

2019 ANNUAL REPORT OF THE NOMINATIONS AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF AMADEUS IT GROUP, S.A.

Following the recommendation number six of the Unified Code of Good Governance and the Technical Guide 1/2019 on Nominations and Remuneration Committee*, 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, 2019.

The remuneration policy of the Board of Directors was approved by resolution of the Ordinary General Shareholders' Meeting of June 21, 2018, for the following three years, i.e., until year 2021 inclusive.

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

**After the analysis of the Technical Guide carried out by the Committee in several sessions throughout 2019, it has come to the conclusion that it follows, in general terms, the recommended guidelines in its operating and performance areas.*

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 Company's corporate web page 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, 2019 is as follows:

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

The professional skills of each of the Directors are published in the Amadeus' corporate web page (www.corporate.amadeus.com) to which we refer you for further detail.

With respect to the significant abilities in terms of knowledge and experience contributed by each Director and the criteria used in practice by the Board to determine the Composition of the Committee, we refer you to the following reports, all of them published in the Amadeus' corporate web page:

- Report from the Nominations and Remuneration Committee on Board of Directors' future requirements and needs, dated April 10, 2019.
- Report from the Nominations and Remuneration Committee on the renewal of the Directors other than independent Directors, dated April 10, 2019.
- Report from the Nominations and Remuneration Committee on the appointment and renewal of the independent Directors, dated April 10, 2019.
- Justification report from the Board of Directors on the appointment and renewal of Directors, dated April 25, 2019.

There are no changes in the composition of the Board throughout 2019.

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. David Webster	July 1, 2014	July 1, 2020
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. Webster was appointed Chairman on April 21, 2019, replacing Mr. de la Dehesa in his position.

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 2019, the Committee held the following meetings:

- 14 February 2019
- 10 April 2019
- 11 December 2019

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.

Throughout the year 2019, there have been no deviations or irregularities in the procedures under the responsibility of the Committee that have had to be reported to the Board for evaluation and/or action.

4) Matters addressed by the Nominations and Remuneration Committee during Fiscal Year 2019

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

Compensation matters:

- Annual bonus 2018: Group results.
- Approval of 2019 total target compensation for the members of the Executive Committee.
- Non-executive Director fees 2019.
- Approval of 2019 annual bonus (APP) structure, metrics and calibration of performance ranges.
- PSP 2019 metrics and calibration of performance ranges.
- Annual update on Restricted Share usage (RSP), 2019.
- Share Match program (SMP), 2019.
- Performance updates for the Annual Bonus and Performance Share Plan 2019.
- Share based plans 2019.
- Preliminary discussions on Executive Committee's remuneration 2020.

Corporate matters:

- Nominations and Remuneration Committee Report for 2018.
- Annual Report 2018 on the Remuneration of Directors.
- Status on Board succession planning.
- Report on Technical Guide issued by the CNMV on Nominations and Remuneration Committees.

Nomination matters:

- New members 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 proposal of two new members of the Board.
- Election of new Committee Chairman.

Others:

- Tentative calendar 2020.
- EPS Market Practice: Definition and calculation approach.

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 10, 2019):

- Mr. José Antonio Tazón García
- Dame Clara Furse
- Mr. Guillermo de la Dehesa Romero
- Mr. David Webster
- Mr. William Connelly
- Mr. Josep Piqué Camps

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.

Mr. William Connelly and Mr. Josep Piqué Camps 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 19, 2019, effective June 20, 2019, increasing, for these purposes, the number of seats in the Board from eleven to thirteen.

All of them were appointed following the Directors' Selection Policy of the Company. The appointment of two new independent Directors increases the degree of independence of the Board.

The remaining independent Directors in the Board Mr. Nicolas Huss, Mrs. Pilar García Ceballos-Zúñiga, Mr. Stephan Gemkow and Mr. Peter Kuerpick were appointed upon proposal from the Nominations and Remuneration Committee and following the Directors' Selection Policy of the Company, by resolution of previous Ordinary Shareholders' Meetings for an initial period of three years. Their quality as independent Directors have not been compromised during year 2019.

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 19, 2019.

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 19, 2019.

5.4) Composition of the Board

The composition of the Board of Directors as of December 31, 2019, 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	19 June 2019	19 June 2020	Independent
Mr. Francesco Loredan	19 June 2019	19 June 2020	Other external
Mr. Guillermo de la Dehesa	19 June 2019	19 June 2020	Independent
Mr. Pierre-H. Gourgeon	19 June 2019	19 June 2020	Other external
Mr. Stephan Gemkow	21 June 2018	21 June 2021	Independent
Mr. José A. Tazón	19 June 2019	19 June 2020	Independent
Mr. David Webster	19 June 2019	19 June 2020	Independent
Mr. Luis Maroto*	19 June 2019	19 June 2020	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
Mr. William Connelly	20 June 2019	20 June 2022	Independent
Mr. Josep Piqué	20 June 2019	20 June 2022	Independent

Secretariat:

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

* CEO (Consejero Delegado).

** Initial appointment by co-optation method.

5.5) Special reference to gender diversity in the Board of Directors

As of December 31, 2019, the percentage of women in the Board is 15.3%.

In the selection processes launched during these last years, despite being a necessary requirement to have a list of women candidates to cover vacancies and/or new positions in the Board, it has not been possible to materialize in any appointment, except in the case of Mrs. Pilar García, who joined the Board in December 2017.

Notwithstanding the foregoing, and by virtue of the commitments of gender diversity acquired, the Nominations and Remuneration Committee has recently proposed the nomination of a woman to take a position in the Board, for submission to the Board of Directors and later on to the General Shareholders' Meeting to be held in June 2020, thus achieving, if the proposal is approved, a percentage of 23%.

Although the commitment to reach 30% presence of women before December 31, 2020 remains, this Committee considers its achievement more likely throughout the year 2021, as part of an orderly process of succession in the Board.

6) Self-Evaluation of the Board of Directors

It is a common practice for the Board of Directors to distribute, through the Secretariat of the Board, an annual questionnaire at the end of each fiscal year. This questionnaire includes, amongst other sections, a self-evaluation and questions needed for the preparation of the different annual reports of the Committees and the Board.

For the fiscal year 2017, the Board of Directors had selected an external advisor, PriceWaterhouseCoopers (PWC), to evaluate the functioning of the Board of Directors and its respective Committees, and to analyse the effectiveness of the Company corporate governance, identifying opportunities for improvement to ensure proper compliance with existing obligations or recommendations in this area. All of this to comply with recommendation 36 of the Good Governance Code of Listed

Companies, that recommends to engage an external expert to help the Board in the evaluation process every three years.

No significant findings were identified as a result of the exercise performed, except some general improvements that were compiled in an Action Plan that was initiated in 2018 and concluded in 2019, in areas related to the Chairman and CEO' succession plan (extended to members of the Executive Committee), trainings and induction plans for Directors, minor formal aspects related the Audit and Nominations and Remuneration Committees, and some general issues related to the Agenda of the Board of Directors.

For fiscal year 2019 however, the Board decided to proceed with the annual questionnaire and self-evaluation.

The ad-hoc questionnaire follows the following scheme:

A) Declarative Section

Objective information that allows the Company to obtain data/information needed for the drafting of the annual reports (-annual accounts, Corporate Governance Annual Report, amongst others-).

B) Self-assessment Section

Subjective information related to the functioning of the Board of Directors and its Committees, among other aspects. This second Section is the one that the current Report refers to.

This Section is divided in six blocks:

- I) Functioning of the Board of Directors**, with questions related to the Board's effectiveness and internal functioning.
- II) Structure and composition of the Board of Directors**, comprising questions to obtain the Director's opinion on the Board's structure and composition, and the capacities and skills of its members.
- III) Board of Directors' Committees**, where the Directors are asked to evaluate the performance of the functions of the Audit Committee and the Nominations and Remuneration Committee.
- IV) Board of Directors' agenda**, where the Directors are asked about the Board's performance in areas or matters within its scope, such as the current corporate governance model, CSR policy, involvement in the design and approval of strategy, in financial and investment policies, and participation in decision-making on significant transactions.
- V) Chairman of the Board Directors and CEO**, where the Directors are asked for their views on the performance of these two positions and fulfilment of responsibilities.
- VI) Forward-looking areas**, with questions relating to improvement opportunities or aspects to be developed in the future.

From the answers received from the Directors, no significant points or comments have been identified in the areas under evaluation, which could lead to relevant changes in the organization or to the direct intervention of the Committee to try to resolve some type of conflict.

The submissions are in general positive and supportive, and some suggestions will be taken into consideration by the Chairman and the CEO going forward on the Board functioning.

A new evaluation exercise with an external consultant is planned for the year 2020.

7) 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, i) all boards of companies that form part of the same group will be computed as one single board and ii) those boards of asset-holding companies or companies that constitute vehicles or complements for the professional exercise of the Director himself, his spouse or a person with an analogous affective relationship, or of his closest relatives, shall not be computed.

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, 2019 is as follows:

DIRECTOR	COMPANY	SECTOR	POSITION
Dame Clara Furse	-HSBC UK	Bank	Chairman
	-Vodafone Group, Plc	Telecoms	Director
Mr. Francesco Loredan	-Oneiros Investments, S.A and its group of companies White Bridge Investments I SPA (with its portfolio investment in Nutkao, SRL, MAP, SRL and Ancorotti, SRL) and White Bridge Investments II SPA.	Private Equity	Director and Vice-Chairman Director in portfolio investment
	-Pictet Alternative Advisors, S.A.	Private Equity/Hedge Fund	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. David Webster	-Telum Media Group Pte Ltd	Media Data Base	Director (Chairman)
	-Vuma Financial Ltd	Profit Consensus Management	Director (Chairman)
Mr. Luis Maroto	-Dufry AG	Global travel retailer	Director
Mr. Nicolas Huss	-Ingenico Group	Seamless payment	CEO
Mrs. Pilar García	-Board of Trustees for the Caja de Extremadura Banking Foundation, Liberbank,	Foundation	Chairman
	-Spanish Association of Foundations	Association	Vice-Chairman
Mr. Peter Kuerpick	- BainCapital	Private Equity	Operating partner (IT strategy in the portfolio investments)
Mr. Stephan Gemkow	- Flughafen Zürich AG	Airport	Director
	-JetBlue Airways Corp	Airline	Director
	-Waelzholz KG	Steel	Member of the Advisory Board
Mr. William Connelly	- Aegon NV	Engineering	Chairman of the Supervisory Board
	-Societe Generale Group	Banking	Director
	-Self Trade Bank, SAU	Banking	Director
Mr. Josep Piqué	- Abengoa, SA	Tech. solutions for infrastructure, energy and water sectors	Director
	-Atrys Health, SA	Diagnostic services and medical treatments	Director
	-Industria de Turbo Propulsores, SA	Aeronautical engine manufacturer	Chairman
	-Seat, SA	Automobile manufacturer	Director
	-Alantra Partners, SA	Financial advisory services	Director

8) 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 during 2019.

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.

9) Conclusion

During the year 2019 there have been no circumstances or cases in the areas of responsibility and scope of the Committee that have required their intervention and/or report to the Board of Directors. The succession plan of the Board of Directors as well as gender diversity are the two areas of relevance in which the Committee will continue to work throughout the year 2020, to submit its proposals to the Board of Directors.

This annual report will be presented to the Board of Directors at the session scheduled for February 27, 2020.

Madrid, 12 February 2020
