

**2019 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 529.14 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, 2020, chaired by Dame Clara Furse and attended by all of its members, has approved this 2019 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 ERNST & YOUNG, S.L. (hereinafter E&Y), 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, 2019 and subsequent years 2020 and 2021.

E&Y replaces DELOITTE, S.L. as external auditor of the Company and its consolidated Group.

In accordance with the current legislation in force, this Audit Committee has received the written confirmation from the auditors E&Y 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 2019 and which are detailed below:

**Amadeus IT Group, S.A. (consolidated)**

<b>Description</b>	<b>E&amp;Y (in MEUR)</b>
Audit services (recurrent)	1.9
Other assurance services	0.4
Tax related services	0.3
Other services	0.6
<b>Total</b>	<b>3.2</b>

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

<b>Description</b>	<b>E&amp;Y (in MEUR)</b>
Audit services (recurrent)	0.9
Other assurance services	0.3
Tax related services	0
Other services	0.2
<b>Total</b>	<b>1,4</b>

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

**Other assurance services**

- SOC report (Service Organization Controls) on Navitaire LLC systems.
- Agreed Upon Procedures work on ICM's acquisition opening balance.
- Agreed Upon Procedures report in accordance with ISRS 4400 for evaluating the validity of reimbursement costs (entities in South Africa).
- Report on Non-Financial Statement Amadeus IT Group, S.A.
- Report on interim dividend Amadeus sas.
- Limited review of the half-year financial statements as of June 30, 2019 (IAS 34).
- Comfort letters (issuance of bonds EMTN).

**Tax related services**

- Transfer pricing services in India (Amadeus Labs).
- 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.

**Other services**

- Advise and analysis on Cyber threat Management in Amadeus IT Group, S.A. (IT security of identity and access management, security on contracts with suppliers which are managing critical information, digital transformation services -DTS-, management and servers security of the domain name server and e-mail, standards and industry best practices regarding vulnerability management).
- Project on cybersecurity processes assessment.
- Advisory services for expatriated employees (Amadeus Brasil).

In order to strengthen the independence of the external auditor, and by decision of the Audit Committee, all non- audit services that E&Y provides to the Company and its group have been reduced to the minimum possible extent.

In order not to create unnecessary disruptions in the day-to-day activities of some Group entities, those services that were already being provided to such entities by E&Y before being appointed external auditor have been maintained.

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 with a multidisciplinary group like E&Y allow for cost efficiencies, efficient assignment of group resources and greater flexibility in managing external resources.

Notwithstanding the above, E&Y 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 is aware of all additional services other than audit services, both those that by their nature require prior approval and those that do not need it and that are also informed for greater transparency.

The Audit Committee, in the different sessions held during 2019, pre-approved the non-audit services under the following principles:

- 1) Recurrent additional services within the European Union: (Services being rendered by EY on December 31, 2018 and may be recurrent during 2019).
- 2) Recurrent additional services outside the European Union (Services being rendered by EY on December 31, 2018 and may be recurrent during 2019).
- 3) New additional services within the European Union: (New services identified and being rendered by E&Y in 2019).
- 4) New additional services outside the European Union: (New services identified and being rendered by E&Y in 2019).

Services identified under category 1) and 3) are submitted to the Audit Committee for approval, meanwhile services under category 2) and 4) are submitted to the Committee for information purposes, without prejudice to the right of the Committee to challenge such services.

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, 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 (mid-year review of financial statements).

The majority of "Tax related services" refers to services rendered to companies that were acquired by Amadeus and already rendered before their acquisition (Navitaire, ICM group, TravelClick), as well some specific countries like India (Amadeus Labs) and Australia/New Zealand (Amadeus IT Pacific).

E&Y and its related entities are one of the various multidisciplinary groups providing tax advice services to the Amadeus Group in several 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. However, the volume of services is much smaller compared to other multidisciplinary groups.

Finally, the recurrent audit services provided by E&Y increase their knowledge of Amadeus' internal systems and therefore makes it easier for E&Y to provide "Other services" without incurring extra costs taking advantage of the aforementioned economies of scale.

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 ERNST & YOUNG, 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, 2019, is not compromised.

Madrid, February 26, 2020

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