

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

As per the new wording given by Law 22/2015, of July 20 (Audit Law), Article 529 quaterdecies of the Spanish Capital Companies Act, and Article 42 of the By-laws of the Company, there is a requirement that the Audit Committee prepares an annual report in which an opinion is expressed on the independence of the auditors, as well as a justified assessment of each and all non-audit services rendered, considered both individually and as a whole.

The Audit Committee of the Board of Directors, at the meeting held on February 26, 2019, chaired by Dame Clara Furse and attended by all of its members, has approved this 2018 Annual Report of the Audit Committee concerning the independence of the external Auditors and additional non-audit services rendered, for submission to the Company’s Board of Directors.

External Auditors of the Company

As per the proposal of the Board of Directors and following the endorsement of the Audit Committee, the General Shareholders’ Meeting held on June 21, 2018, appointed DELOITTE, S.L., registered with the Official Register of Auditors under number S-0692, as the Company’s Auditors in order to perform the audit of the individual and consolidated annual accounts of the Company and its Group of companies for the fiscal year ended as of December 31, 2018.

With this renewal for fiscal year 2018, this marks the thirteenth and last year of the audit firm DELOITTE, S.L. as external auditor of the Company and its consolidated Group*.

**The aforementioned Shareholders’ Meeting agreed to appoint Ernst & Young, S.L. as the company’s Accounts Auditors to carry out the audit of the Company’s individual and consolidated accounts corresponding to the financial years 2019, 2020 and 2021.*

In accordance with the current legislation in force, this Audit Committee has received the written confirmation of the auditors DELOITTE, S.L. of its independence vis-à-vis the Company and its Group of companies, as well as the list of additional non-audit services rendered by said auditors or by entities related thereto during fiscal year 2018 and which are detailed below:

Amadeus IT Group, S.A. (consolidated)

Description	Deloitte (in kEUR)
Audit services (recurrent)	2,538
Other assurance services	362
Tax related services	665

Other services	559
Total	4,124

Amadeus IT Group, S.A. (stand-alone)

Description	Deloitte (in kEUR)
Audit services (recurrent)	701
Other assurance services	205
Tax related services	257
Other services	210
Total	1,373

The breakdown of each of the non-audit services is as follows:

Other assurance services

- Report on Agreed upon Procedures (AUP) in connection with the internal control over financial reporting (ICFR).
- Review of internal control systems under standard audit SSAE18/SOC1 for Loyalty Systems (ALMS) of airlines, Community Systems, and Agency Manager (AGM).
- Review of internal control systems under standard audit SSAE18/SOC1 for South West Airlines (SWA) and Intercontinental Hotel Group (IHG).
- Report on Agreed upon Procedures (AUP) in connection with distribution activities in India, for the period ended as of March 31, 2018.
- Financial Covenants compliance.
- Report on Agreed upon Procedures (AUP) on the acquisition Balance Sheet of Travelclick Group.
- Due Diligence on the Net working Capital adjustment for Travelclick Group.
- Limited review of the half-year financial statements as of June 30, 2018 (IAS 34).
- Comfort letters.
- Report on Agreed upon Procedures (AUP) in connection with the patent box computation on FY 2018.
- Assistance in the review of R&D Tax Credit 2018.

Tax related services

- Transfer pricing services in different tax jurisdictions.
- Review/preparation of tax returns related to Corporate Income Tax, VAT and Personal Income Tax (tax compliance) in different tax jurisdictions.
- Advisory and analysis of R&D tax credits in different tax jurisdictions.
- General tax advice in different tax jurisdictions.

- Assistance in documenting the Advanced Pricing Agreement (APA) for Amadeus IT Group, S.A. and Amadeus Data Processing GmbH.

Other services

- Assistance in the Policy Management and segregation of duties in SAP GRC*.
- Assistance in the standardization of the operating model in the financial function of the Global Finance Template.
- Advisory in the methodology of Amadeus' internal projects with regard to the systems Amadeus Schedule Recovery (ASR), Hotel Property Management System (PMS) and Hotel Property Management System (PMS).
- Advisory in the methodology of Amadeus' internal projects regarding the systems for the General Data Protection Regulation (GDPR) and crime prevention models.
- Other advisory services outside Spain.

** Governance, Risk & Compliance*

The complex nature of the non-audit services requires that such services be rendered by qualified professionals with extensive experience and a vast international network enabling multinational corporate groups to receive consistent, high-quality services, with reasonable hourly fees, regardless of what country the services are being provided in or what Group company is receiving such services.

The economies of scale that can be created from in-depth knowledge of the Group's activities and of the relevant sector allow for cost efficiencies, efficient assignment of group resources and greater flexibility in managing external resources.

Deloitte and its related entities form a multidisciplinary group that integrates a vast international network of offices worldwide and that works with a select group of professionals having extensive experience in both local and international matters, thus making the Deloitte Group an ideal candidate for rendering non-audit services. This combined with the fact that Deloitte is already familiar with Amadeus' business as a result of its audit services rendered allows Amadeus to achieve the aforementioned economies of scale.

Notwithstanding the above, Deloitte and its related entities assess all services rendered to verify that such services present no conflicts of interest vis-à-vis its audit activities as well as to make certain that the services rendered will under no circumstances put the auditor's independence at risk.

The Audit Committee, in the session held on February 26, 2018, pre-approved the non-audit services expected for the year 2018. In addition, in the different meetings held during 2018, the Audit Committee approved the non-audited services already pre-approved as well as the remaining services rendered or to be rendered before year-end.

The general reasoning above holds individually for each of the services provided.

Services considered as “Other assurance services” are in many cases closely related to the audit services and often supplement and partially support the ordinary audit work and, therefore, given the external auditors' knowledge of the business and with a view to avoiding duplicate efforts, are entrusted to said external auditors, to the extent that no conflict of interest may arise. Furthermore, the external auditor is legally required in some cases to provide certain verification activities (ICFR and half-year review of financial statements) as well as, in some cases, are required due to commitments held vis-à-vis third parties (financial covenant testing).

The “Tax related services” include preparing and reviewing tax returns in certain countries (in particular in those countries where we lack internal professional skills) as well as, in particular, “transfer pricing” services, for which certain common standards must be applied to all group subsidiaries to ensure that the information prepared is uniform; it is in this area in particular that the availability of a vast international network is beneficial. The globalization and increasing complexity of tax issues require a collective and consistent solution across different tax jurisdictions, thus making knowledge of the company's business and tax practices key priorities when selecting a service provider.

Deloitte and its related entities are one of the various multidisciplinary groups providing tax advice services to the Amadeus Group in several different countries. They have been selected to provide tax advice services because they have qualified professionals appropriate for the service being rendered and in most of the cases because they offer cost-effective services.

Finally, Deloitte is able to provide “Other services” without incurring extra costs taking advantage of the aforementioned economies of scale thanks to its knowledge of Amadeus' internal systems.

Having reviewed this and once the additional services described above have been discussed with the Management team of the Company, this Audit Committee concludes that, to the best of its knowledge and belief, the independence of the external auditors DELOITTE, S.L., for purposes of the issuance of its auditors' report on the individual and consolidated annual accounts of the Company for the fiscal year ended as of December 31, 2018, is not compromised.

Madrid, February 26, 2019
