

Amadeus IT Group, S.A.

Report from the Nominations and Remuneration Committee on the renewal of the Directors other than independent Directors

Article 529 decies of the Spanish Capital Companies Act sets forth that the Board of Directors is the governing body in charge of making the proposal for the renewal of Directors, other than those classified as Independent. However there is a requirement that the Nominations and Remuneration Committee first issue a Report on this matter.

1. Background

1.1) Composition of the Board and Term of Office

The composition of the Board of Directors as of the date of this Report, the date of the last appointment, date of re-election and years of seniority, as the case may be, are as follows:

DIRECTOR	DATE LAST APPOINTMENT	DATE NEXT RE-ELECTION	NATURE OF DIRECTOR	TENURE YEARS (31/12/2018)
Mr. José Antonio Tazón	21 June 2018	21 June 2019	Independent	10
Mr. Guillermo de la Dehesa	21 June 2018	21 June 2019	Independent	8.6
Dame Clara Furse	21 June 2018	21 June 2019	Independent	8.6
Mr. David Webster	21 June 2018	21 June 2019	Independent	8.6
Mr. Pierre-H. Gourgeon	21 June 2018	21 June 2019	Other external	13
Mr. Stephan Gemkow	21 June 2018	21 June 2021	Independent	0.5
Mr. Francesco Loredan	21 June 2018	21 June 2019	Other external	13.8
Mr. Peter Kuerpick	21 June 2018	21 June 2021	Independent	0.5
Mr. Luis Maroto (1)	21 June 2018	21 June 2019	Executive	4.5
Mr. Nicolas Huss	15 June 2017	15 June 2020	Independent	1.5
Mrs. Pilar García (2)	21 June 2018	21 June 2021	Independent	1

Secretariat:

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

(1) CEO (Consejero Delegado)

(2) Appointed by co-optation method in December 2017

The term of office of the following “other external Director” will expire in June 2019:

- Mr. Francesco Loredan
- Mr. Pierre-Henri Gourgeon

The term of office of the executive Director will expire in June 2019:

- Mr. Luis Maroto Camino

1.2) Legal background

Article 35 of the By-laws (Term of Office) set forth as follows:

1. Directors are appointed for a term of three (3) years when they are appointed by the Shareholders’ Meeting for the first time, including their first appointment by cooptation method immediately before the holding of the Shareholders’ Meeting. Directors may be reappointed one or more times, subject to the statutory provisions from time to time. In the event of the reappointment of a Director, such reappointment must necessarily be for a one-year term. In the event that a Director’s office has expired or he/she has resigned or been removed, and is then again appointed as a Director once a term of at least one year has passed since the expiration, resignation or removal, this shall be deemed to constitute an appointment and his/her term of office shall therefore be 3 years.

2. The appointment of Directors shall expire once the deadline has passed and the next Shareholders’ Meeting has been held or the statutory term has elapsed for the holding of the Shareholders’ Meeting at which to resolve on the approval of the financial statements of the previous financial year.

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 has taken into consideration the following factors for the analysis of the Board’s needs:

- The current strategy for the business;
- The current board composition, in particular the industry sector, functional and geographic experience of Directors;
- The diversity of the Board, in particular, but not restricted to, gender diversity.

“Other external” Directors

The Regulations of the Board of Directors as well as article 529 duodecies of the Spanish Capital Companies Act provide the criteria for Board Members to be classified as “Independent”. For a better reference, attached to this document are the provisions set forth in article 15 of the Regulations, which do not differ from the wording of the Law.

- Mr. Francesco Loredan joined the Board of Directors on February 21, 2005. Mr. Loredan has been Amadeus’ Director for a continuous period of more than twelve

years, and therefore the Board of Directors held on April 27, 2017 took note of his reclassification from independent Director to “Other external”, for Commercial Registry purposes.

- Mr. Pierre-Henri Gourgeon joined the Board of Directors on December 29, 2005. Mr. Gourgeon has been Amadeus’ Director for a continuous period of more than twelve years, and therefore the Board of Directors held on February 27, 2018, took note of his reclassification, from independent Director to “Other external”, for Commercial Registry purposes.

Executive Director

- Mr. Luis Maroto Camino joined the Board of Directors on June 26, 2014 and he was appointed CEO (Consejero Delegado) by resolution of the Board of October 16, 2014.

1.3) Professional profile

Mr. Francesco Loredan

Mr. Loredan worked as a credit officer in the corporate finance department of Bank of America-BAI in Milan for three years and spent four years with the Boston Consulting Group in Paris and Milan. In 1989 he joined BC Partners, later on becoming managing partner and co-chairman until December 2014.

Significant role in other companies:

Mr. Francesco Loredan	-White Bridge Investments SPA	Private Equity	Vice-Chairman and Director
	-Nutkao, 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. Pierre-Henri Gourgeon

Mr. Gourgeon has held various positions as an engineer for the French Ministry of Defence in its technical and aeronautical production departments. He was Director General of the French Civil Aviation Authority between 1990 and 1993, prior to joining the Air France Group in 1993 as the CEO of Servair.

Mr. Gourgeon has held various positions with Air France until he became the COO in 1998 and the Chief Executive Officer of Air France-KLM in 2009 until October 2011, date in which he leaves all his seats in the Group Air France-KLM. He was member

of the Board of Directors of Groupe Steria, a French IT business services entity for the private and public sectors, until the merger of Steria with Sopra in September 2014. Currently, he is President of his own professional consultancy, PH GOURGEON CONSEIL.

Mr. Pierre-H. Gourgeon	-PHGourgeon Conseil	Consulting	Chairman
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Mr. Luis Maroto Camino

Mr. Maroto became President & CEO of Amadeus on 1 January 2011.

From January 2009 to December 2010, he was Deputy CEO of Amadeus, with responsibility for overall company strategy as well as line management of the finance, internal audit, legal and human resources functions. He played a key role in Amadeus' return to the stock market with the company's successful IPO in April 2010.

He joined Amadeus in 2000 as Director, Marketing Finance. In that role, he was instrumental in supporting Amadeus' commercial organisation throughout its international expansion and consolidation, supervising the strategic and financial control of over 50 Amadeus subsidiaries around the world.

He was promoted in 2003 to Chief Financial Officer (CFO), taking responsibility for the global Amadeus Finance organisation.

Prior to joining Amadeus, he held several managerial positions at the Bertelsmann Group.

2) Conclusion

Once reviewed the personal, professional profile and the adequacy to the position of each of the candidates, their personal contribution to the decision making process of the Board of Directors during the year, their participation in the different Board Committees and following the internal debate of the members of the Committee, in consultation with the Chairman of the Board of Directors, the Nominations and Remuneration Committee does not have any objection and would support a proposal by the Board of Directors for the renewal of Messrs. Loredan and Gourgeon as "other external Director" and the renewal of Mr. Maroto as executive Director.

In this regard, the Committee has taken into consideration the competency, knowledge and experience of the candidates in accordance with the Director Selection Policy:

- The technical and financial skills, amongst others, required for a proper understanding of the Company's activities and associated risks;

- The ability and the willingness to make the necessary time commitment to effectively fulfil the role, including taking steps to develop a strong understanding of the business, preparing fully for Board and Committee meetings and exercising best efforts to attend all meetings in person. In this regard, the number of Board appointments in other companies are taken into consideration;
- The ability to challenge management on strategy and contribute to strategy development;
- The ability to engage in debates in a constructive manner and challenge robustly;

This Report from the Committee is submitted to the Board of Directors.

Madrid, 10 April 2019

w/enclos: Annex I (Art 15 of the Regulations of the Board of Directors)

ANNEX I

Article 15.- Appointment of Independent Directors

1. The Board of Directors and the Nominations and Remuneration Committee, within the scope of their competencies, shall procure that the candidates elected are persons of recognized solvency, competency and experience, being most rigorous in relation to those called to fill the positions of independent Director as provided by article 5 of these Regulations.

2. Independent Directors shall be deemed to be those who, appointed in consideration of their personal and professional attributes, may perform their duties without being conditioned by relations with the Company, its significant shareholders and its executives.

In particular, the following may not be proposed or appointed as independent Directors:

- (a) those who have been employees or executive Directors of group companies, unless three (3) or five (5) years, respectively, have elapsed since the end of that relationship;
- (b) those who receive from the Company, or from its same group, any amount or profit for a concept other than Director's remuneration, unless it is not significant.

The following shall not be taken into account for purposes of the provisions of this section: dividends or pension supplements received by a Director as a consequence of his previous professional or labour relationship, provided that such supplements are unconditional in nature and, consequently, the company that pays them may not suspend, modify or revoke the accrual thereof on a discretionary basis without entailing a breach of obligations;

- (c) those who are, or have been, during the last three (3) years, a partner of the external auditor or responsible for the auditors' report, whether in respect of the audit during the said period of the Company or of any other company belonging to its group;
- (d) those who are executive Directors or senior officers of another company in which any executive Director or Member of the Management Team of the Company is an external Director;
- (e) those who maintain, or have maintained during the last year, a significant business relationship with the Company or with any company of its group, whether in their own name or as significant shareholder, Director or senior officer of an entity that maintains or has maintained the said relationship.

Business relationships shall be deemed to be those entailing a supplier of goods or services, including financial services, adviser or consultant;

- (f) those who are significant shareholders, executive Directors or senior officers of an entity that receives, or has received during the last three (3) years, significant donations from the Company or from its group.

Those who are mere trustees of a Foundation that receives donations shall not be deemed to be included under this letter;

- (g) those who are spouses, persons related by an analogous affective relationship, or relatives up to the second degree, of an executive Director or Member of the Management Team of the Company;
- (h) those who have not been proposed, whether for appointment or re-election, by the Nomination and Remuneration Committee;
- (i) those who have been Directors for a continuous period of more than twelve (12) years;
- (j) those who are subject, with respect to any significant shareholder or shareholder represented on the Board, to any of the circumstances indicated under letters (a), (e), (f) or (g), *supra*. In the case of the family relationship indicated under letter (g), the limitation shall apply not only with respect to the shareholder, but also with respect to its proprietary Directors in the investee company.

Proprietary Directors that forfeit such status as a consequence of the sale of their stake by the shareholder they represent may only be re-elected as independent Directors when the shareholder they represented up until that time has sold all of its shares in the Company.

A Director that owns a stake in the Company may hold the status of independent Director, provided that he satisfies all of the conditions established above and, in addition, his stake is not significant.
