

2018 ANNUAL REPORT OF THE NOMINATIONS AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF AMADEUS IT GROUP, S.A.

Following the recommendations of the Unified Code of Good Governance, and in order for the Board to evaluate the quality and efficiency of the Board's operation and that of its Committees, adopting, where necessary, an action plan to correct weakness detected, the Nominations and Remuneration Committee hereby issues its annual report for the fiscal year ending December 31, 2018.

The remuneration policy of the Board of Directors was approved by resolution of the Ordinary General Shareholders' Meeting of June 25, 2015, for the following three years period by virtue of the Transitional provision of Law 31/2014, of 3 December, and therefore, this year 2018 was the last one under the approved policy.

The new remuneration policy for the following three years period was approved by resolution of the Ordinary General Shareholders' Meeting of June 21, 2018.

The Annual Report on the Remuneration of Directors described in Article 541 of the Capital Companies law will be part of a different and independent report to be approved by this Committee.

1) Competency and Duties of the Nominations and Remuneration Committee

The Nominations and Remuneration Committee of the Company's Board of Directors was set-up on May 6, 2010, by resolution of the Board of Directors adopted in a meeting held on said date, upon the admission to trading of the Company's shares on April 29, 2010.

The duties attributed to said Committee and rules of operation are contained in Article 43 of the Corporate Bylaws and developed in Article 36 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.

2) Composition of the Nominations and Remuneration Committee

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

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

Director	Type	Position
Mr. Guillermo de la Dehesa	Independent External	Chairman
Mr. Francesco Loredan	Other External	Member
Dame Clara Furse	Independent External	Member
D. Peter Kuerpick*	Independent External	Member
Mr. David Webster	Independent External	Member

** Mr. Peter Kuerpick replaced Dr. Roland Busch who ceased as Board member by expiration of his term of office of one year.*

The Board of Directors, in the meeting held on June 21, 2018, besides the appointment of Mr. Peter Kuerpick as new member of the Committee replacing Dr. Roland Busch, also renewed in their seat the remaining members of the Committee for an additional period of two years.

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

	Appointment	Expiration*
Mr. Guillermo de la Dehesa	May 6, 2010	July 1, 2020
Mr. Francesco Loredan	May 6, 2010	July 1, 2020
Dame Clara Furse	May 6, 2010	July 1, 2020
Mr. Peter Kuerpick	July 1, 2018	July 1, 2020
Mr. David Webster	July 1, 2014	July 1, 2020

Mr. de la Dehesa was appointed as Chairman on April 20, 2017.

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

Mr. Tomás López Fernebrand, Secretary of the Board of Directors, attends the meetings, acting as Secretary of the Committee.

3) Operation

The Nominations and Remuneration Committee meets periodically, as called by its Chairman.

For this purpose, the Board Secretariat prepares an agenda for approval by the Committee Chairman, which is sent to all participants prior to the meeting, together with the relevant documentation for each one of the agenda items.

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

- 15 February 2018
- 19 April 2018
- 4 December 2018

Apart from the Committee members and the Secretary of the Board of Directors and upon 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 considered their presence appropriate:

- Mrs. Sabine Hansen Peck, SVP Human Resources, Communication & Branding
- Mr. Jost Meye, Director Human Resources

Minutes are drawn up by the Secretary of the Committee of the conclusions obtained at each meeting and included as an agenda item for the next Board of Directors session, at which the Committee Chairman reports to the full Board on the most relevant points addressed and recommendations, if applicable, for approval.

4) Matters addressed by the Nominations and Remuneration Committee during Fiscal Year 2018

The principal matters discussed within the course of the three aforementioned meetings were as follows:

Compensation matters:

- Approval of 2018 total target compensation for the members of the Executive Committee.
- Approval 2017 annual bonus (APP) results and final outcome for Excom.
- Non-executive Director fees 2018
- Approval of 2018 annual bonus (APP) structure, metrics and calibration of performance ranges.
- PSP 2018 metrics and calibration of performance ranges.
- Annual update on Restricted Share usage (RSP), 2018.
- Share Match program (SMP), 2018.
- Performance updates for the Annual Bonus and Performance Share Plan 2018.
- New equity envelope (PSP, RSP and SMP) 2019-2021

Corporate matters:

- Update of number of shares to be held by the Executive Committee members*.
- Nominations and Remuneration Committee Report for 2017.
- Annual Report 2017 on the Remuneration of Directors.
- Approval of Directors' remuneration policy (2019-2021).
- External Board assessment (PWC). Verification of independence of external consultant.
- Status on Board succession planning.

** In order to increase the alignment with shareholders' interests, the members of the Executive Committee will be required to build up a certain holding of Amadeus shares over time ("shareholding guidelines"), which in the case of the executive Director (CEO) is the equivalent of two (2) times his gross annual base salary.*

Those Executives who have not reached the minimum required shareholding will not be allowed to sell shares vested and delivered to them under any Amadeus' share-based incentive, with the exception of those shares sold to cover taxes and/or social security contributions.

The minimum required shareholding was up-dated in 2017 pursuant to the evolution of the share price in the Stock Market. The Committee agreed to keep the same minimum required shareholding for 2018.

Nomination matters:

- Changes in the composition of the Executive Committee
- Proposal on renewal of independent Directors, previous Report on renewal of other external Directors and Report on Board of Directors' future requirements and needs.
- Update on the non-executive director search and presentation of finalist candidates (Mr. Kuerpick and Mr. Gemkow).

Others:

- Tentative calendar 2019.

5) Nature of the Directors

5.1) Independent Directors

Taking into consideration the definition of independent Director established in article 15.2 of the Regulations of the Board of Directors, and in light of the professional profile and positions held at other companies, this Committee considered that the following persons met the requirements necessary to be considered independent Directors (Proposal from the Nominations and Remuneration Committee on the appointment and renewal of independent Directors, dated April 19, 2018):

- Mr. José Antonio Tazón García
- Dame Clara Furse
- Mr. Guillermo de la Dehesa Romero
- Mr. David Webster
- Mrs. Pilar García Ceballos-Zúñiga
- Mr. Stephan Gemkow
- Mr. Peter Kuerpick

The profile of each one of them combines proven technical and financial expertise, as well as the necessary knowledge of the sector in which the Company operates and management experience for the adequate performance of their duties on the Company's Board of Directors.

Mrs. Pilar García Ceballos-Zúñiga, independent Director appointed by co-optation method in December 2017, was ratified in her seat and appointed for an additional three years period, by resolution of the Ordinary General Shareholders' Meeting held on June 21, 2018, upon proposal from the Nominations and Remuneration Committee.

Mr. Stephan Gemkow and Mr. Peter Kuerpick were appointed independent Directors of the Company for an initial period of three years by resolution of the Ordinary General Shareholders' Meeting held on June 21, 2018, replacing Mr. Marc Verspyck and Dr. Roland Busch (other external), which term of office expired at the time of holding the Shareholders' Meeting.

All of them were appointed following the Directors' Selection Policy of the Company. The appointment of three new independent Directors increases the degree of independence of the Board as well as contributes to the gender diversity.

The remaining independent Director in the Board is Mr. Nicolas Huss. He was appointed upon proposal from the Nominations and Remuneration Committee and following the Directors' Selection Policy of the Company, by resolution of the Ordinary Shareholders' Meeting held on June 15, 2017, for an initial period of three years. His quality as independent Director has not been compromised during year 2018.

5.2) Other Externals

Grouped under this heading are those external Directors who due to their special characteristics cannot be considered proprietary or independent.

- Mr. Francesco Loredan joined Amadeus' Board of Directors on February 21, 2005, as proprietary Director, being reclassified to independent by resolution of the Board of Directors of April 19, 2012. Mr. Loredan has been Director of the Company for a continuous period of more than 12 years, and therefore his status was reclassified to "other external" in the Board of Directors of April 20, 2017.
- Mr. Pierre-Henri Gourgeon joined Amadeus' Board of Directors on December 28, 2005, as proprietary Director, being reclassified to "other external" and, later on, to independent Director, by resolution of the Ordinary Shareholders' Meeting held on June 15, 2017. Mr. Gourgeon has been Director of the Company for a continuous period of more than 12 years, and therefore his status was reclassified to "other external" in the Board of Directors of February 27, 2018.

5.3) Executive Directors

Mr. Luis Maroto, General Manager and President of the Executive Committee, was appointed Executive Director, with the positive endorsement from the Nominations and Remuneration Committee, by resolution of the Ordinary General Shareholders' Meeting held on June 26, 2014, for an initial three years period. After this initial period, he has been renewed in his seat on an annual basis, being the last renewal adopted by resolution of the General Shareholders' Meeting of June 21, 2018.

Subsequently, Mr. Maroto was appointed CEO (Consejero Delegado) in October 2014 for an initial three years term. After this initial period, he has been reelected on an annual basis, being the last reelection adopted by resolution of the Board of Directors of June 21, 2018.

5.4) Composition of the Board

The composition of the Board of Directors as of December 31, 2018, 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
Dame Clara Furse	21 June 2018	21 June 2019	Independent
Mr. Francesco Loredan	21 June 2018	21 June 2019	Other external
Mr. Guillermo de la Dehesa	21 June 2018	21 June 2019	Independent
Mr. Pierre-H. Gourgeon	21 June 2018	21 June 2019	Other external
Mr. Stephan Gemkow	21 June 2018	21 June 2021	Independent

Mr. José A. Tazón	21 June 2018	21 June 2019	Independent
Mr. David Webster	21 June 2018	21 June 2019	Independent
Mr. Luis Maroto**	21 June 2018	21 June 2019	Executive
Mr. Peter Kuerpick	21 June 2018	21 June 2021	Independent
Mr. Nicolas Huss	15 June 2017	15 June 2020	Independent
Mrs. Pilar García***	21 June 2018	21 June 2021	Independent

Secretariat:

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

* Dr. Roland Busch and Mr. Marc Verspyck (other external) were Directors of the Company until the General Shareholders' Meeting of June 21, 2018, date in which their term of office expired.

** CEO (Consejero Delegado).

*** Initial appointment by co-optation method.

6) List of companies in which the Board members serve also as Directors and/or Executive Managers

As per Article 29 (Duty of Disclosure) of the Regulations of the Board, the Directors may not form part –in addition to the Company's Board– of more than six (6) Boards of Directors of commercial companies.

For purposes of computing the number of boards to which the above paragraph refers to, all boards of companies that form part of the same group will be computed as one single board.

For a better transparency and in order that the Board of Directors may evaluate any potential conflict of interest, each Director reports to the Committee through an annual Questionnaire, the list of companies in which they serve as Directors and/or Executive Managers. The list of companies as of December 31, 2018 is as follows:

DIRECTOR	COMPANY	SECTOR	POSITION
Dame Clara Furse	-HSBC UK	Bank	Chairman
	-Vodafone Group, Plc	Telecoms	Director
Mr. Francesco Loredan	-White Bridge Investments SPA	Private Equity	Vice-Chairman and Director
	-Nutmak, SRL	Chocolate spreads manufacturer	Director
	-Oneiros Investments, S.A.	Private Equity	Director
	-MAP, SRL	Spas and Wellness facilities operator	Director
	-Ancorotti, SRL	Cosmetics	Director
	-Spring, SA	Private Equity	Director
Mr. Guillermo de la Dehesa	-Grupo Santander	Banking	Director & Vice-Chairman
	- Instituto Santa Lucía de Vida y Pensiones	Insurance	Director
	- Instituto de Empresa	Business school	Chairman
Mr. Pierre-H. Gourgeon	-PHGourgeon Conseil	Consulting	Chairman
Mr. José A. Tazón	-HBG Ltd	Tourism	Director

Mr. David Webster	-Telum Media Group Pte Ltd	Media Data Base	Director (Chairman)
	-Vuma Financial Ltd	Profit Consensus Management	Director (Chairman)
Mr. Luis Maroto	-	-	-
Mr. Nicolas Huss	-Ingenico Group	Seamless payment	CEO
Mrs. Pilar García	-Board of Trustees for the Caja de Extremadura Banking Foundation, Liberbank,	Foundation	President
D. Peter Kuerpick	-HERE Technologies	Technology	Chief Platform Officer
	-EPAM Systems	Technology	Director
D. Stephan Gemkow	-Takkt AG	Holding	Chairman of the Supervisory Board
	- Flughafen Zürich AG	Airport	Director
	-JetBlue Airways Corp	Airline	Director
	-Franz Haniel & Cie, GmbH	Holding	CEO
	-Waelzholz KG	Steel	Member of the Advisory Board

7) Verification of Compliance with the Directors' Selection Policy

The Nominations and Remuneration Committee has verified the compliance with the Directors' Selection Policy for the purpose of the election and renewal process for members of the Board of Directors performed during 2018.

The Directors' Selection Policy was approved by the Board of Directors, in the session held on April 21, 2016, following the positive endorsement from the Nominations and Remuneration Committee, and it is available through the Company's corporate web page.

Madrid, 14 February 2019
