

**POLICY REGARDING  
COMMUNICATION OF ECONOMIC-  
FINANCIAL, NON-FINANCIAL AND  
CORPORATE INFORMATION AND  
REGARDING COMMUNICATION AND  
CONTACT WITH SHAREHOLDERS,  
INSTITUTIONAL INVESTORS AND  
PROXY ADVISORS**

**AMADEUS IT GROUP, S.A**

Madrid, December 16, 2020

## AMADEUS IT GROUP, S.A

### **POLICY REGARDING COMMUNICATION OF ECONOMIC-FINANCIAL, NON-FINANCIAL AND CORPORATE INFORMATION AND REGARDING COMMUNICATION AND CONTACT WITH SHAREHOLDERS, INSTITUTIONAL INVESTORS AND PROXY ADVISORS**

#### **Introduction**

The Board of Directors of Amadeus IT Group S.A. (referred to as “the Company” or “Amadeus” herein) recognises the importance of the communication with shareholders and retail and institutional investors, as well as proxy advisors (referred to as the “stakeholders” herein), and of promoting transparency in the information provided by the Company to these stakeholders.

For this reason, in October 2016, the Board of Directors of the Company approved the “Policy regarding communication and contact with shareholders, institutional investors and proxy advisors”.

The principles governing the Company's communication policy are, in general, principles that apply to the content or the matter being communicated, regardless of the party receiving the information and/or the stakeholder in their communication relations with the Company. Accordingly, the policy extends not only to economic-financial information, but also to non-financial, corporate or any other kind of information.

As a result of the revision in June 2020 of the Good Governance Code of Listed Companies of February 18, 2015, the Company has updated the Communications Policy, which will govern both the communication of economic-financial, non-financial and corporate information as well as communication with shareholders, institutional investors and proxy advisors given that, as noted above, it is grounded in the same general principles.

Taking as a reference the Recommendations in the Good Governance Code of Listed Companies, the Regulations of the Board of Directors and the Internal Regulations of the Audit Committee, the Board of Directors has approved this Policy at its session on December 16, 2020.

#### **1. Regulatory framework**

Recommendation number 4 of The Good Governance Code of Listed Companies of June 2020, sets out as follows:

“The company should draw up and implement a policy for communications and contact with shareholders and institutional investors within the framework of their involvement in the company, as well as with proxy advisors, that complies in full with market abuse regulations and gives equal treatment to shareholders in the same position. This policy should be disclosed on the company’s website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those in charge of its implementation.

Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.”

Recital 19 of the Regulation (EU) on market abuse does not prohibit discussions of a general nature regarding the business and market developments between shareholders and management. Such relationships are essential for the efficient functioning of markets, as is made clear by the aforementioned Regulation.

**A)** In this regard, the **Regulations of the Board of Directors** establishes as follows in the Section “Board Relations”:

#### **ARTICLE 30.- SHAREHOLDER RELATIONS**

1. The Board of Directors shall establish the appropriate channels in order to apprise itself of proposals which may be made by shareholders in relation to the management of the Company.
2. The Board, by means of any of its Directors and with the collaboration of the members of the management team that it deems pertinent, may organize information meetings on the running of the Company and its group, for those shareholders who reside in the most relevant financial districts in Spain and other countries, provided that none of the shareholders receives preferential treatment and such informative presentation is provided simultaneously to the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) or is published on the Company’s website.
3. Public requests for a delegation of vote made by the Board of Directors or by any of its members must express the direction in which the representative shall vote in the event that the shareholder does not give instructions. A vote delegated by virtue of the said public request may not be exercised with regard to agenda items in which there is a conflict of interest in accordance with the provisions of article 526 of the Spanish Capital Companies Act.
4. The Board of Directors shall promote the informed participation of shareholders at General Meetings and shall adopt such measures as may be appropriate in order to facilitate that the General Shareholders’ Meeting effectively exercises the functions characteristic thereof as provided by law or the Bylaws.

In particular, the Board of Directors shall adopt the following measures:

- (a) it shall make available to shareholders, prior to the General Meeting, all such information as is legally required and all information, even if not legally required, that may be of interest and may be reasonably provided;
- (b) it shall attend to, with the utmost diligence, requests for information formulated thereto by shareholders prior to the General Meeting;
- (c) it shall attend to, with the same diligence, questions formulated thereto by the shareholders on the occasion of holding the General Meeting; and

- (d) it shall ensure that the business proposed to the General Meeting is voted on in an orderly fashion and separately, giving the opportunity to shareholders to intervene in order to express their opinion on each of the matters submitted to voting.

#### **ARTICLE 31.- INSTITUTIONAL SHAREHOLDER RELATIONS**

1. The Board of Directors shall also establish adequate mechanisms for a regular exchange of information with institutional investors who form part of the Company's shareholder structure.
2. In no case shall relations between the Board of Directors and institutional shareholders be translated into the delivery thereto of any information which may place them in a privileged situation or advantage with respect to the other shareholders.

#### **ARTICLE 32.- MARKET RELATIONS**

1. The Board of Directors, through communications to the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) and the corporate website, shall inform the public immediately with regard to any privileged and other material information, on the terms established in the Consolidated Text of the Spanish Securities Market Act (Texto Refundido de la Ley del Mercado de Valores) and implementing legislation.
2. The Board of Directors shall adopt the necessary measures to ensure that mid-year, quarterly and any other financial information which is reasonably required or advisable to be made available to the markets is prepared in accordance with the same principles, criteria and professional practices as the Annual Accounts and is equally as reliable as the latter.
3. Reporting obligations shall be complied with through any technical, computer or automated means, without prejudice to the rights of the shareholder to request information in printed form.

**B) The Regulations of the Audit Committee** grant, amongst others, the following powers to the Committee:

#### **Article 4.1 (regarding "Oversight of financial and non-financial reporting")**

- Supervise the design and management of the internal control system by receiving reports from internal control and internal audit officers and reaching conclusions on the standard of confidence and reliability provided by the system, coupled with proposed improvements, where applicable.
- Evaluate whether the Company has correctly applied accounting policies, based on the available information sources (both internal and external), monitoring the compliance with regulatory requirements and the adequate delimitation of the consolidation perimeter.
- Review the clarity and integrity of all the financial information and related non-financial information made public by the Company.
- For the proper performance of its supervisory role, maintain regular communications with the statutory auditor, with the internal auditor and with Company's Management, if necessary, by means of individual meetings with each.
- The Audit Committee shall verify that the financial and non-financial information published on the Company's website is always up to date and matches the information authorized for issuance by the Directors and published on the CNMV website, where applicable.

- Supervise the functioning of the whistleblower channels established by the Company so that Management and the governing bodies can receive alerts from employees and other persons related to the Company concerning potential irregularities or breaches of regulations, especially those having financial and accounting implications or any other nature, or breaches of internal codes of ethics, and can propose appropriate actions to improve the functioning of the channel and reduce the risk of future irregularities. To do this, the Audit Committee should regularly receive information on the functioning of the whistleblower channel, including the number of complaints received, their source and type, the outcome of investigations and proposed actions. The whistleblower channels must guarantee confidentiality and, in any case, enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.

#### **Article 4.5) Regarding “Environmental, social and corporate governance (ESG) matters”**

- Supervise the compliance with the policies and rules of the Company in the environmental, social and corporate governance area (ESG), and internal rules of conduct.
- Supervise the implementation of the general policy regarding the disclosure of economic-financial, non-financial information and corporate information, as well as the policy on communication with shareholders and investors, proxy advisors and other stakeholders.
- Receive assurances from management that the Company’s environmental and social practices are in accordance with the established strategy and policy.

## **2. General principles**

The Amadeus Policy on communication of economic-financial, non-financial and corporate information and communication and contact with stakeholders has been defined in line with the best practices and recommendations of good governance that are applicable to listed companies.

The Board of Directors shall aim to ensure that the Company's communication policy respects the legal provisions and that its conduct is at all times based on good faith, ethics and respect for good practices, paying special attention to the rules on the treatment of inside information or other material information in accordance with the applicable legislation and regulations.

The Amadeus policy on communication of economic-financial, non-financial and corporate information and on investor relations is based on the following principles:

- Responsibility, diligence, and transparency in the provision of information, avoiding information manipulation, protecting the integrity and honour of the Company and its representatives.
- Equal treatment, and protection of the legitimate rights and interests of shareholders/investors, and market in general, facilitating their right to information.
- Cooperation with the shareholders/investors so that the practices regarding the provision of information and relations with the markets are transparent, effective, while keeping with the corporate interest, ensuring at all times that the Company and its representatives maintain the highest level of reputation.
- Suitability and proportionality of the information to the stakeholders' needs and interests so that it reasonably meets their expectations.
- The economic-financial, non-financial and corporate information must be clear, objective, understandable and simultaneous, and may not give rise to ambiguity or misunderstandings.
- The information will be presented in a concise, rational and organized manner.

The Secretariat of the Board of Directors together with the Investor Relations Department, are the internal bodies responsible for the implementation and enforcement of these general principles in any interaction with shareholders, investors (qualified or not) and proxy advisors, without prejudice to the Audit Committee's oversight powers.

Under no circumstance may the Company make any recommendations regarding the purchase or sale of its shares.

### **3. General Information and Communication Channels**

As part of its corporate policies, Amadeus has a Code of Ethics that establishes the communication and behavioural related principles that shall govern the involvement of Amadeus executives in any kind of event (from seminars, conferences, business events, etc.), as well as in the provision of information or cooperation with the public authorities.

Likewise, the Code of Ethics also regulates the relationship of Amadeus executives with the press and the media in general, establishing the procedures for replying to the media, as well as the persons authorized to interact with the media, and putting in place oversight mechanisms to ensure that the information is true, transparent and uniform.

Amadeus encourages, through its "Speak-up policy", employees of the Group, agents, intermediaries, consultants, and subcontractors who work for Amadeus and third parties in general, to convey their concerns about issues or events that may infringe current legislation or Amadeus's internal policies that regulate the business practices and ethical conduct of its employees.

The Company has an internal whistleblower channel so that employees, agents, intermediaries, consultants and subcontractors can file complaints, either anonymously or with the utmost confidentiality, about any suspicion they may have regarding practices that are unlawful or infringe internal policies, so that the appropriate investigations are launched to clarify the facts and, as the case may be, take the disciplinary or legal action appropriate to such behaviour.

Amadeus communicates with its stakeholders mainly through the following channels:

#### **3.1 National Securities Market Commission and Other Entities**

One of the main channels for the provision of information by the Company to shareholders, retail and institutional investors, and the markets in general is the National Securities Market Commission (Comisión Nacional del Mercado de Valores, "**CNMV**"), as well as, the channels established by other foreign authorities and supervisory entities when applicable. These entities ensure the immediate dissemination and publicity of the information, through the publication on their websites, both of inside information and other notifications of relevant information sent by the Company. These notifications are simultaneously posted on the Company's corporate website.

### 3.2 Corporate website

The corporate website is one of the most significant means to channel the relations of the Company with its stakeholders.

In this regard, the Company's main official channel of communication is the corporate website ([www.corporate.amadeus.com](http://www.corporate.amadeus.com)) which is updated on a regular basis and through which the Company makes available information that may be of interest to stakeholders, thereby enabling immediate access to it, in order for transparency to be the driving value of the Company's relations with the markets and with the public at large.

Under the responsibility of the Board of Directors, and without prejudice to the oversight responsibilities of the Audit Committee, the Secretariat of the Board of Directors, in coordination with the Investor Relations Department, decides on the information that is disclosed on the Company's corporate website, following the requirements established by law.

In order to facilitate the understanding by stakeholders, the information disseminated by the Company through its corporate website is provided simultaneously in Spanish and English whenever possible; in the exceptional event of discrepancies, the Spanish version prevails.

In the corporate website we offer general, financial, non-financial and corporate governance information regarding the Company.

#### - General Information

- Home page including company description
- Share capital including share details and current share price
- Capital structure (shareholder base)
- Treasury stock
- Dividend and dividend policy

#### - Financial and business information

- Quarterly / annual results information
- Annual Reports (Annual Accounts, Global report)
- Debt and rating
- General and specific presentations about the Company's business

The presentation of Interim or Annual Management Reviews, as well as, in certain cases, other significant institutional, results-related, or economic and financial presentations, are broadcast live via the Company's corporate website, and interested parties are given the opportunity to ask questions during the presentations.

#### - Board of Directors and General Shareholders' Meeting

- Composition of Board of Directors and Board Committees
- Biographies, Director Selection Policy and Board Compensation Policy
- By-laws.
- Regulations of the Board of Directors.
- Regulation of the General Shareholders' Meeting.



- Internal rules of conducts on matters relating to the securities market.
- Holding of, and resolutions adopted by, Shareholders' Meetings

- Corporate Governance

- Annual Corporate Governance Report: The Company prepares the relevant annual Corporate Governance Report that contains information regarding the ownership structure of the Company; the General Shareholders' Meeting; the structure of the Company's management; related-party transactions and intra-group transactions; risk control and management systems; the internal control over financial reporting (ICFR) system relating to the process for issuing financial information; and the degree of compliance with the corporate governance recommendations, all in accordance with applicable law.
- Non-Financial Information: The Company prepares, as part of the Management Report that is approved along with the Annual Accounts, the non-financial information required under the Law on non-financial information and diversity (11/2018) of December 28, 2018, describing the main features of the Amadeus Group's business model and the Company's risk management, as well as its sustainability plans, social and staff-related matters, human rights, anti-corruption and anti-bribery policy follow-up.
- Annual Director Compensation Report: The Company also prepares an annual Director Compensation Report containing complete, clear and understandable information regarding the compensation of and compensation policy for Directors in accordance with the provisions of applicable law.
- Global Report.
- Annual reports from Board Committees and general policies (including communication policy, corporate compliance policy, tax strategy, amongst others).

### **3.3 Investor Relations Department**

Through its Investor Relations Department, Amadeus maintains an ongoing and open dialogue with analysts, shareholders and retail and institutional investors, concerning the Company's periodic public financial information, results, operational performance and strategy, all of it in a transparent manner.

As regards the non-financial and corporate information, the Investor Relations Department has the support of an internal virtual team made up of experts in corporate governance, environmental, data protection, cyber-security, risk and compliance and compensation matters, who provide assistance in calls with investors, so that a consistent and uniform message is conveyed in these areas, thereby facilitating the oversight tasks of the Audit Committee, to which regular reports are given on the meetings held and the scope of the matters addressed.

Experts in regulatory, anti-trust and internal corporate social responsibility matters also assist the Investor Relations Department whenever necessary.

This virtual team is governed by the general principles described above when it comes to the information that it shares with the stakeholders.



The Investor Relations team regularly holds meetings with institutional investors (both domestic and foreign) at the Amadeus premises as well as in the most important financial centres (New York, Boston, San Francisco, London, Paris, Frankfurt, Milan, Geneva, Zurich, and Edinburgh, amongst others) through roadshows (either self-organised or organised by a broker). When required, the Company's management team attends these events accompanied by the Investor Relations Team. The roadshows follow the guidelines of the general principles of the communications policy, without any information being provided to the participants unless it is also communicated to the market.

The Investor Relations team, sometimes together with the Company's management, also attend general or industry conferences normally organized by financial institutions or investment banks, which gather the principal domestic and international investors.

The Investor Relations team maintains an ongoing dialogue with research analysts about news published by the Company on the industry in which it operates, market concerns, and to clarify questions about business and financial performance.

In any case, all meetings by the Investor Relations Department with either institutional shareholders, financial analysts or proxy advisors, are governed by transparency and equal treatment, without any information provided resulting in a privilege or advantage over other shareholders or potential investors.

The Investor Relations Department telephone number (+34 91 1771073), email address (ir@amadeus.com), and mailing address (C/Salvador de Madariaga 1 Pl.12<sup>a</sup>, 28027 Madrid, Spain), are published on the corporate website as additional channels to address questions from the market or any other interested party.

### **3.4 Social Networks**

The Company encourages an active presence in social networks to disseminate information of interest on the status and activities of the Group and to establish a fluid and fruitful dialogue with the internet community, all subject to compliance with its legal or regulatory obligations, including the CNMV criteria published on October 8, 2020 on the use of social networks to disseminate inside information, simultaneously, as an additional or supplementary channel to the CNMV.

### **3.5 General Shareholders' Meeting**

Pursuant to the provisions of the Regulations for the General Shareholders' Meeting, the Company shall also make available to the shareholders through the corporate website an application that allows them to exercise their rights to receive information and to participate at the General Shareholders' Meeting. The live broadcasting of the General Shareholders' Meeting on the website contributes to greater transparency.

The Company has mechanisms in place to enable the granting of proxies and voting by electronic means. These mechanisms are activated when the General Shareholders' Meeting is called.

The Company Board of Directors and Management shall promote the informed participation of shareholders at General Meetings and shall adopt such measures as may be appropriate in order to facilitate that the General Shareholders' Meeting effectively exercises the functions characteristic thereof as provided by law and the Bylaws.

In this sense, all information that contributes to greater transparency of information concerning the Company and its group of companies is available to the Company's shareholders. The appropriate channels of communication via the Investor Relations Department and the Secretariat of the Board are available for the shareholders from the date of calling the General Meeting.

As part of the Investor Relations duties and together with the Secretariat of the Board, calls are organized with the main Proxy advisors to discuss corporate governance matters related to the agenda of the General Shareholders' Meeting.

### **3.6 Investor Day**

The Company organizes, without a predetermined frequency, Investor Day events, in which the investors (mainly institutional) are given the opportunity to have a Q&A session with the Company's Management, based on the business and financial presentations (extending to non-financial and corporate information) that are prepared for the event. Those presentations would have been published at the time of the event through the official communication channels (CNMV website and the Company website) so that both attendees and those who do not have the opportunity to attend have access to the same information, without any preferential treatment.

Madrid, December 16, 2020

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