

REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE ON BOARD OF DIRECTORS' FUTURE REQUIREMENTS AND NEEDS

In accordance with the Director Selection Policy approved by the Board of Directors in the meeting held on April 21, 2016, the Nominations and Remuneration Committee issues the current report on the analysis of the Board of Directors' needs, which will be made public concurrent with the call of the Ordinary General Shareholders' Meeting to take place on June 18, 2019, on first call, or on June 19, 2019, on second call, at which the decision on the appointment of two new Directors and the renewal of seven Directors out of eleven is submitted, as well as the increase of the number of seats at the Board up to thirteen.

COMPOSITION OF THE BOARD OF DIRECTORS

Name	Tenure Years & Months*	Nationality	Executive Industry Experience**	Functional Experience	Primary Geographic Experience***
Mr. Francesco Loredan	13.8	Italy	Financial Services/ Consulting/ Private Equity	CEO (in Private Equity)	Europe
Mr. Pierre-Henri Gourgeon	13.0	France	Government/ Airlines	CEO	Europe
Mr. José Antonio Tazón García	10.0	Spain	Technology	CEO	Europe
Dame Clara Furse	8.6	UK	Financial Services/ FinTech	CEO	Europe
Mr. Guillermo de la Dehesa Romero	8.6	Spain	Government/ Bank of Spain	Highest ranked official	Europe
Mr. David Webster	8.6	UK	Financial Services/ Retail/Leisure	CFO, CEO	Europe

Mr. Stephan Gemkow	0.5	Germany	Financial Services Airlines/Airports	CEO	Europe
Mr. Peter Kuerpick	0.5	Germany	Technology Platforms	CTO	Europe
Mr. Luis Maroto Camino	4.5	Spain	Technology/Media	CFO, CEO	Europe
Mrs. Pilar García Ceballos-Zúñiga	1.0	Spain	Innovation technology	Executive Vice- President	Europe/USA
Mr. Nicolas Huss	1.5	France	Seamless payments	CEO, Executive Vice-President	Europe

Notes:

**Tenure as of December 31, 2018*

*** Executive industry experience defined as sectors in which directors have held executive roles*

*** *Primary geographic experience defined as living and working in a geography*

ANALYSIS OF BOARD OF DIRECTORS' FUTURE NEEDS

As far as the Board of Directors' future needs are concerned, there are no significant differences in comparison with the previous annual reports. The progressive renewal process of the Board was initiated in 2017 with the incorporation of Mr. Nicolas Huss and Mrs. Pilar García in 2017 and of Messrs. Stephan Gemkow and Peter Kuerpick in 2018.

- Board size

The current size of the board includes eleven Directors. The Board has the option to increase in size up to fifteen members. The Nominations and Remuneration Committee recommends to maintain flexibility on size in order to be able to accommodate new Directors identified as strong additions during the board succession process. However, ideally an increase in size beyond eleven Directors should be temporary only.

In view of the search process for candidates, the number of seats could be increased from the current 11 up to 13 as part of the gradual renewal of the Board. With this, the Company and the Board will benefit from the knowledge and know-how of both current members and new candidates, for a period of time.

The General Shareholders' Meeting held on June 21, 2018, appointed the independent Directors Mr. Stephan Gemkow and Mr. Peter Kuerpick to replace the Directors Dr. Roland Busch and Mr. Marc Verspyck (other external) due to the expiration of their term of office, and ratified the appointment of the independent Director Mrs. Pilar García, appointed by cooptation method in December 2017.

- **Directors' board tenure**

An important consideration in future board appointments will be to ensure new Directors have the willingness and the ability to commit to serving at least a first appointment of three years plus three annual renewals (six years in total), given the complexity and the challenges of the business.

The term of office of the new Directors is set forth in a minimum period of three years (without taking into account the co-optation period, if any).

As of December 31, 2018, five Directors out of the current eleven members are below this six years minimum period.

- **Gender diversity**

The Committee is unanimous in its support for increasing gender diversity on the Board and agrees this should be a priority in future Director selection, whilst emphasizing that all Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

In this regard, the ratification of the appointment of Mrs. Pilar García in 2018 to the Board of Directors is a positive step.

The Committee maintains its target of 30% female representation in the Board by 2020, notwithstanding this potential increase in size of the Board from 11 to 13 members.

- **Directors' experience**

- a) Sector experience**

Strengthening the technology experience in the Board should be a priority. In addition to technology, other sector experience (such as airlines, travel, hotels) would be of value to the Board.

The incorporation of Messrs. Stephan Gemkow and Peter Kuerpick to the Board of Directors, reinforce the Board experience in the airline and airport sectors, as well as in the platform technology area.

- b) Functional experience**

The Committee considers that there is a need for all Board members to have adequate financial skills. Board members who have held CEO roles and bring strategic skills are seen as important in the mix. Functional technology experience would also be valuable; this experience could also be added in the form of a current or former CEO of a technology business.

The two new incorporations of the independent Directors mentioned above follow this approach.

- c) Geographic experience**

North American experience would be valuable as well as experience in APAC, in addition to other key geographical areas for the Company. For practical reasons, candidates based in Europe today with former APAC or Americas' experience would be ideal.

- **Directors' nationalities**

The Committee emphasises the importance of continuing to have a mix of different nationalities on the Board. Given Amadeus' headquarters and listing in Spain, it will be important to have on-going Spanish representation on the Board.

To this effect, the appointment of Mrs. Pilar García reinforces the Spanish representation on the Board.

Madrid, 10 April 2019