly in the steering and governance area, with the design and implementation of the transversal teams with responsibility in this area, on a world-wide basis. The core combined assurance team is composed of members of the Security, Risk & Compliance and Privacy area, with the collaboration of the Finance, Legal and Human Resources departments, together with Group Internal Audit.

The top corporate risks (IT Security and Data Risks, Technological and Operational risks and Strategic and Business risks) are tracked and monitored by the Combined Assurance team.

Security

The main initiatives to identify and mitigate external security threats to Amadeus people, systems and business were discussed under this heading. Particular focus areas include cyberattacks and hackings.

SHIELD Program (corporate security Program) is currently ongoing. It covers the top risks identified in the security area. The key objectives of the Program are to improve security in Amadeus in the following areas: i) products, ii) infrastructure, iii) data, iv) physical perimeter access, v) staff, vi) respond to security incidents and vii) compliance with internal security policies.

The governance of the cyber-security area relies on the joint action of the Combined Assurance team and the Chief Information Security Officer (CISO), supported by the Security Office Global Operations, the Security Office Global Application Development, the Security Office Business Services & Products and the Security Office Global Internal Systems.

d) Other items

Grouped under this heading, reference should be made to the following matters addressed by the Audit Committee throughout fiscal year 2018:

- 2017 Annual Report of the Audit Committee.
- 2017 Annual Report on independence of external auditors.
- Approval of non-audit services 2018.

- Annual Fiscal Policy Report 2017.
- 2018 quarterly financial reporting.
- External audit fees 2018.
- Appointment of Chairman.
- Regulations of the Audit Committee.

5) Related transactions

The Company has procedures in place to verify that all related party transactions are carried out at arm's length, although different interpretations may be made in the various jurisdictions where the group of companies operates.

There are no reference or significant shareholders that maintain business or other relations with the Company.

The only related party transactions carried out with the Company's directors are those related to their compensation. These transactions are assessed by the Nominations and Remuneration Committee and submitted to the General Shareholders' Meeting for approval. The compensation policy was approved for a period of three years at the General Meeting held on June 21, 2018.

All transactions between group companies are removed from the consolidation process and consequently have no impact on the consolidated financial statements and are not discussed by the Audit Committee. Nevertheless, these transactions have been fully documented using an agreed methodology. On an annual basis, the Company's management submits a report on the Group's tax policy to the Board of Directors. This report addresses related party transactions, which are also described in the Annual Corporate Governance Report.

The Company's management reports to the Committee regarding the methodology used to determine the transfer pricing applied between Group companies and also updates the Committee on the development of Advance Pricing Agreements (APAs) and on mutual agreement procedures followed under the framework of double taxation treaties.

6) Independence of the external auditor

Please, refer to the specific annual report prepared by this Committee concerning the independence of the external auditor, of February 26, 2019, published in the Company's corporate web page.

7) Assessment of the functioning and performance of the Audit Committee.

In accordance with Article 529,9 of the Spanish Capital Companies Act, the Board of Directors carried out the annual performance assessment related to its functioning and that of its Committees, taking as a reference the corresponding annual reports from the Nominations and Remuneration Committee and from the Audit Committee, as well as the annual questionnaire from the Board of Directors where, amongst other things, has been included the evaluation performed by each of the Directors (internal self-evaluation).

The Board of Directors agreed to hire an external consultant (PriceWaterhouseCoopers) for the year 2017 to help it with the annual performance assessment, complying therefore with the Good Governance Code of Listed Companies, which recommends performing this task with a third party every three years.

Neither the report produced by the external consultant (submitted to the Board of Directors in the meeting held on February 27, 2018) nor the self-assessment performed by the Board in 2018 required the Board of Directors to adopt significant measures to correct any weakness identified.

Please, refer as well to the Annual Report of the Board of Directors for the fiscal year ending December 31, 2018, which will be published in the Company's corporate web page.

8) Incidents and proposals for improving the Company's rules of governance

As already mentioned in this report, the Internal Regulations of the Audit Committee were approved, and Article 42 of the By-laws and Article 35 of the Regulations of the Board, both related to the Audit Committee, were amended to comply with revisions made to applicable Law.

9) Others

Following corporate governance best practices, the Chairman of the Audit Committee, in the Ordinary General Shareholders' Meeting held on June 21, 2018, made a summary of the main activities performed by the Committee in the preceding year. No questions were made nor interventions from the shareholders attending the meeting.

Madrid, February 26, 2019
